

宝泽金融集团

AIMS FINANCIAL GROUP

AIMS

www.aims.com.au

由创始人王人庆（George Wang）先生创建于1991年的澳洲宝泽金融集团(AIMS Financial Group)是澳大利亚的多元化非银行金融服务及投资集团，在澳大利亚信贷和资本证券化市场拥有良好业绩记录及优良信誉。澳洲宝泽金融集团(AIMS Financial Group)现已逐步发展成为集住房及商业楼宇信贷、资产证券化、房地产投资、投资银行、证券交易所、电子商务及其他金融业务在内的国际性大型金融集团。

澳洲宝泽金融集团(AIMS Financial Group)持有澳大利亚证券与投资委员会(ASIC)颁发的澳大利亚证券化及信贷金融牌照(AFS)。

截至到2007年的8年中，宝泽(AIMS)在资本市场直接及间接融资近30亿澳元。宝泽(AIMS)发行的证券绝大多数被信用评级机构标准普尔（Standard & Poor's）和菲奇（Fitch Ratings）评为AAA级。

自1997年起，宝泽(AIMS)发行了超过50亿澳币的高质量房屋贷款。

在房地产基金管理领域，澳洲宝泽金融集团(AIMS Financial Group)持有澳大利亚证券与投资委员会(ASIC)颁发的澳大利亚地产基金管理金融牌照(AFS)。

宝泽（AIMS）长期以来积极介绍国际投资者投资澳大利亚房地产市场，宝泽(AIMS)从其国际客户中累计吸引超过10亿澳币的投资额投资澳大利亚房地产市场。

近期的一系列收购增加了澳洲宝泽金融集团（AIMS FINANCIAL GROUP）旗下各业务部门间的协力优势，并且增强了宝泽(AIMS)房地产投资、基金管理和资本市场等业务体系间的垂直整合。这些收购行为包括2008年对澳洲三大持牌证券交易所之一亚太证券交易所的收购和2009年对Macarthur Cook基金管理公司的收购。

作为30余项全澳洲金融服务行业大奖的荣者，澳洲宝泽金融集团（AIMS Financial Group）总部位于悉尼，并在澳洲的主要城市、中国、新加坡及香港设有分部，宝泽(AIMS)金融集团在亚太区已经建立起有力的分支网络。

澳洲宝泽金融集团（AIMS FINANCIAL GROUP）凭借其高水平的、融东西方文明为一体的高度专业化的多元文化团队，占据非常有力的地位去构筑连接澳洲和中国投融资的飞桥鸿途，在金融、地产、基金管理、资源、高科技、基建等领域提供优秀、专业的金融服务。

AMP CAPITAL

AMP

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www.ampcapital.com.au

AMP 资本（AMP Capital）是AMP集团全资拥有的专业投资管理公司，截止至2009年9月30日，其管理下资产达969亿澳元。AMP资本（AMP Capital）拥有一支专业团队，运作业务横跨多个领域，包括直接物业投资及上市物业投资、基础设施、证券、固定收入产品和信贷业务。

作为澳大利亚和新西兰最大的机构性房地产基金管理公司，AMP资本（AMP Capital）全球的管理下地产资产达221亿澳元。AMP资本在房地产投资领域有超过45年的专业经验，据全球著名管理咨询公司的华信惠悦（Wstson Wyatt）的排名，AMP资本在全球地产投资管理公司排名中位于前20强。

AMP资本（AMP Capital）在澳大利亚、新西兰、中国、印度、日本、新加坡和英国均有业务运作。它在全球拥有近240名内部投资专业人士和约1000名员工，AMP资本精选的区域合作伙伴网可协助获得具有竞争力的国际投资机会以满足客户多样化的需求。

在2006年，AMP资本（AMP Capital）在新加坡设立了分公司，将此定位为AMP资本在亚洲的区域中心，致力于发展亚洲投资业务。新加坡团队专门从事亚洲范围内的房地产、证券和销售渠道等领域的业务。

AMP集团是澳大利亚最大的零售及企业养老金提供商之一，也是该地区最重要的投资管理公司。截止至2009年6月30日，其管理下资产超1040亿澳元。AMP建立于1849年，企业发展非常成熟，于1998年在澳大利亚和新西兰证券交易所上市。它拥有340多万名客户，在澳大利亚和新西兰有超过3600名员工。AMP是全澳拥有最多注册股东的公司之一，有大约820万股东。澳大利亚每6个成年人中就有1个是AMP的客户。

Important Notice

Information in this brochure (including the pro forma 1H 2010 distribution yield) should be read and understood in context with the Unitholders' Circular dated 6 November 2009 and the pro forma 1H 2010 distribution yield should be read together with the assumptions set out in the Circular. This brochure is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of MI-REIT is not necessarily indicative of the future performance of MI-REIT.

Unitholders are advised to seek independent advice from their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser should they be in any doubt as to the contents of this brochure or the action they should take.

This brochure may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

The value of Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the "SGX-ST"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.



为了保护你在MI-REIT的投资，
请您在以下决议案投赞成票 - VOTE “FOR”



决议案：

独立董事推荐您对信函中的决议投赞成票- VOTE “FOR”：

- (i) 配售给AMP资本新的基金单位总计融资2200万新币- VOTE “FOR”；
 - (ii) 配售给基石投资人新的基金单位总计融资4000万新币- VOTE “FOR”；
 - (iii) 配售给AIMS FINANCIAL GROUP新的基金单位，AIMS FINANCIAL GROUP是MI-REIT的主要支持方之一，也是基石投资者的一部分- VOTE “FOR”；
 - (iv) 以2：1比例配售的新基金单位（通过包销与可弃权方式）总计融资1.551亿新币- VOTE “FOR”；
 - (v) 从AMP Capital资本购买四个位于新加坡的工业地产物业，总价值为6860万新币- VOTE “FOR”。
- 为了保护您在MI-REIT的投资，我们需要您：

- 请投赞成票，对所有决议案请选择 “FOR”（独立董事推荐您对信函中的决议投赞成票）
- 请记住，委托书（proxies）提交不应迟于 2009 年 11 月 21 日下午2时前

Call our hotline +65 6309 1050
Email your questions to us at EGM@
macarthurcook.com.sg
http://www.macarthurcook.com.au



问题及答案:

1) 独立董事对您的推荐是什么？

MI-REIT独立董事推荐您对所有决议投票赞成。

2) 为什么MI-REIT要进行这一系列投融资决议案？

MI-REIT 财务压力巨大，除非我们这次融资成功能取得资金，否则 MI-REIT 前景堪忧。这是因为MI-REIT：

- i. 必须在 2009 年 12 月 31 日前付2.26 亿新元的债务；以及
- ii. 必须在 2009 年 12 月 31 日前付出 9 千万新元收购 1A International Business Park 物业的款项。

MI-REIT 目前没有资金偿还以上债务以及购买以上物业。这一系列的交易能够让MI-REIT偿还到期债务、履行购买合同并继续未来的运营。

3) 为什么应该为所有决议投票赞成- VOTE “FOR” ？

MI-REIT 必须在 2009 年 12 月 31 日前付2.26 亿新元的债务。

MI-REIT 必须在 2009 年 12 月 31 日前付出 9 千万新元收购 1A International Business Park 物业的款项。MI-REIT的管理人已经广泛考量了多种解决方案以解决MI-REIT面临的上述问题。基金管理人认为此一系列投融资决议案是保证MI-REIT的必要再融资和融资事宜能够取得成功的最可行方案。如果全部决议的任何一项未被通过，MI-REIT都可能无法继续运营。

4) 投融资决议案的通过对MI-REIT及单位持有者的主要好处是什么？

去除MI-REIT的资金风险，降低杠杆比率并加强MI-REIT的资产负债表。
MI-REIT得到强有力的支持，包括宝泽金融集团AIMS 及AMP Capital的支持。
增强资本组合的多样性
增加租户力量
提供给MI-REIT的单位持有者具有吸引力的折扣价格认购超额基金单位的机会。
使得MI-REIT能够得到平稳，安全的增长，保护投资者的长期利益。

5) 已有的单位持有人在此交易中享有什么权益？

单位持有人有权以 2009 年 11 月 5 日最后收盘价（每单位 0.41 新币）的61.2% 的折扣率认购新的配售基金单位。在零股整股后,散户单位持有人对于额外的配售股权单位具有优先认购权。

6) MI-REIT预估 1H2010的年分配收益率是多少？

MI-REIT 预估 1H2010²的年分配收益率³为 9.3%，基于0.223 新币的TERP。

7) 评估机构Moody’s对这次投融资决议案的通过有何看法？

- Moody’s在它们 2009 年 11 月 9 日的研究报告中指出：⁴
- i. “这次成功的投融资决议案的通过，将使得MI-REIT资本结

构及偿债能力大大增强，使得我们对MI-REIT的信用评估有看好的趋势。”

- ii. “该投融资决议案的通过，将为MI-REIT解决2.26 亿新元的债务，同时消除Moody’s对MI-REIT流动资金的担忧。”
- iii. “除了以上以外，购得1A IBP 及4 个新物业将为MI-REIT提供很好的现金流和增强收入的多样性。”

8) 宝泽金融集团AIMS Financial Group及AMP Capital起到了怎么样的作用？

当这次投融资决议案通过后，宝泽金融集团AIMS Financial Group及AMP Capital 将成为MI-REIT的联合支持者。除了强大的资本支持以外，宝泽金融集团AIMS Financial Group及AMP Capital将为MI-REIT提供丰富的基金管理 & 资产管理经验，同时为MI-REIT提供大量亚太区的发展机会。想了解宝泽金融集团AIMS Financial Group及AMP Capital更多的情况， 请看后面的详情。

9) MI-REIT丰富经验的新管理团队

由Nicholas McGrath （CEO）带领的MI-REIT丰富经验的新管理团队，在过去11 月中勤奋努力下，解决了绝大多数的MI-REIT问题。这次投融资决议案通过后，新的管理团队将把MI-REIT的安全及稳定成长做为首要任务。

10) MI-REIT新的董事局结构如何？

这次投融资决议案通过后，新的董事局结构将如下：
宝泽金融集团AIMS Financial Group将委任两位董事
AMP Capital将委任两位董事
一位执行董事
三位独立董事

11) 我可以从哪里获得更多信息？

您可拨打我们的热线电话 +65 6309 1050
您可将您的问题通过电邮 EGM@macarthurcook.com.sg 发送给我们
您可阅读 2009 年 11 月 6 日发布的信函 (Circular)

12) 如何投票？

- 您可以通过以下方式投票：
- 填写已被附上的委托书（proxies），填上所有的- VOTE “FOR”，然后马上寄出。请记住，我们必须在 2009 年 11 月 21 日下午2时前收到您填上所有的 - VOTE “FOR” 的委托书。
- 为了确保您的投票有效，请将委托书放入被附上的已支付信封中，邮寄回单位登记办公室，邮寄地址为：
- o Boardroom Corporate & Advisory Services Pte. Ltd.,
3 Church Street #08-01, Samsung Hub,
Singapore 049483
 - 或者
 - o 参加 2009 年 11 月 23 日下午两点召开的股东特别大会（EGM）。会议召开地址如下： Vanda Ballroom, Level 5, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594.

STRONG MANAGEMENT AND BOARD
KEY MEMBERS OF CURRENT BOARD



王人庆 董事会主席

王人庆于1991年创建宝泽（AIMS Financial Group）金融集团，是澳洲最早开始创办非银行信贷机构的元老级人物之一，一路带领宝泽（AIMS）发展成集房屋贷款，个人及商业贷款，房屋贷款证券化，房地产信托基金管理，风险投资和投资银行在内的金融机构。宝泽（AIMS）已荣获了澳大利亚金融界授予的30多项殊荣。其所领导的管理团队汇聚全球顶级的金融精英。王人庆先生运用国际化团队带来的国际化视野和超前的行业发展战略，国际先进的金融理念和创新工具开展各项业务，在产品 设计、经营理念、竞争策略、风险控制和回馈社会方面做出了积极且富有成效的尝试，在澳洲非银行金融机构中探索出一条极具价值的扩张模式。

宝泽（AIMS）持有澳大利亚证券化及信贷金融牌照.同时宝泽（AIMS）拥有房地产信托和贷款基金的澳大利亚金融牌照。截至到2007年的8年中，AIMS集团在资本市场筹集到将近30亿澳元。AIMS的证券大多数被信用评估机构标准普尔（Standard & Poor’s）和菲奇（Fitch Ratings）评为AAA级。

王人庆先生在通过发展证券化技术、房地产信托基金管理、结构性金融和创新性金融产品建下稳固的基础。他在澳大利亚和中国之间开发了广泛的商业网络。

王人庆深谙创新金融规则，对国际资本市场及资金批发运作管理具备深刻的认识及广泛的澳中政府及金融业界网络，并具备丰富的澳中两国金融实战经验。现担任中国贸促会对外贸易理事会副理事长，澳中金融和投资理事会理事长。

极具传奇色彩的成功经历、对澳洲社会的回报尤其澳洲华人社区继续不断的关心和财力支持彰显了王人庆及其旗下的澳洲宝泽金融集团强烈的社会责任感。王人庆先生成功的人生经历先后入选由中国国务院发展研究中心组织编写的大型人物传记史书《华裔轶略—记全球百位杰出华商领袖》、《华人金融家—全球80位华人金融领袖访谈录》、《了不起的力量—全球80位杰出华商的财智人生与赤子情怀》。

Gregory Bundy, Vice Chairman

Greg Bundy has two decades of experience in investment banking, stockbroking and funds management. Until recently, he was Vice Chairman of Merrill Lynch Asia Pacific with responsibility for all capital market accounts from Korea, Hong Kong, Singapore and China, to Australia. Joining Merrill Lynch in 1984 after graduating from Yale University, Greg’s roles have included head of US equity trading, Managing Director of International Equities and Chief Operating Officer of Merrill Lynch Investment Managers. As well as a wealth of experience in all aspects of the Australian and US capital marketplaces, Greg brings experience in Asia.

Lim How Teck, Independent Non-Executive Director and Chairman of the Audit Committee

Mr. Lim How Teck is currently the Executive Chairman of Redwood International Pte Ltd, an investment consultancy, the Chairman of Certis Cisco Security Pte Ltd, and the Deputy Chairman of Tuas Power Ltd. In 2005, Mr. Lim retired from Neptune Orient Lines Ltd (“NOL”), where he worked since 1979 and held the positions of Executive Director, Group Deputy Chief Executive Officer, Group Chief Operating Officer and Group Chief Financial Officer. He also held directorships in various subsidiaries, associated companies and investment interests in NOL. Prior to joining NOL, he worked in Coopers & Lybrand and Plessey Singapore. In addition, Mr. Lim is a director of a number of listed and unlisted companies and statutory boards such as Jurong Port Pte. Ltd., CISCO Security Pte. Ltd., ARA Asset Management Limited, M&C REIT Management (manager of CDL Hospitality REIT), etc. In 1999, Mr. Lim was awarded the Public Service Medal (PBM) by the Singapore Government.

Tan Kai Seng, Independent Non-Executive Director

Mr. Tan was Finance Director of Parkway Holdings Limited from 1988 to 2005 and was its Group Financial Controller from 1980 to 1988. Parkway Holdings Limited is a leading fully integrated healthcare organisation in Asia, with one of the largest network of hospitals and healthcare services in the region. Prior to joining Parkway Holdings in 1980, Mr. Tan worked in the audit team with Price Waterhouse, Singapore for approximately five years and a further two years on an International Exchange Programme with Price Waterhouse, San Francisco. Mr. Tan is also an Independent Non-Executive Director and Audit Committee member of IGB Corporation Berhad, a significant property investment and development company listed on Bursa Malaysia, Kuala Lumpur, Malaysia.

Note: Following completion of the Transactions, the Board will comprise 8 directors, with 2 directors nominated by AMP Capital and 1 more independent director.

STRONG MANAGEMENT AND BOARD
KEY MEMBERS OF CURRENT MANAGEMENT



Nicholas McGrath, CEO MI-REIT

Nick heads MacarthurCook’s Real Estate Team in Asia and is Chief Executive Officer of SGX listed MacarthurCook Industrial REIT. Prior to joining MacarthurCook, Nick had more than nine years of experience in corporate finance and property funds management in Australia and Singapore with Allico Finance Group and two years of legal experience with Blake Dawson Waldron. Nick led the IPO of Allico REIT in March 2006 and from January 2007 until the sale to Frasers Centrepoint Limited in August 2008, Nick was Chief Executive Officer of Allico Commercial REIT and Managing Director of Allico (Singapore) Limited. Nick holds a Bachelors degree in Business and a Bachelor of Laws (Hons) degree from the University of Technology in Sydney and has completed a graduate diploma of Applied Finance and Investment from the Securities Institute of Australia.



Tang Buck Kiau, Senior Finance Manager

Ms Tang has extensive experience in finance, accounting and treasury within the real estate industry. Before joining MacarthurCook, Ms Tang worked at Far East Organization for 12 years in the finance, accounting and treasury departments, eventually becoming the Senior Finance Manager in the corporate finance department. Her key responsibilities included financial reporting, treasury and structuring, sourcing and management of project financing. Prior to joining Far East Management in 1994, she held the position of audit manager at Coopers & Lybrand, Singapore from 1987. Ms Tang is a Certified Public Accountant of Singapore and a fellow of the Chartered Association of Certified Public Accountants.



Koh Wee Lih, Senior Investment Manager

Prior to joining MacarthurCook, Mr. Koh worked at AIG Global Real Estate Investment (Asia) L.L.C. and CapitaLand. Mr. Koh started his career as a financial analyst at Deutsche Bank’s structured finance team where he advised clients on asset securitization transactions. Mr. Koh has an Master of Business Administration, a Master of Science in Industrial and Operations Engineering, and a Bachelor of Science in Aerospace Engineering from the University of Michigan, Ann Arbor.



Joanne Loh, Asset Manager

Prior to joining MacarthurCook, Ms Loh was a Property Manager at Colliers International Consultancy & Valuation in 2007. From 2005 to 2007, she was involved in property management at Capital International Asset Management Pte Ltd as Condominium Manager and Fire Safety Manager for industrial buildings. From 2003-2005, she held property executive roles for at Keppel Land Pte Ltd and Far East Organisation. She has Bachelors of Science in Building from the National University of Singapore and a Certificate of Real Estate Finance by the Asian Public Real Estate Association.



Sue-Lyn Yeoh, Investor Relations Manager

Ms Yeoh began her career in the US mutual funds industry in where she worked for four years at PNC Bank’s Financial Services Division in Boston as Senior Fund Accountant and Financial Reporting Analyst from 1997 to 2000. She was also involved in organising the 2005 Fortune Global Forum in Beijing. She has also taught statistics in a private college in China. From 2005-2007, she worked at Citigate Dewe Rogerson in Singapore as Senior Consultant in the Finance Practice Group. She has a Masters of Business Administration from the Carroll School of Graduate Management at Boston College and a Bachelors degree in Economics from Brandeis University in Boston, USA.

1 In the allotment of any Excess Rights Units, preference will be given to Unitholders for the rounding of odd lots, and AMPQIL, the Cornerstone Investors, Substantial Unitholders and Directors will rank last in priority.
2 Means the six-month period ended 30 September 2009.
3 The distribution yield is annualised on the assumption that the distributable income for the next six-month period ending 31 March 2010 will be the same as the distributable income for 1H 2010. There is no guarantee that the distribution income for the six-month period ending 31 March 2010 will be the same as that for 1H 2010.
4 Source: Moody’s Investors Service press release dated 9 November 2009. Moody’s Investors Service (“Moody’s”) has not provided its consent to the inclusion in this advertisement of the information extracted from the relevant report published by it and therefore is not liable for such information. While the Manager has taken reasonable actions to ensure that the information from the relevant report published by Moody’s is reproduced in its proper form and context, and that the information is extracted accurately and fairly from such report, the Manager or any other party have not conducted an independent review of the information contained in such report nor verified the accuracy of the contents of the relevant information.