



## GOLDEN AGE GLEN PROPERTY FUND

### INFORMATION MEMORANDUM

**Trustee:**

Vasco Investment Managers Limited

ABN 71 138 715 009 AFSL 344486

**Investment Manager:**

Golden Age Capital Pty Ltd

ACN 607 858 131



## INFORMATION MEMORANDUM

The information contained in this Memorandum is selective and is for illustrative purposes only and is provided only for gaining a general understanding of the proposed offer to invest in the Fund. The Trustee disclaims, to the extent permitted by law, all liability in reliance on this Memorandum.

Distribution of the Memorandum to any person other than the person receiving this copy from the Trustee is unauthorised. Any photocopying, disclosure or alteration of the contents of the Memorandum, and any forwarding of this copy of the Memorandum or any portion thereof by electronic mail or any other means to any person other than the person receiving this copy from the foregoing persons is prohibited.

By receiving and viewing this Memorandum, the recipient is warranting that they are legally entitled to do so, this Memorandum does not constitute an offer of units in the Fund and it is being provided solely for the purpose of inviting expressions of interest from prospective investors in the Fund. Further, the person receiving this copy from the Trustee warrants that if they reside in Australia, they are a wholesale client as defined in section 761G of the Corporations Act or if they reside in Singapore, they are a relevant person as defined in the s275(2) of the Securities and Futures Act.

The primary language of this document is English. This document may be translated into different languages. Any translations provided are for reference purposes only. If there is any inconsistency or conflict between the English version of this Information Memorandum and versions of this Information Memorandum in any other language, the English version prevails.

All references to \$ amounts are references to Australian Dollars unless specified otherwise.

Vasco Investment Managers Limited, the Trustee, and Golden Age Capital Pty Ltd, the Investment Manager, are unrelated companies.

**The information in this Memorandum can change, and may be updated or replaced from time to time. Unless the changed information is materially adverse, the Trustee may not always update or replace this Memorandum to reflect the changed information. Updated information can be obtained by contacting the Trustee or your adviser. You should check if there is any updated information before you invest.**

## IMPORTANT NOTICE

This Memorandum is provided by the trustee of the Fund, Vasco Investment Managers Limited ABN 71 138 715 009 AFSL 344486 (Trustee and Custodian) in strict confidence, solely to provide certain information about the Fund to a limited number of prospective Investors. The Trustee has appointed Golden Age Capital Pty Ltd ACN 607 858 131 (Investment Manager or Golden Age Capital) as the manager of the Fund. By accepting this Memorandum, the recipient agrees to be bound by the following terms and conditions.

### CONFIDENTIALITY

Neither this Memorandum nor any other information provided by the Trustee may be disclosed to any other party, except for the purpose of obtaining independent advice in connection with the consideration of an investment in the Fund, or used for any purpose other than the consideration of an investment in the Fund, unless the express prior written consent of the Trustee is obtained. Any reproduction of all or part of this Memorandum is strictly prohibited without the written consent of the Trustee. In the event that the recipient does not participate in the Fund, this Memorandum, along with all related materials, must be returned to the Trustee immediately upon demand.

### RESTRICTIONS ON DISTRIBUTION

This Memorandum does not constitute, and may not be used for, the purposes of an offer of units or an invitation to apply to participate in the Fund by any person in any jurisdiction in which such offer or invitation is not authorised or in which the person endeavouring to make such offer or invitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or invitation.

No action has been taken to register or qualify interests in the Fund, the invitation to participate in the Fund, or to otherwise permit any public offering of Fund interests in any jurisdiction other than Australia and Singapore.

It is the responsibility of prospective investors to satisfy themselves as to full compliance with the relevant laws and regulations of any territory in connection with any application to participate in the Fund, including obtaining any requisite governmental or other consent and adhering to any other formality prescribed in such territory.

By receiving and viewing this Memorandum, the recipient is warranting that they are legally entitled to do so and the securities laws of their relevant jurisdiction do not prohibit them from acquiring interests in the Fund. Further, the person receiving and viewing this Memorandum from the Trustee warrants that, if they reside in Australia, they are a wholesale client as defined in section 761G of the Corporations Act or, if they reside in Singapore, they are an accredited investor or certain other person prescribed under s305 of the Securities and Futures Act.

### INVESTORS FROM AUSTRALIA

With respect to Australian jurisdiction, this Memorandum has been prepared on the basis that prospective Investors are wholesale clients or sophisticated investors, not retail clients (all within the meaning of the Corporations Act).

Accordingly, this Memorandum is not a product disclosure statement and does not contain all of the information that would be included in a product disclosure statement issued under the Corporations Act.

## INVESTORS FROM SINGAPORE

With respect to Singaporean jurisdiction, this Memorandum has been prepared on the basis that prospective Investors are accredited investors or certain other persons prescribed under s305 of the Securities and Futures Act.

Accordingly, this scheme is not authorised or recognised by the Monetary Authority of Singapore and Units in this scheme are not allowed to be offered to the retail public.

Further, this Information Memorandum is not a prospectus as defined in the Securities and Futures Act and, accordingly, statutory liability under the Securities and Futures Act in relation to the content of prospectuses does not apply, and the offeree should consider carefully whether the investment is suitable for them.

The Trustee, Investment Manager and Fund are all regulated by the Australian Securities and Investments Commission (ASIC) under the Corporations Act 2001(Cth). ASIC is located at 120 Collins Street, Melbourne VIC 3000, Australia and can be contacted on 1300 300 630.

## SUMMARY OF KEY DOCUMENTS ONLY

This Memorandum contains a summary of the terms of the Fund and certain other documents. However, prospective Investors should refer to the complete legal documentation for the Fund (available by application to the Trustee). Investments in the Fund are governed by the Trust Deed for the Fund and associated documents and nothing in this Memorandum limits or qualifies the powers and discretions conferred upon the Trustee and the Investment Manager under those documents. This Memorandum should be read in conjunction with the Trust Deed and associated documents for the Fund. In the event of any inconsistency between the Trust Deed and associated documents and this Memorandum, then the Trust Deed and associated documents will prevail to the extent of the inconsistency.

## INVESTORS TO UNDERTAKE OWN DUE DILIGENCE

Information contained in this Memorandum has been provided to prospective applicants to assist them to make an assessment of whether or not to invest in the Fund. In relation to the information contained in this Memorandum, the Trustee and Investment Manager or their related parties, officers, employees, consultants, advisers or agents do not warrant or represent that:

- all information which is relevant to the making of an investment in the Fund has been provided in this Memorandum;
- material information which is relevant to the making of an investment in the Fund has been provided in this Memorandum; and
- all information provided under this Memorandum is accurate or correct or does not contain misleading or deceptive statements.

Whilst the Investment Manager has undertaken due diligence in relation to the Fund and the information which has been presented in this Memorandum, it is possible that due to factors such as the passage of time or the uncertainty in forecast details that the information contained in this Memorandum may be inaccurate at the date of release of the Memorandum or at a later time.

**Prospective investors are strongly encouraged to undertake their own due diligence in relation to the Fund before making an investment. In addition, prospective investors should read this Memorandum in its entirety and seek independent professional advice as to the financial, taxation and other implications of investing in the Fund and the information contained in this Memorandum.**

**To the maximum extent permitted under the law, the Trustee and the Investment Manager disclaim any liability arising from any information provided in the Memorandum.**

By making an investment in the Fund, an investor warrants and represents to the Trustee and Investment Manager that they have undertaken their own due diligence in relation to investment in the Fund, including without limitation, in relation to the structure of the Fund, the Project Borrowers and the likelihood of returns from the Fund.

### **TRUSTEE MAY REJECT AND NO COOLING OFF PERIOD**

The Trustee reserves the right to evaluate any applications and to reject any or all applications submitted, without giving reasons for rejection. The Trustee and Investment Manager are not liable to compensate the recipient of this Memorandum for any costs or expenses incurred in reviewing, investigating or analysing any information in relation to the Fund, in submitting an application or otherwise.

No cooling off period applies to the issue of interests in the Fund.

### **NO TAX OR INVESTMENT ADVICE PROVIDED**

Prospective Investors should not construe the contents of this Memorandum as tax or investment advice.

This Memorandum does not purport to be complete, accurate or contain all information which its recipients may require to make an informed assessment of whether to invest in the Fund.

Any advice given by the Trustee in connection with the Fund or in this Memorandum is general advice only. This Memorandum does not take into account the objectives, circumstances (including financial situation) or needs of any particular person. Before acting on the information contained in this Memorandum, or making a decision to invest in the Fund, prospective Investors should make their own enquiries and seek professional advice as to whether investment in the Fund is appropriate in light of their own circumstances.

To the maximum extent permitted by law, the Trustee and Investment Manager and their directors, officers, employees, advisers or consultants and their associated companies, businesses, partners, directors, officers or employees do not accept any liability or responsibility for any loss or damage (however caused including without limitation for negligence) arising from reliance placed on the information contained in this Memorandum.

### **NO REPRESENTATION OTHER THAN THIS MEMORANDUM**

Except where expressly disclosed, the information contained in the Memorandum has not been independently verified or audited. To the maximum extent permitted by law, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Trustee or Investment Manager and/or their advisers as to the accuracy or completeness of any part of this Memorandum, nor will they have any responsibility to update or supplement this Memorandum.

No person is authorised to give any information or to make any representation in connection with the offer of units in the Fund described in this Memorandum, which is not in this Memorandum. This Memorandum supersedes any prior Memorandum or marketing materials given prior to the issue of the Memorandum to the extent of any inconsistency. Any information or representation in relation to the offer of units in the Fund described in this Memorandum not contained in this Memorandum may not be relied upon as having been authorised by the Trustee and/or their advisers.

## **NO GUARANTEE OF PERFORMANCE OR REPRESENTATIONS MADE BY TRUSTEE OR INVESTMENT MANAGER**

None of the Trustee, the Investment Manager nor any other person or entity guarantees any income or capital return from the Fund.

There can be no assurance that the Fund will achieve results that are comparable to the track record of the Trustee or Investment Manager and/or their advisers or that the Fund's investment objectives will be achieved.

Certain of the information contained in this Memorandum has been obtained from published sources prepared by other parties. None of the Trustee, the Investment Manager nor any other person assumes any responsibility for the accuracy or completeness of such information. Except as specifically provided in the Memorandum and associated documents, no representation made or information given in connection with or relevant to an investment in the Fund may be relied upon as having been made or given with the authority of the Trustee and no responsibility is accepted by the Trustee and/or their advisers or any other person in respect thereof.

All statements of opinion and/or belief contained in the Memorandum and all views expressed and all projections, forecasts or statements relating to expectations regarding future events or the possible future performance of the Fund represent the Trustee's own assessment and interpretation of information available to it as at the date of this Memorandum and are provided for illustrative purposes only. No representation is made or assurance given that such statements, views, projections or forecasts are correct or that the objectives of the Fund will be achieved. Prospective investors must determine for themselves what reliance (if any) they should place on such statements, views, projections or forecasts and no responsibility is accepted by the Trustee and/or their advisers in respect thereof. Prospective Investors are strongly advised to conduct their own due diligence including, without limitation, the potential financial, legal and tax consequences to them of investing in the Fund.

Certain information contained in this Memorandum constitutes "forward-looking statements" that can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "estimate," "intend," "continue," or "believe" or the negatives thereof or other variations thereon or comparable terminology. Furthermore, any projections or other estimates in this Memorandum, including estimates of returns or performance, are "forward-looking statements" and are based upon certain assumptions that may change. Due to various risks and uncertainties, including those set forth under "Risk Factors," actual events or results or the actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking statements. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of the Trustee and/or their advisers.

The attention of prospective investors is specifically drawn to the risk factors associated with investing in the Fund set out in Section 6.

## **FORWARD LOOKING STATEMENTS**

The forward looking statements included in this Memorandum involve subjective judgment and analysis and are subject to uncertainties, risks and contingencies, many of which are outside the control of, and are unknown to, the Trustee and/or the Investment Manager. Actual future events may vary materially from the forward looking statements and the assumptions on which those statements are based. Given these uncertainties, prospective applicants are cautioned to not place undue reliance on such forward looking statements.

Any estimate, forecast, projection, feasibility, cash flow or words of a similar nature or meaning in this Memorandum are forward looking statements and subject to this disclaimer.

**DATE**

This Memorandum is dated 15 June 2017. Neither the delivery of this Memorandum at any time nor any sale hereunder shall under any circumstances create an implication that the information contained herein is correct as of any time after that date. The Trustee reserves the right to modify any of the terms of issue of units in the Fund described herein. The Trustee and Investment Manager disclaim any liability which may arise from changes to this Memorandum.

**Any questions regarding this Memorandum should be directed to the Investment Manager on +613 9671 3928 or the Trustee at Level 5, 488 Bourke Street, Melbourne, Victoria, 3000, Australia or +613 8352 7120.**

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## LETTER FROM THE INVESTMENT MANAGER

Dear Investor,

Golden Age Capital Pty Ltd (Golden Age Capital), as Investment Manager, is delighted to present you an opportunity to invest in the Golden Age Glen Property Fund (Fund).

The Fund provides an opportunity to indirectly invest in two mixed use development projects, one at 85 Spring Street, Melbourne and the other in the prestigious suburb of Glen Waverly, Melbourne, Australia. This Fund gives investors the opportunity to participate within the delivery of two exciting Golden Age projects and benefit from the proven capability of Golden Age in delivering successful, signature developments within Melbourne and Sydney, Australia.

The Golden Age Group is a privately owned group of companies based in Melbourne with multiple lines of business, including property development. The Group is committed to designing and developing high-end, premium quality developments that strive to create beauty with functionality, unity with the surrounding built form along with contemporary elegance.

The directors of Golden Age Capital believe that the Fund on offer provides an attractive opportunity to indirectly invest in two premium development opportunities offering a defined targeted annual income return.

The independent Trustee of the Fund is Vasco Investment Managers Limited (Vasco). Vasco is part of an investment management group that provides responsible entity, trustee, fund administration and distribution services to Australian and international investment managers.

The Vasco team has significant experience in the Asia Pacific region in the management of equity funds, fixed income funds, REITs, private equity real estate funds, real estate securities funds, and mortgage and real estate debt funds.

Some of the funds Vasco's executives have developed include the \$1 billion Australian Unity Healthcare Property Trust and the \$1 billion AIMS AMP Capital Industrial REIT listed on the Singapore Stock Exchange.

I recommend you read the entire Information Memorandum (especially Section 6 entitled "Risk Factors") before making a decision to invest and consider consulting a suitably qualified professional adviser to ensure that an investment in the Fund suits your individual requirements.

We invite you to participate in this exciting investment opportunity. Thank you



Jeff Xu

Founder and Managing Director  
Golden Age

## KEY TERMS

The following information is only a summary of certain key terms of the Fund and is qualified in its entirety by reference to the more detailed Section 5 (Summary of Major Terms) and to the Fund Agreements.

<b>FUND NAME</b>	Golden Age Glen Property Fund
<b>TRUSTEE AND CUSTODIAN</b>	Vasco Investment Managers Limited
<b>INVESTMENT MANAGER</b>	Golden Age Capital Pty Ltd a corporate authorised representative of D H Flinders Pty Ltd AFSL No. 353001
<b>PROJECT BORROWERS</b>	Golden Age Longship Investment Pty Ltd (ACN 617 856 158) (85 Spring Street Project Borrower)  Golden Age Glen Pty Ltd (ACN 618 285 895) (Glen Waverly Project Borrower)
<b>ADMINISTRATION MANAGER</b>	Vasco Funds Management Pty Ltd
<b>FUND STRUCTURE</b>	The Fund is an unregistered unit trust established by the Trustee pursuant to the Trust Deed and is governed by Australian law.
<b>UNIT CLASSES</b>	The Fund provides Investors the opportunity to invest in multiple unit classes. Each unit class has a Term Sheet which specifies the terms, including the Target Return, on which Investors in that class invest in the Fund.
<b>TARGET RETURN</b>	The target annual return for each Unit Class will be specified in the Term Sheet for each Unit Class.
<b>OBJECTIVE</b>	To produce target income returns for Investors by making loans to the Project Borrowers to be used to finance the 85 Spring Street Project and Glen Waverly Project.
<b>TARGET FUND SIZE</b>	The Trustee is seeking to raise up to \$50 million. However, there is no minimum or maximum subscription amount.
<b>INTEREST INCOME DISTRIBUTIONS</b>	Distribution of interest income to investors is expected on repayment of the Loans made to the Project Borrowers.  The Investment Manager expects the Loans to be repaid in 18 months once 85 Spring Street Project and Glen Waverly project are refinanced by construction loans. Any delays in completion of these projects will mean a possible delay in the payment of distributions to investors beyond this time.
<b>SECURITY</b>	The Fund will take security in the form of a mortgage over 85 Spring Street, Melbourne and will have general security interest in the shares of the entity which is the land owner of Glen Waverly Project, being the Glen Waverly Project Borrower.

<b>GEARING</b>	The Fund will not have any borrowings. However, it is expected that the Project Borrowers will seek to obtain debt funding and provide security interests (ranking ahead of the Fund) to assist the financing of the Projects.
<b>SUBORDINATION AND PRIORITY</b>	Where debt funding is obtained by the Project Borrowers, rights of the Fund will be subordinated to those of the lenders but will rank ahead of fees payable to the Project Borrowers.
<b>MINIMUM INVESTMENT</b>	The minimum aggregate investment required to be made by an Investor will be A\$500,000 or US\$400,000 although investments of lesser amounts may be accepted at the sole discretion of the Trustee.
<b>FUND CURRENCY</b>	<p>Australian Dollars (AUD) and US Dollars (USD)</p> <p>Where the Fund accepts Application monies in USD from Investors it will make USD denominated investments, meaning the interest and capital payments of these investments will be in USD.</p> <p>Where the Fund accepts Application monies in AUD from Investors it will make AUD denominated investments, meaning the interest and capital payments of these investments will be in AUD.</p> <p>Investors will receive distributions and redemptions in the currency in which they invested, either AUD or USD.</p> <p>The financial records of the Fund will be maintained in Australian dollars.</p>
<b>TERM</b>	<p>It is anticipated that the Fund's term will be from the Final Close until 19 March 2019. The Fund may terminate earlier in the event of an earlier refinance in the Projects. The Trustee has the discretion to extend the term of the Fund by up to 12 months should either Project not be refinanced.</p> <p>Investors will be given the opportunity to redeem their Investment by lodging a withdrawal request within 18 months of making their investment. Withdrawal requests will be processed on a best endeavours basis and subject to the availability of liquid assets in the Fund.</p>
<b>FINAL CLOSE</b>	Final Close is expected to occur on 31 July 2017, subject to change by the Trustee in its sole discretion.
<b>PERFORMANCE FEE</b>	The Trustee will pay Golden Age Capital, acting as Investment Manager of the Fund, a Performance Fee equivalent to all surplus funds generated by the Fund after all fees, expenses, returns of capital and distributions are paid.

<b>APPLICATION FEE</b>	<p>The Trustee will pay Golden Age Capital, acting as Investment Manager of the Fund, an Application Fee of 4.5% of the value of the application monies raised. This is a one-off fee paid by the Fund to the Investment Manager when units are issued.</p> <p>The Application Fee will be used by the Investment Manager to satisfy expenses incurred in marketing the Fund to investors and securing their investment.</p> <p>The Application Fee does not affect the principal amount on which the investor's expected income distribution is calculated.</p>
<b>TRUSTEE FEE</b>	<p>The Trustee (Vasco) is entitled to 0.10% (plus GST) per annum of the gross asset value of the Fund, paid monthly in arrears (subject to a minimum annual fee of \$25,000 (plus GST) out of the assets of the Fund.</p> <p>The Trustee is also entitled to receive an establishment fee of up to \$15,000 (plus GST).</p>
<b>ADMINISTRATION FEE</b>	<p>The Trustee is entitled to receive an administration fee of up to \$65,000 (plus GST) per annum for undertaking the administration of the Fund, including processing of applications, Fund registry, Fund accounting and attending to the lodgement of regulatory returns. This fee is subject to an annual increase of 3% per annum commencing on 1 January 2018. This fee will be paid to the Administration Manager, who the Trustee has appointed to administer the Fund on its behalf.</p>
<b>KEY RISKS</b>	<p>Investments in the Fund are subject to varying degrees of risks. Some of the key risks of investing are highlighted below:</p> <ul style="list-style-type: none"> <li>• investment risk - distributions may or may not be paid and capital may or may not be returned;</li> <li>• default and credit risk - the ability of the Fund to recover any of its loans may be impacted by and subject to the rights of a senior secured lender; and</li> <li>• construction and development risk - construction costs may exceed budgeted costs and a change in market conditions could result in the projects' values on completion being worth less than anticipated.</li> </ul> <p>Please see Section 6 for a further description of risks.</p>
<b>PREFERENTIAL FUND INVESTOR STATUS</b>	<p>The Investment Manager may provide investors in the Fund with preferential access to future investment opportunities facilitated by the Golden Age Group. This means investors may be given an opportunity to invest ahead of other investors who are not considered a Preferential Fund Investor.</p> <p>Note: A preferential right of participation in future funds managed is not guaranteed and will depend on the individual circumstances of each project.</p>

# 1. EXECUTIVE SUMMARY

## OVERVIEW

The Trustee has appointed Golden Age Capital as the Investment Manager for the purposes of marketing the Fund to Investors and managing the investments of the Fund with a view to achieving the expected returns for Investors.

As part of the Golden Age Group, the Investment Manager brings extensive expertise to the management of the Fund and the development of a wide range of residential and commercial investment opportunities.

A significant benefit of investing in the Fund is access to an investment and management team that:

- has an extensive knowledge of real estate projects and the ability to critically assess and secure the best of these opportunities through creative and flexible deal structures; and
- consists of experienced professionals with a track record of delivering strong returns.

The Fund offers Investors access to an (indirect) property development investment opportunity that may not otherwise be publicly available.

None of the Trustee, the Investment Manager nor any other person or entity guarantees any income or capital return from the Fund.

## INVESTMENT OBJECTIVE AND STRATEGY

The objective of the Fund is to provide investors with a fixed income return through investing within the 85 Spring Street Project and the Glen Waverly Project. The investment will take the form of loans made from the Fund to the Project Borrowers for the purpose of delivering the Projects.

The Fund will only invest in debt instruments within the Projects, the return of capital is linked with the refinance of each of the Projects via construction funding. In managing the Fund, Golden Age Capital will adhere to established lending and investment principles.

## 2. THE PROJECT

### 85 SPRING STREET PROJECT

#### OVERVIEW

The project site address is 85 Spring Street, Melbourne, Australia. The site is currently occupied by a 16-storey office tower with 29 car parks, four lifts and retail space fronting Little Collins Street.

The 85 Spring Street Project will see the development of a mix of luxury residential and hotel tower in the heart of Melbourne's exclusive east end. This cutting edge project is significant as one of the last remaining high-density towers positioned to take advantage of Melbourne's enormous growth forecast.

#### LOCATION

Commanding a bird's eye view across the evergreen Treasury and Fitzroy Gardens, the Old Treasury building, the Victoria State Parliament and beyond to the city's earliest suburb East Melbourne, the 85 Spring Street perspective cannot be built out. The view will endure to be savoured for generations to come.

Literally underpinned by the Parliament railway station, one of five stops on the city's underground network, options abound for this enviable location.

As Melbourne continues to evolve, with new frontiers opening up in what is called the city's Paris End, tightly held addresses such as 85 Spring Street are uniquely placed and in limited supply. The property is located in a highly desirable address for local and international investors and office tenants. It is well located near prime office towers such as 55 Collins Street, known as Collins Place, 101 Collins Street, 120 Collins Street and 171 Collins Street.

Strategically positioned near the corner of Spring Street and Little Collins Street, 85 Spring Street has three prime street frontages.

The Spring Street location, the easternmost street in Melbourne's Hoddle Grid layout, places it in the middle of government, medical, religious, cultural and educational institutions as well as Melbourne's luxury retail and dining precincts.

Its location provides it with easy access to public transport and to major arterial roads, extending to the suburbs and beyond to Victoria's golden beaches, winegrowing regions and natural attractions.

#### CONCEPT DESCRIPTION

It is proposed to develop 38 levels comprising approximately 160 high quality residential apartments with a mix of 15 1bedroom, 65 2 bedroom and 80 3 bedroom apartments together with a 260 room Hotel. The total provision of residential parking is 209 spaces.

The building will have an elegant concrete and glass façade taking advantage of the premium views over the Treasury and Fitzroy Gardens. Facilities will include an indoor swimming pool, day spa, Gymnasium and Resident's Private Lounge area.

The project plan is designed by Architects Bates Smart, led by multi-award winning Architect and Urban Designer, Kristen Whittle. One of the best-known Australian Architecture firms, Bates Smart has an unparalleled reputation for the design and deliver of architecture, interior design and urban design projects specialising in commercial and residential projects.

## PLANNING APPROVAL PROCESS

The 85 Spring Street Project has received Planning Permit approval from City of Melbourne allowing for a 39 level tower.

Golden Age Group is currently reviewing the residential plans and looking to improve the product through a secondary consent process with the local planning authority.

## PROPOSED DEVELOPMENT TIMING

The stages involved in the project and the current forecast timing are as follow:

Stage 1 – Amended Town Planning permit – May to September 2017

Stage 2 – Sales period – June 2017 to February 2018

Stage 3 – Construction Early works – February to September 2018

Stage 4 – Construction Main works – October 2018 to August 2020

AMENDED PLANNING PERMIT	MARKETING & SALES	CONSTRUCTION EARLY WORKS	CONSTRUCTION PERIOD	SETTLEMENT
5 months	9 months	8 months	22 months	1 month
MAY - SEP 2017	JUN 2017 - FEB 2018	FEB - SEPT 2018	OCT 2018 - AUG 2020	SEP 2020

## PROJECT REVENUE

Based upon current market rates the total gross revenue from the 85 Spring Street Project is expected to be in the order of A\$442,082,000.

## MARKETING STRATEGY

It is intended to utilise an approach to marketing and sales that is consistent with the Golden Age model. This entails a combination of methodologies incorporating the internal Golden Age sales teams based in Australia and China along with procuring the assistance of independent agents for sales both within Australia and in offshore jurisdictions.

The 85 Spring Street Project will likely utilise traditional retail methods such as an on-site sales office featuring a full display suite. The sales office and display suite will be supported with collateral marketing including website, brochures and site signage as well as advertising in both print media and digital media. All forms of media will support the strategy both locally within Australia and regions outside Australia.

## SALES PROGRAM

Sales for apartments in the 85 Spring Street Project will commence in June 2017.

The quality of the apartments and strong brand of Golden Age will provide the project with a competitive advantage. It is expected that the majority, if not all, of the apartments will be sold prior to the commencement of construction. The strategy to be employed will seek to maximise price tension whilst ensuring that stock is sold in a timely manner.

## PROJECT COSTS

The following table sets out the project costs based on the Project Borrower's best estimates.

<b>SELLING AND MARKETING COSTS</b>	\$ 8,543,750
<b>LAND AND ACQUISITION COSTS</b>	\$ 89,155,840
<b>CONSTRUCTION COSTS</b>	\$ 186,900,000
<b>PROFESSIONAL FEES</b>	\$ 11,449,875
<b>STATUTORY FEES</b>	\$ 7,373,040
<b>FINANCE COSTS</b>	\$ 20,643,550
<b>HOTEL COSTS</b>	\$ 9,400,000
<b>HOLDING COST</b>	\$ 2,421,896
<b>OTHER COSTS</b>	\$ 244,500
<b>TOTAL COSTS AFTER GST</b>	<b>\$ 335,111,951</b>

## PROJECT DEVELOPER

Golden Age Group is a privately owned property development company based in Melbourne. The Investment Manager and 85 Spring Street Project Borrower are part of the Golden Age Group. The 85 Spring Street Project Borrower is the land owner of the project site. The development of the 85 Spring Street Project will be undertaken by the 85 Spring Street Project Borrower or another entity within the Golden Age Group.

The Group is committed to designing and developing signature, high-end quality developments with a focus on both commercial and residential projects.

The uncompromising development approach of Golden Age Property has resulted in nationally acclaimed projects that are innovative, and demonstrate a careful emphasis on design and amenity.

Details of Golden Age projects are set out later in this Information Memorandum.

The Golden Age Group has extensive experience in development within the hospitality, commercial and residential industries. The Group works together with exclusive designers and architects to deliver quality outcomes.

## **CONSULTANT TEAM**

The Project Borrower has assembled a professional team of external consultants to carry out the due diligence, costings and analysis for the project. The team includes the following:

- Time & Place: Project management
- Golden Age Group: Sales and marketing
- Bates Smart: Architects & interior designers
- WT Partnership: Quantity surveyors
- 4D Workshop: Structural engineer
- Urbis: Town planner
- Sam Barber: Landscape engineer
- Arup: Fire engineer
- GTA: Traffic engineer

# GLEN WAVERLY PROJECT

## OVERVIEW

The Glen Waverly Project will see the development of 3 residential towers above The Glen shopping centre in Melbourne's south east. The Residential Project will deliver more than 500 apartments across 3 discrete buildings, of 18, 10 and 11 levels, on top of the new David Jones complex.

## LOCATION

Glen Waverley is a suburb which is 19km south east of Melbourne's central business district. It is in the local government area of the City of Monash. The suburb of Glen Waverley is generally bounded by Dandenong Creek to the east, Ferntree Gully Road to the south, Blackburn Road to the west and Highbury Road to the north. Springvale Road, a major north-south distributor, divides the suburb. The geography varies from river flats, adjacent to the Dandenong Creek in the east, to hilly in the region between the Dandenong Creek and Scotchman's catchments. The area was first settled in the mid nineteenth century and later developed as orchards and farming lands. The Post Office opened on 1 July 1885 as Black Flat in the area to the south of the railway line. It was later renamed Glen Waverley in 1921. In 1963, it was again renamed to Glen Waverley South and, on the same day, the Glen Waverley North office (open since 1954) was renamed Glen Waverley. This office has been known as The Glen since 1994. The name "Waverley" was, like the name of the train station in Edinburgh, taken from a novel by Sir Walter Scott.

Major development occurred in the area between the 1950s and 1970s with rapid infilling of housing built to a generally high standard on large (typically 800m<sup>2</sup>) blocks. Much of that housing stock is now ageing and renewal is occurring, frequently involving subdivision of the larger blocks into townhouse development. The suburb was also the site of Victoria's first McDonald's restaurant, which opened on 12 September 1973, at the corner of High Street and Springvale Road and was demolished in 2016, it has now re opened. It was opened shortly after the original in Sydney. Following the Sydney McDonald's closure, it became Australia's longest surviving McDonald's.

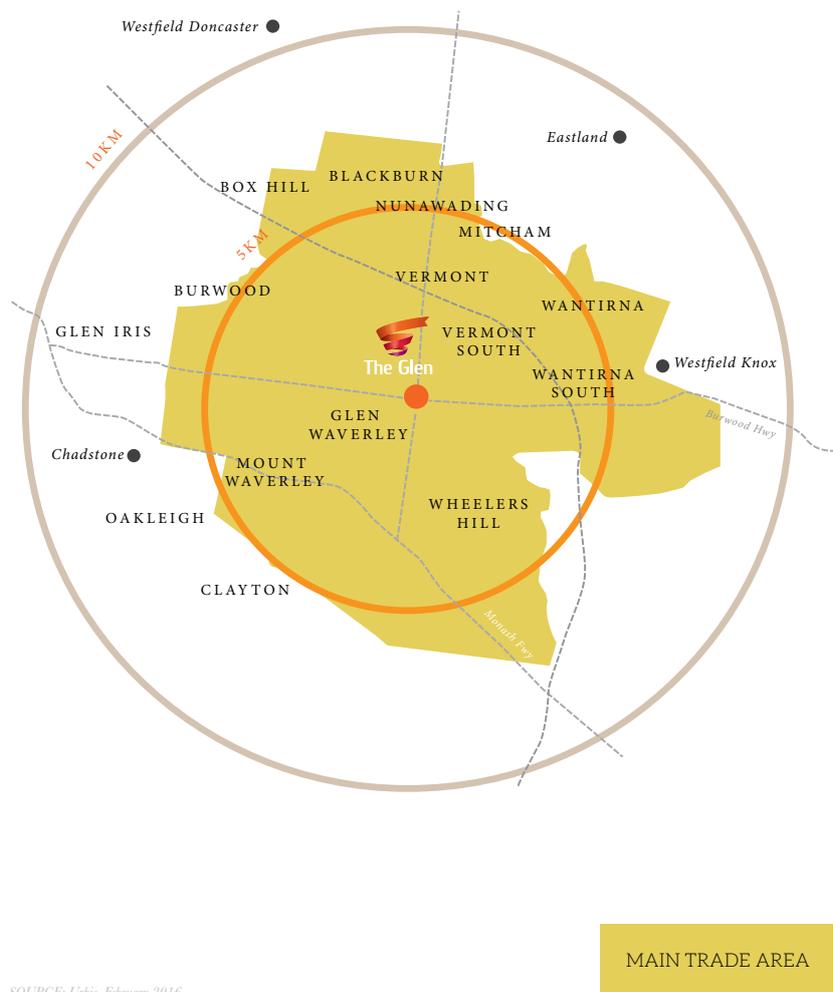
The main street of Glen Waverley is Kingsway. In recent years, Kingsway has developed into a vibrant dining and entertainment area, with strong Asian influences. Also on Kingsway is Century City Walk, a cinema multiplex. It houses various eateries, a Strike Bowling Bar and a Village Cinema (equipped with Gold Class facilities). There are now many hotels such as Novotel Glen Waverley, Hotel Ibis, Waverley International Hotel, Apartments of Waverley and the Quest Hotel. There is also a large branch of the Monash Public Library Service. The suburb also has numerous churches, and is home to the Victoria Police Academy, which occupies a former Roman Catholic seminary.

The Glen (formerly known as "Centro The Glen") is a local regional shopping Centre, (formerly managed and developed by Vicinity Centers). Although smaller than nearby shopping centers such as Westfield Knox or Chadstone, The Glen houses a substantial collection of shops, including supermarkets, a food court named Diners Life and a number of smaller clothing stores. The Glen currently has over 207 specialty retail shops and 11 anchor retailers, thus making The Glen one of the most significant shopping centers in the vicinity. The Glen was the first shopping Centre in suburban Victoria to contain a David Jones retail outlet.

For education, there are a lot of top schools in this area. For primary schools, there are Glen Waverley Primary School, Glen Waverley South Primary School, Glendal Primary School, Mount View Primary School, Highvale Primary School and Camelot Rise Primary School. For Private Schools, there are famous Wesley College (Glen Waverley Campus), St Leonard's Primary School and St Christopher's Primary School. For Secondary Schools, there are Glen Waverley Secondary College, Highvale Secondary College and Brentwood Secondary College. There is also a Holmesglen Institute of TAFE here.

The suburb has two Australian rules football clubs, Glen Waverley Hawks Football Club, and the Glen Waverley Rovers Junior Football Club both competing in the Eastern Football League. Soccer clubs include Glen Waverley Junior Soccer Club (founded in 1980), and Waverley Victory Football Club (founded in 2001), they are both members of Football Federation Victoria. Tennis clubs include Glen Waverley Tennis Club, Glenvale Tennis Club, Glenburn Tennis Club, Legend Park Tennis Club, Notting Hill Pinewood Tennis Club and Whites Lane Tennis Club. Glen Waverley has a major recreational and aquatic Centre located on Waverley Rd, the Monash Aquatic and Recreation Centre. It has a range of different swimming pools to cater for everyone’s needs with two kid pools, a 40-metre wave pool, a Learn-to-swim pool, an indoor 25 meter pool, an outdoor 50 meter pool and a hydrotherapy pool.

The suburb gives its name to the Glen Waverley railway line, which terminates at Glen Waverley station. Services depart platform 1 and 2, with a frequency of 7–8 minutes in peak hour, and every 15 minutes in off-peak periods. Glen Waverley is classed as a Premium Station, is in Metro Zone 2. Syndal railway station is located one station to the west of Glen Waverley railway station and also on the Glen Waverley railway line. A number of bus routes operated by Ventura Bus Lines and CDC Melbourne provide connections to Monash University, Chadstone Shopping Centre, Eastland Shopping Centre, Westfield Knox, Rowville, St. Kilda, Glen Iris, Springvale, Blackburn, Mitcham, Dandenong and Croydon. The 902 SmartBus from Chelsea to Airport West, also operates via Glen Waverley at 15-minute frequencies all day in both directions, and at up to 10-minute frequencies in peak periods. Macquarie University has in recent years become a major research Centre, with Macquarie University Hospital and the Cochlear Research Centre located within the university grounds.



## THE PROPERTY

### DESCRIPTION

The project site is the air right development space above the newly developed The Glen Shopping Centre. The new shopping centre site area is 20,572 square metre.

### DESIGN AND CONSTRUCTION

The project plan has been designed by Rothelowman, a Melbourne based firm who specialise in high-density residential developments. Rothelowman focus upon the project's context including the social, cultural, economic and environmental as well as the physical.

Rothelowman recognises that the buildings and environments they create have lasting qualities that will remain relevant over time and incorporate leading edge design, environmentally sustainable design principles, issues relating to constructability, and market awareness to inform the trajectory of the project.

### PROJECT CONCEPT

#### CONCEPT DESCRIPTION

It is proposed to develop approximately 539 residential apartments with a mix of 159 1bedroom, 353 2 bedroom and 27 3 bedroom apartments across three buildings over 18, 10 and 11 levels. The total provision of residential parking is 566 spaces.

	Building A	Building B	Building C	Total
1 Bedroom Apt	34	66	39	159
2 Bedroom Apt	117	127	109	353
3 Bedroom Apt	11	8	8	27
Total Apts	162	201	156	539
Car Parking				566

### PLANNING APPROVAL PROCESS

The Glen Waverly Project has received Planning Permit approval from City of Monash and the Planning Permit reference is TPA/43692/A.

Golden Age Group is currently reviewing the residential plans and looking to improve the product through a secondary consent process with the local planning authority.

## PROPOSED DEVELOPMENT TIMING

The stages involved in the project and the current forecast timing are as follows;

Stage 1 – Planning permit process – April - December 2017

Stage 2 – Sales period – December 2017 – October 2018

Stage 3 – Tender & Appoint Contractor – August 2018 to December 2018

Stage 4 – Construction – March 2019 to July 2020

PERMIT APPROVAL	MARKETING & SALES	CONSTRUCTION TENDER	CONSTRUCTION PERIOD	SETTLEMENT
8 months	10 months	4 months	19 months	1 month
APR - DEC 2017	DEC 2017 - OCT 2018	AUG - DEC 2018	MAR 2019 - JUL 2020	JUL - AUG 2020

## PROJECT REVENUE

Based upon current market rates the total gross revenue from the Glen Waverly Project is expected to be in the order of A\$408,155,000.

## MARKETING STRATEGY

It is intended to utilise an approach to marketing and sales that is consistent with the Golden Age model. This entails a combination of methodologies incorporating the internal Golden Age sales teams based in Australia and China along with procuring the assistance of independent agents for sales both within Australia and in offshore jurisdictions.

The Glen Waverly Project will likely utilise traditional retail methods such as an on-site sales office featuring a full display suite. The sales office and display suite will be supported with collateral marketing including website, brochures and site signage as well as advertising in both print media and digital media. All forms of media will support the strategy both locally within Australia and regions outside Australia.

## SALES PROGRAM

Sales for apartments in the Glen Waverly Project will commence in December 2017.

The quality of the apartments and strong brand of Golden Age will provide the Glen Waverly Project with a competitive advantage. It is expected that the majority, if not all, of the apartments will be sold prior to the commencement of construction. The strategy to be employed will seek to maximise price tension whilst ensuring that stock is sold in a timely manner.

**PROJECT COSTS**

The following table sets out the project costs based on the Project Borrower's best estimates.

<b>SELLING AND MARKETING COSTS</b>	\$ 10,804,538
<b>LAND AND ACQUISITION COSTS</b>	\$ 68,264,214
<b>CONSTRUCTION COSTS</b>	\$ 194,082,000
<b>PROFESSIONAL FEES</b>	\$ 14,717,569
<b>STATUTORY FEES</b>	\$ 4,997,905
<b>FINANCE COSTS</b>	\$ 14,534,460
<b>OTHER COSTS</b>	\$ 1,352,600
<b>TOTAL COSTS AFTER GST</b>	<b>\$ 305,803,415</b>



## **PROJECT DEVELOPER**

Golden Age Group is a privately owned property development company based in Melbourne. The Investment Manager and Glen Waverly Project Borrower are part of the Golden Age Group. The Glen Waverly Project Borrower is the landowner of the project site. The development of the Glen Waverly Project will be undertaken by the Glen Waverly Project Borrower or another entity within the Golden Age Group.

The Group is committed to designing and developing signature, high-end quality developments with a focus on both commercial and residential projects.

The uncompromising development approach of Golden Age Property has resulted in nationally acclaimed projects that are innovative, and demonstrate a careful emphasis on design and amenity.

Details of Golden Age projects are set out later in this Information Memorandum.

The Golden Age Group has extensive experience in development within the hospitality, commercial and residential industries. The Group works together with exclusive designers and architects to deliver quality outcomes.

## **CONSULTANT TEAM**

The Project Borrower has assembled a professional team of external consultants to carry out the due diligence, costings and analysis for the project. The team includes the following:

- Time & Place: Project management
- Golden Age Group: Sales and marketing
- Rothelowman: Architects & interior designers
- WT Partnership: Quantity surveyors
- Jones Lang LaSalle: Valuation firm
- Robert Bird Group: Structural engineer
- Urbis: Town planner
- Arup: Fire engineer
- Traffix: Traffic engineer

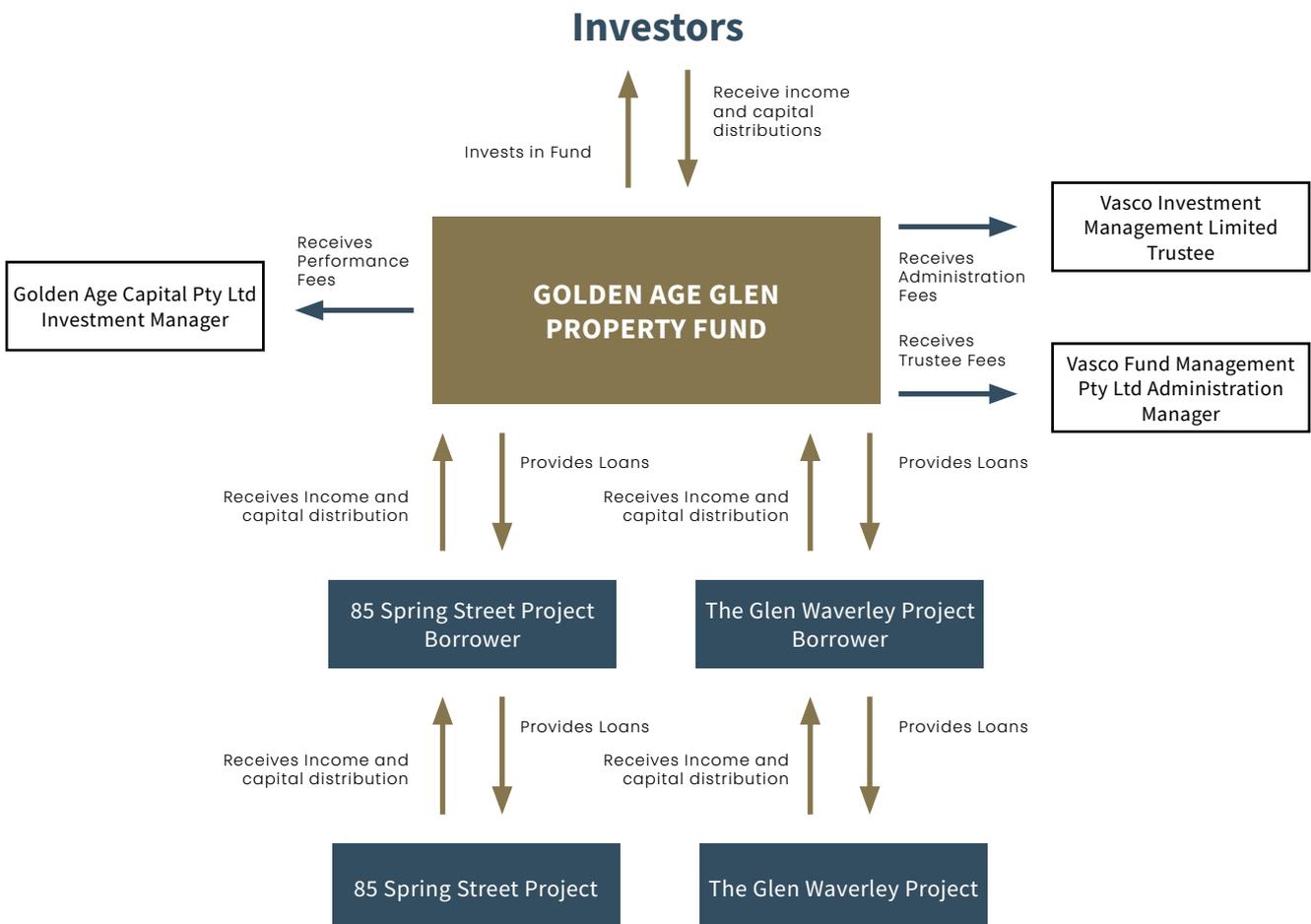
### 3. STRUCTURE OF THE FUND

#### OVERVIEW

The Fund structure is as follows:

- i) The Fund is a unit trust established under, and governed by, Australian law.
- ii) The Fund will be operated as a closed-end project specific vehicle with an expected termination of 19 March 2019.
- iii) The Fund’s only intended investment will be loans provided to the Project Borrowers. The loans provided by the Fund to the Project Borrowers will be secured by a mortgage over 85 Spring Street, Melbourne and by a security interest in the shares of the entity which is the land owner of Glen Waverly Project, being the Glen Waverly Project Borrower.
- iv) The trustee of the Fund is Vasco Investment Managers Limited, an Australian company limited by shares. Vasco Investment Managers Limited is the holder of an AFSL and is regulated by ASIC. Vasco is an experienced trustee and manager of real estate funds and real estate debt funds; and
- v) The Trustee has appointed the Investment Manager, an experienced manager of real estate investments.

The parties involved in the Fund can be represented as follows:



## 4. MANAGEMENT OF THE FUND

### THE INVESTMENT MANAGER

The sponsor and the Investment Manager of the Fund is Golden Age Capital.

Golden Age Capital was formed to bring together a team with business and investment expertise along with experience in both China and Australia for the benefit of investors wanting to invest in Australian assets.

A key advantage of the Golden Age Group is the deep understanding of both the Australian and Chinese markets, with the Golden Age Group effectively straddling both jurisdictions and acting as a conduit between them.

Golden Age Capital utilises the same approach to investing as all Golden Age ventures, identifying high quality opportunities where its experience and insight provides a competitive advantage that delivers a positive outcome.

All board members are highly qualified and have considerable experience in a wide range of business and investment areas.

The Board Members of Golden Age Capital are:

#### **MR. JEFF XU- CHAIRMAN AND MANAGING DIRECTOR**

Mr. Jeff Xu is the Founder and Managing Director of Golden Age Capital and the Golden Age Group. He established the Golden Age Group in 2007. The Golden Age Group is a large diversified group with operations across hospitality, property, funds management, trade & agriculture.

The Hospitality business includes restaurants within Melbourne's famous China Town and Crown Casino. Both Hutong & Mantong Kitchen are leading Melbourne Chinese Restaurants.

The Property business has thrived since inception, the uncompromising Golden Age approach has resulted in nationally acclaimed projects that are innovative, and demonstrate a careful emphasis on design and amenity.

In 2014 Mr Xu led the Golden Age Group through the development of the Sheraton Melbourne Hotel. This was a significant achievement being both the first 5 Star Hotel by a Chinese developer within Australia and was the first new 5 star hotel to be built within Melbourne's CBD in 15 years.

Mr Xu's sophisticated knowledge of the cultural, business and market drivers within Australia and China has been the significant underlying force driving the ongoing success of the Golden Age Group

#### **MR. HUGH GURNER- NON-EXECUTIVE INDEPENDENT DIRECTOR**

Hugh has held a range of executive and non-executive director roles in the financial services and real estate fund management industries for over 25 years.

Hugh was a founding director of the ASX listed real estate fund managers MacarthurCook Limited and a non-executive director of real estate fund manager and developer Folkestone Limited.

He also has established a solid network in the financial services and investment sectors and has served on the board of responsible entities and acted as company secretary of listed companies.

**MS. SHELLEY DU- EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER**

Shelley is the Chief Financial Officer of the Golden Age Group and has been an Australian CPA member since 2002. She has over 15 years of accounting and finance experience across a diverse range of industries. Shelley has 8 years of tertiary teaching experience in accounting and finance, having taught at some of Australia's leading universities.

Over the last 6 years, Shelley has been with the Golden Age Group overseeing various aspects within each of the divisions including property acquisition and settlement, finance structuring, budgeting and forecasting as well as development finance.

**MR. CHRIS CRIGHTON - EXECUTIVE DIRECTOR AND INVESTMENT DIRECTOR**

Chris is the Investment Director of the Golden Age Group overseeing the sourcing and assessment of new opportunities. Chris has a diverse background having spent 10 years in the entertainment industry and over 8 years' experience within the property industry.

Prior to joining the Golden Age group, Chris spent 7 years within the ANZ Institutional Property Group structuring and administering senior finance solutions for many of Australia's largest property developments. He has a strong understanding of the fundamentals which drive successful developments along with the most efficient approaches in mitigating risks, having spent 2 years within the Property Risk Division of ANZ.

Chris works closely with key consultants in the initial phases of potential projects to ensure that a coherent approach is taken, minimising delays due to conflicting requirements. Consultants engaged in this phase include town planners, urban designers, architects, quantity surveyors, builders and environmental specialists.

Chris also works closely with the CFO, Shelley Du, in securing and structuring finance solutions for the capital needs of the various divisions with a focus upon the Property Division.

**GOLDEN AGE GROUP**

The Golden Age Group is a privately owned group with 4 divisions being Hospitality, Property Development, International Trade and Funds Management. Golden Age has offices in Melbourne, Sydney and Shanghai (with Beijing expected to open late in 2016).

Golden Age is committed to providing positive outcomes to all of its clients, aiming to consistently deliver products and experiences which exceeds expectation with a view to fostering trust in and loyalty for the Golden Age brand.

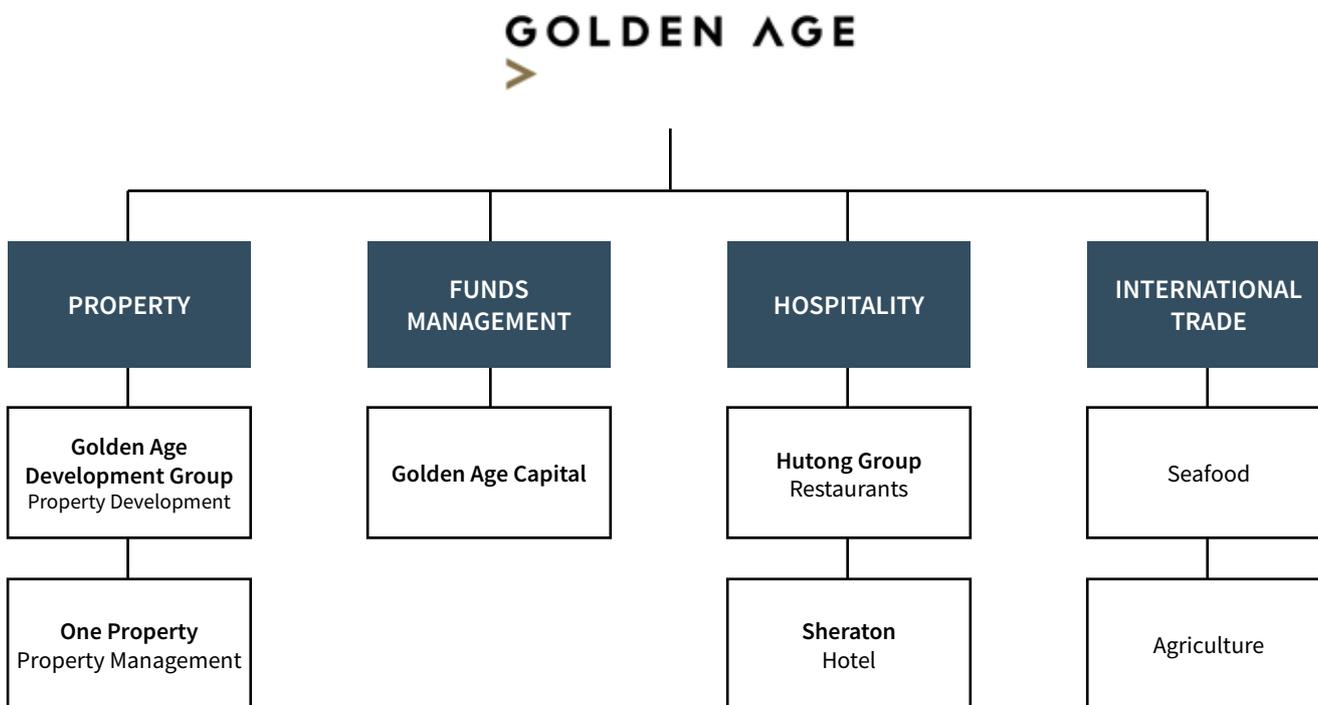
The uncompromising approach of the Golden Age Group has resulted in award winning restaurants and nationally acclaimed projects that are innovative, and demonstrate a careful emphasis on design and amenity, with Golden Age Capital extending this approach to allow Investors to participate within the Golden Age success.

The Golden Age Group heritage initially started in 1998 with the Da Hu Peking Duck Restaurant in the heart of Melbourne's China town. 17 years later, the Golden Age Group has expanded, currently owning and operating 8 restaurants including the famous Hutong Dumpling Bar in Chinatown and Prahran, Mantong Kitchen and Ten Miles at Crown and 4 others in the Melbourne CBD. The group has also successfully established and divested two entertainment venues and a restaurant in Melbourne's Chinatown.

The Golden Age Development Group (GADG) was established in 2007. GADG has extended the success achieved within the Hospitality division and has established a positive track record of development delivery in the last 7 years. GADG's first project, Jade Apartments at 6 John Street, Box Hill won the 2011 Royal Australian Institute of Architects award for multi-unit residential development.

More recently, GADG has extended the Trade Division from seafood to include a broader agriculture mandate which is currently focusing on red meat exports into China.

Golden Age's newest division is the Funds Management area, which has established a platform, in conjunction with Vasco, to provide wholesale and sophisticated investors access to participate within the delivery of Golden Age developments.



GADG has a demonstrated and respected ability to deliver signature, high quality projects with varying degrees of complexity. Our team provides comprehensive development and project management services on each phase of a project's lifecycle.

Golden Age also collaborates with the industry's finest consultants to ensure the vision of each project is fully realised, with attention to detail in every area.

Our developments are reflective of Golden Age's core values being:

- Quality
- Speed
- Humility
- Unity.

The approach taken focuses on minimising the time from site acquisition through to development commencement which is demonstrated by our past and present projects, all of which have, or are, to commence within relatively ambitious time frames from securing the site. Golden Age has developed a strong market reputation for delivering on the promise and being a group that can complete projects that exceed the initial expectations.

The following are a collection of projects which the Golden Age Group has completed, or is in the process of completing. The Fund will not invest within these projects.

PROJECTS

# Victoria One



Sophisticated, sleek and elegant, Victoria One is a new icon for Melbourne. This striking tower offers unique urban living for residents, with the highly detailed design aesthetic of the building’s exteriors and communal spaces continuing within the individual apartments. When completed, it will become the tallest residential building in the Melbourne CBD.

The 75-level building design features a 10-level podium containing car parking and apartments fronting Elizabeth and Franklin Streets, surmounted by a further 65 levels of residential apartments. The development contains a total of 645 apartments, 118 of which are one bedroom apartments, 495 of which are two bedroom apartments and 32 of which are three bedroom apartments.

The development also features an indoor pool and gym, private dining and living spaces, and a club lounge exclusive to residents of the top eight floors. Each of these luxurious spaces has been inspired by the landscape of Victoria and is designed to enhance the Victoria One experience.

	<b>Project Address:</b>	472 Elizabeth St, Melbourne, VIC
	<b>No. of Storeys:</b>	75
	<b>Completion:</b>	2018
	<b>Project Type:</b>	Mixed Use, Residential / Retail



## PROJECTS

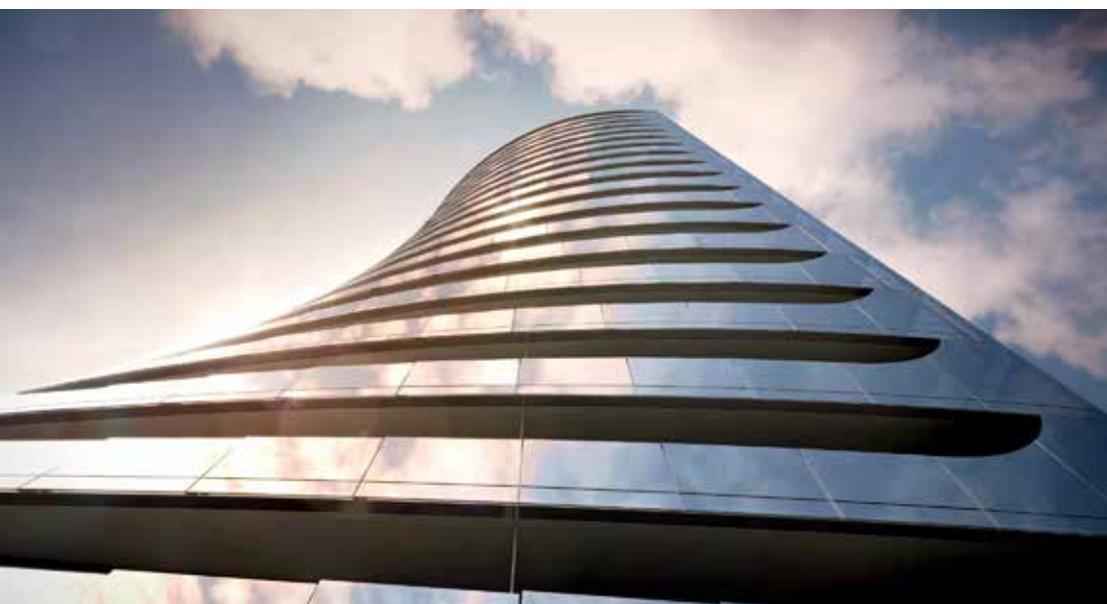
# Opéra

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Opéra has been designed as a dramatic addition to St Kilda Road, with its delicate glass façade stretching over a form that curves and arcs elegantly skywards, it pays homage to the grandeur of the boulevard's history as Melbourne's original aristocratic address. Complementing the heritage protected Airlie Mansion via the sweeping curve of the façade, Opéra is a bold expression and is designed as a living sculpture that will enrich this historic area of Melbourne with an expressive form that twists and flares with a unique curvaceous beauty.

St Kilda Rd is an address of distinction in the City of Melbourne being the city's most distinguished boulevard from the 19th Century, when it was lined with grand mansions, through to the 20th Century when it became the home of the city's finest in arts and culture, St Kilda Road has been a place of prestige. Today, that tradition continues.

	<b>Project Address:</b>	450 St Kilda Rd, Melbourne, Vic, 3000
	<b>No. of Storeys:</b>	18
	<b>Completion:</b>	2018
	<b>Project Type:</b>	Mixed Use, Residential / Hospitality / Retail



## PROJECTS

# Emerald



The Emerald is a striking Architectural building located in one of Melbourne's most cherished locations. At the edge of the old Emerald Hill, between the Botanical Gardens & Albert Park Lake, this Mixed Use Development incorporating 290 Apartments along with commercial and retail has enhanced the urban design of Albert Rd and provides a modern edition to a high profile corner.

The design took an approach inspired by the ripples and waves of nature responding directly to the neighbouring gardens and lake. The interior spaces bring to life a contemporary Melbourne aesthetic combining a raw, natural material palette with timeless detailing and craftsmanship.

	<b>Project Address:</b>	35 Albert Rd, Melbourne, VIC
	<b>No. of Storeys:</b>	20
	<b>Completion:</b>	2014
	<b>Project Type:</b>	Mixed Use, Residential / Retail / Commercial



## PROJECTS

# Collins House

From Wall Street in New York to the Champs-Élysées in Paris, from Orchard Road in Singapore to The Bund in Shanghai, the world's greatest cities are defined by their most celebrated locations. For Melbourne this is unquestionably Collins Street – one of the most prestigious and coveted addresses in Australia

Superbly designed by the leading architectural practice of Bates Smart, the Collins House experience begins at the first three floors. Here, the artful incorporation of stunning original Art Nouveau detailing from the existing 1908 building provides a unique, stately façade and grand entrance hall.



	<b>Project Address:</b>	460 Collins St, Melbourne, VIC
	<b>No. of Storeys:</b>	59
	<b>Completion:</b>	2018
	<b>Project Type:</b>	Mixed Use, Residential / Retail

## PROJECTS

# Sky One

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SKY ONE Box Hill will be a 35 storey mix use building with destination retail and luxury apartments in the heart of Box Hill. Sky One is a landmark development in one of the fastest growing suburbs of Melbourne and will incorporate apartment living, premium retail and dining experiences in the pulsing heart of Box Hill.

Sky One is ideally positioned adjacent to the Train Station and Vicinity Shopping Centre and will transform the Box Hill centre with an elegant design and smartly arranged amenities. Located opposite the established restaurant strip in Carrington Rd and Station St it will be the new premium hub of Box Hill with a three storey shopping and dining precinct to enhance the existing street culture of Asian food markets and traditional restaurants.

Sky One will provide residents with healthy easy living, with a large residents pool, gym, yoga space and sky garden.

	<b>Project Address:</b>	545 -563 Station St Box Hill, Vic, 3128
	<b>No. of Storeys:</b>	35
	<b>Completion:</b>	2019
	<b>Project Type:</b>	Mixed Use, Residential / Hospitality / Retail



**PROJECTS**

# One Lachlan St

One Lachlan is ideally located within the inner South of Sydney’s Waterloo, capitalising upon the proximity to schools, Universities, parkland and the key transportation hubs of Green Square and Centre Station.

In many respects, this project which is in the final stages of sales with construction to commence in the second quarter of 2016, is similar to the proposed Cambridge St development in that it combines **Residential** with both **Child Care** (70 places) and **Retail**.



	<b>Project Address:</b>	One Lachlan St, Waterloo, NSW, 2017
	<b>No. of Storeys:</b>	8
	<b>Completion:</b>	2017
	<b>Project Type:</b>	Residential / Retail / Child Care

## PROJECTS

# Essence

Across the road from Double Bay Village and a short walk to Redleaf Beach, Steyne Park and Edgecliff Station, Essence is a premium development that presents the rare opportunity to deliver a high quality boutique development within an inner city location.

Essence will incorporate 38 units over two 4 storey buildings and demonstrates the capacity of Golden Age to deliver small scale projects alongside larger format developments.

	<b>Project Address:</b>	315,317 & 321 New South Head Rd, Double Bay, NSW, 2028
	<b>No. of Storeys:</b>	4
	<b>Completion:</b>	2017
	<b>Project Type:</b>	Residential



## PROJECTS

# The Rocks

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Our proposed development located in Harrington St, The Rocks will set a new benchmark in design and luxury in what is arguably Australia's most significant historic precinct. Set to be launched late this year, The Rocks demonstrates Golden Age's ability to work with multiple authorities to deliver a vibrant and exclusive development incorporating Residential, Commercial and Retail which respects the cultural heritage of the precinct within which it sits.

	<b>Project Address:</b>	85 Harrington Street, The Rocks, NSW, 2000
	<b>No. of Storeys:</b>	9
	<b>Completion:</b>	2019
	<b>Project Type:</b>	Residential / Commercial / Retail



## PROJECTS

# 27 Little Collins

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	<b>Project Address:</b>	27 Little Collins St, Melbourne, VIC
	<b>No. of Storeys:</b>	32
	<b>Completion:</b>	2014
	<b>Project Type:</b>	Mixed Use, Residential / Hotel / Retail

27 Little Collins St is an award winning Mixed Use Development incorporating 187 Residential Apartments and a 174 Room 5 Star Hotel operated under Management Agreement by **Sheraton**, with 3 restaurants, roof top bar, Ball Room and Convention Centre along with a Day Spa. It is the first new 5 Star hotel to be delivered in the Melbourne CBD for 15 years, with Golden Age having retained ownership of the Hotel component.

27 Little Collins St was recognised as a project of significance by Tourism Victoria and applauded by City of Melbourne as a critical piece of Melbourne's tourism infrastructure. The difficult and constrictive nature of the site did not impede an outstanding development being delivered on time and on budget. Its multi-faceted facade and contemporary styling have made 27 Little Collins St a recognised and admired feature of the "Paris End" of Collins St.



## THE TRUSTEE

Vasco Investment Managers Limited is part of an investment management group that provides responsible entity, trustee, fund administration and distribution services to Australian and international investment managers.

The Vasco team have significant experience in the Asia Pacific region in the management of equity funds, fixed income funds, REITs, private equity real estate funds, real estate securities funds and mortgage and real estate debt funds.

Some of the funds Vasco's executives have developed include the \$1 billion Australian Unity Healthcare Property Trust and the \$1 billion AIMS AMP Capital Industrial REIT listed on the Singapore Stock Exchange.

The directors of Vasco were responsible for establishing the Australian Unity Fund Management Limited and MacarthurCook Limited real estate fund management businesses as well as establishing the Asian platform for industrial real estate manager, Goodman Group.

Clients of Vasco have included Australia China Investment Fund, ChinaAMC China Opportunities Fund, Infrastructure Partners Investment Fund, Vital Healthcare Property Fund, Residential Property Fund, EMR Capital Pty Ltd, Phillip Asset Management Limited and Morgan Stanley.

As trustee of the Fund, Vasco will manage the Fund in accordance with the Trust Deed and its duties and obligations under Australian law. Importantly, Vasco will have regard to the best interests of Investors in all decisions that it makes with respect to the Fund.

## 5. SUMMARY OF MAJOR TERMS

### SUMMARY OF TERMS

The following constitutes a summary of the principal terms of the Fund and the Offer.

This summary of terms:

- is provided only for the purposes of gaining a general understanding of the proposed Offer described herein;
- may only be provided to a person who is (and by viewing this Memorandum you are representing and warranting that you are) not a 'retail client' under the Corporations Act;
- must not be distributed or otherwise provided to any person other than the person to whom it was first given; and
- has been prepared without taking into account the objectives, financial situation or needs of any individual Investor.

Each prospective Investor should consult with independent counsel regarding the matters set forth in this Memorandum, including the risks which are described in Section 6, as well as any other legal, business, tax, accounting, or any other related matters which may be relevant to an investment by Investors in the Fund in order to gain a full understanding of the Fund and the Offer.

Before making an investment decision in relation to the Fund, potential Investors should review the Fund Agreements (and in particular, the Trust Deed for the Fund), in their entirety. Copies of the Fund Agreements will be provided to each prospective investor before acceptance of any subscription.

The terms of the Offer below are subject to change without notice.

<b>The Fund</b>	The Fund has been formed as a unit trust established under, and governed by, Australian law.  The Fund has been established by and will be operated by the Trustee.
<b>The Investment Manager</b>	Golden Age Capital Pty Ltd has been appointed as the Investment Manager and will provide investment management services.
<b>Administration Manager</b>	Vasco Funds Management Pty Ltd will act as Administration Manager of the Fund. The Administration Manager shall be responsible for the administration of the Fund including registry, fund accounting, compliance and other activities.
<b>Offering Size</b>	There is no restriction on the amount that can be raised under the Fund Agreements.
<b>Minimum Commitment</b>	The minimum aggregate applications required to be made by an Investor will be AUD500,000 or USD400,000, although investments of lesser amounts may be accepted at the sole discretion of the Trustee.
<b>Final Closing</b>	The Final Close for the Fund is intended to occur on 31 July 2017, at which time the Trustee anticipates having a minimum aggregate applications of A\$50 million in respect of the Fund. The Trustee may, in its discretion, change the date for the Final Close and may also increase or reduce the minimum amounts that must be received for Final Close to occur.

<p><b>Net Asset Value and Unit Price Calculation</b></p>	<p>The initial Unit price for the Fund will be \$1.00</p> <p>Whilst at all other times the Trustee has discretion under the Trust Deed to determine the Unit price, the Trustee fully intends the price of a Unit will be calculated by reference to the underlying value of the Fund's assets in accordance with the terms of the Trust Deed.</p> <p>The withdrawal price for a Unit is also based on the underlying value of the Fund's assets. This price may be different from the price originally paid for the Unit.</p> <p>The Unit prices that will apply to your application will be the Unit prices determined by the Trustee on the last business day of the month during which your application is received by the Trustee.</p> <p>Unit prices for the Fund are available at <a href="http://www.vascofm.com">www.vascofm.com</a>. The actual Unit prices applied might be different from the Unit prices shown on the website at the time your Application Form is lodged because the Unit price used will be the one set at the end of the calendar month following receipt of your application.</p>
<p><b>Unit Classes</b></p>	<p>The Fund provides Investors the opportunity to invest in multiple unit classes. Each unit class has Term Sheet which specifies the terms, including Target Return, on which Investors in that class invest in the Fund.</p>
<p><b>Target Return</b></p>	<p>The target annual return for each Unit Class will be specified in the Term Sheet for each Unit Class.</p>
<p><b>Investment Period</b></p>	<p>The Investment Manager will endeavour to invest the capital of the Fund as and when it is raised.</p>
<p><b>Distributions</b></p>	<p>Distribution of interest income to investors is expected on repayment of the Loans made to the Project Borrowers.</p> <p>The Investment Manager expects the Loans to be repaid in 18 months once 85 Spring Street Project and Glen Waverly project are refinanced by construction loans. Any delays in completion of these projects will mean a possible delay in the distributions to investors beyond this time.</p>
<p><b>Application Fee</b></p>	<p>The Trustee will pay Golden Age Capital, acting as Investment Manager of the Fund, an Application Fee of 4.5% of the value of the application monies raised. This is a one-off fee paid by the Fund to the Investment Manager when units are issued.</p> <p>The Application Fee will be used by the Investment Manager to satisfy expenses incurred in marketing the Fund to investors and securing their investment.</p> <p>The Application Fee does not affect the principal amount on which the investor's expected income distribution is calculated.</p>
<p><b>Performance Fee</b></p>	<p>The Trustee will pay Golden Age Capital, acting as Investment Manager of the Fund, a Performance Fee equivalent to all surplus funds generated by the Fund after all fees, expenses, returns of capital and distributions are paid.</p>

<p><b>Trustee Fee</b></p>	<p>The Trustee is entitled to an annual fee for acting as trustee of the Fund. This annual fee will be equal to the greater of:</p> <p>(a) \$25,000 (plus GST); or</p> <p>(b) 0.1% (plus GST) per annum of the gross asset value of the Fund.</p> <p>This fee will be paid monthly in arrears out of the assets of the Fund (and will be calculated by multiplying the amount of the Fund's gross asset value by 0.1% (plus GST) per annum, subject to a minimum annual fee).</p> <p>The Trustee is also to receive an establishment fee of up to \$15,000 (plus GST).</p>
<p><b>Administration Fee</b></p>	<p>The Trustee is entitled to receive an administration fee of up to \$65,000 (plus GST) per annum for undertaking the administration of the Fund, including processing of applications, fund registry, fund accounting and attending to the lodgement of regulatory returns. This fee is subject to an annual increase of 3% per annum commencing on 1 January 2018. This fee will be paid to the Administration Manager, who the Trustee has appointed to administer the Fund on its behalf.</p>
<p><b>Offering and Organisational Expenses</b></p>	<p>The Trustee will pay out of the assets of the Fund all legal, accounting, filing, travel and other out-of-pocket fees and expenses incurred by the Trustee or Investment Manager in connection with establishing the Fund and the offering of interests therein.</p> <p>The costs of establishing the Fund are not expected to exceed \$50,000 (plus GST).</p>
<p><b>Other Expenses</b></p>	<p>Except as specifically set forth elsewhere herein, the Trustee will pay, out of the assets of the Fund, all expenses related to its operation, including fees, costs, and expenses of the Fund, the Trustee and the Investment Manager (including travel and related expenses) incurred in connection with potential investments (including investments that are not consummated) and the acquisition, financing, holding, sale, proposed sale or valuation of any investment (including the repayment of such financings), the costs of establishing and maintaining any borrowing facility, the management fee, the fees and expenses of the Trustee, fees and expenses of the independent members of the Investment Manager (including a proportional share of the costs of directors' and officers' liability insurance for such independent members of the Fund Investment Committee), all litigation-related and indemnification expenses, fees of auditors, fees of due diligence consultants (including, without limitation, financial, physical and environmental consultants) and counsel, administrative expenses, costs of holding Investor meetings, costs of preparation of tax returns and any taxes, fees or other governmental charges levied against the Trustee, in its capacity as trustee of the Fund.</p> <p>The Investment Manager and the Trustee will each pay all of their general overhead expenses, including the compensation of its personnel who act on its behalf relating to their duties and responsibilities.</p>

<b>Transfer of Interests</b>	Units may not be sold, transferred, pledged or assigned by an investor without the prior written consent of the Trustee (which may be given or withheld in the Trustee's sole and absolute discretion) however the Trustee will not unreasonably withhold its consent. No trading market will exist for the units in the Fund.
<b>Withdrawal/ Redemption</b>	<p>It is anticipated that the Fund's term will be from the Final Close to 19 March 2019. The Fund may terminate earlier in the event of an earlier completion of the Projects. The Trustee has the discretion to extend the term of the Fund by up to 12 months should either Project not be completed. On termination of the Fund, the loans made by the Fund to the Projects will be repaid and investors' outstanding Units will be redeemed by the Fund. In addition to the repayment of capital, investors may also receive income on final redemption of Units.</p> <p>Investors will also be given the opportunity to redeem their Investment by lodging a withdrawal request within 18 months of making their investment. Withdrawal requests will be processed on a best endeavours basis and subject to the availability of liquid assets in the Fund.</p> <p>Investors should also note that their units may be redeemed by the Trustee in certain circumstances specified in the Trust Deed.</p>
<b>Indemnification</b>	<p>The Trustee is entitled to be indemnified out of the Fund for any loss, damage, expense or other liability incurred by it in properly performing or exercising any of its powers, duties or rights in relation to the Fund.</p> <p>The Investment Manager is similarly entitled to be indemnified by the Trustee (out of the assets of the Fund) for all claims, losses, liabilities, damages, costs and expenses (Costs) incurred by them in relation to the performance of their role as Investment Manager. However, the Investment Manager is not entitled to be indemnified by the Trustee and will be liable to the Fund for any Costs arising as a result of their fraud, gross negligence, wilful default or material breach of the agreement under which they are appointed.</p>
<b>Application Matters</b>	Persons interested in investing in the Fund are required to complete and return to the Administration Manager the application forms for the Fund and Identity Verification Forms, copies of which will be made available to each prospective investor. Applications may be rejected in whole or in part in the Trustee's sole discretion.
<b>Amendments</b>	The terms of the Trust Deed may be amended by the Trustee, subject to the Trustee's duties and obligations to investors. The Trustee will not make any amendments to the Trust Deed that it considers would be materially adverse to investors, without seeking the approval of investors as required by the Trust Deed.
<b>Investor Meetings</b>	Investors holding at least 15% of the issue Units may call a meeting.

<b>Reports</b>	<p>The Fund will furnish investors with financial statements and tax information necessary for the completion of investor tax returns on an annual basis. On a six monthly basis, each investor will be furnished with a summary report on the Fund's investments by the Investment Manager.</p> <p>On an annual basis, financial statements will be provided to investors as soon as practicable after the end of the financial year, and by no later than the 1st of November each year.</p> <p>Investors may not disclose information contained in any report without the consent of the Investment Manager or as required by law.</p>
<b>Related Party Transactions</b>	<p>The Trustee and Investment Manager and their related parties may engage in related party transactions provided such transactions are in the best interest of Investors.</p>
<b>Preferential Fund Investor status</b>	<p>The Investment Manager may provide investors in the Fund with preferential access to future investment opportunities facilitated by the Golden Age Group. This means investors may be given an opportunity to invest ahead of other investors who are not considered a Preferential Fund Investor.</p> <p>Note: A preferential right of participation in future funds is not guaranteed and will depend on the nature and timing of a project.</p>

## 6. RISK FACTORS

All investments involve varying degrees of risk. While there are many factors that may impact on the performance of any investment, the section below summarises some of the major risks that investors should be aware of when investing in the Fund.

Before investing, prospective investors should consider whether the Fund is a suitable investment, having regard to their personal investment objectives, financial position, and particular needs and circumstances. Investors should also consider and take into account the level of risk with which they are comfortable, the level of returns they require, as well as their frequency and nature, and their investment time horizon. Investors should seek professional advice in setting their investment objectives and strategies.

The risks described below are not exhaustive and whether a risk is specifically referred to in this section or not, that risk may have a material effect on the performance and value of the Fund. Importantly, investors should note that the value of an investment in the Fund, and income received by investors, may rise or fall and, consequently, investors may suffer losses (including the loss of all of their capital investment in the Fund).

### GENERAL RISKS

#### INVESTMENT RISK

The value of an investment may rise or fall, distributions may or may not be paid and an Investor's capital may or may not be returned.

No guarantee of performance or representations made by Trustee or Investment Manager

None of the Trustee, the Investment Manager nor any other person or entity guarantees any income or capital return from the Fund.

#### MANAGER RISK

The Trustee and Investment Manager may elect to retire or may be replaced as the Trustee or Investment Manager of the Fund or the services of key personnel of the Trustee and Investment Manager may become unavailable for any reason.

There is always a risk that the Trustee and Investment Manager may fail to identify and adequately manage the investment risks in the Fund's portfolio and thus affect the ability to pay distributions or reduce the value of the units.

Operational risks of the Trustee, the Investment Manager and the Administration Manager include the possibility of systems failure, regulatory requirements, documentation risk, fraud, legal risk and other unforeseen circumstances.

The Fund is relying on the ability of the Trustee and its investment professionals to achieve the Fund's objectives when investing in projects. If the Trustee and/or its investment professionals were not to continue in their respective roles, the Fund may not be able to achieve its objectives.

#### DEFAULT AND CREDIT RISK

The ability of the Fund to recover any of its investment may be impacted by and subject to the rights of a senior secured lender. This means that where a senior debt lender has priority in respect of funds generated by a project invested into by the Fund, there may not be sufficient funds to repay the Fund's investment after repayment of the senior debt facility. Further, there will be no rights to recover the debt by seeking to take control or sell any real property of the Investment Manager.

## **CONSTRUCTION AND DEVELOPMENT RISK**

Investments in the Fund will be used for property construction projects and there are specific risks associated with this type of project. These risks include:

- construction or development costs can exceed budgeted costs and the borrower may be unable to complete the projects unless the borrower can obtain further funds;
- loan funds kept in reserve by the Manager to complete the projects being insufficient to meet the cost of completion; and
- a change in market conditions could result in the projects' values on completion being worth less than anticipated, or in lower sale rates and prices than expected.

The Investment Manager may manage this risk and its elements by:

- ensuring a guaranteed maximum price building contract from reputable and established builders who have experience in the type of proposed construction to be executed between the builder and borrower;
- ensuring that the projects are employing standard construction techniques and that adequate building insurance cover is in place;
- requiring minimum pre-sales or leasing commitments on the proposed development; and
- monitoring all construction loan draw-downs to ensure that there are always sufficient funds remaining to complete the projects. An independent quantity surveyor or construction cost manager may be appointed prior to the commencement of the projects to verify that there are sufficient funds available to complete the projects and to verify the completion of each stage of construction prior to the draw-down of funds.

The Manager will also require the developer to include a contingency factor on total construction costs in the debt funding required for each projects.

There is also a risk that the completion of the Projects could be delayed. We note that the Trustee may, at its discretion, extend the term of the Fund in the event that the completion of either Project is delayed. This may result in capital and income returns to investors also being delayed.

## **RELATED PARTY LOANS**

The loans made by the Fund will be made to the Project Borrowers who are related parties of the Investment Manager. By making an investment in the Fund, unit holders acknowledge that the Investment Manager and the Project Developers are related parties.

Unit holders further acknowledge that the loans to the Project Borrowers may not be on an arm's length terms and that the key terms of the investment loan have been adequately disclosed to unit holders or that they have made their own independent investigations to satisfy themselves of the benefit of entering into the Fund.

## **FUNDING RISK**

At the time of the issue of this Memorandum, the Project Borrowers have not yet secured the debt finance for the Projects and it is not expected to be in place at the time units are issued.

There is a risk that the funding expected to be raised will not be raised which may mean that the Projects will not proceed. Should this occur investment monies (after costs) will be returned to unit holders.

## **DIVERSIFICATION RISK**

The Fund will be financing real estate development, being the Projects, and other operations undertaken by the Golden Age Group. As such, the Fund will not be diversified by sector, geography or number of investments and the Fund will be exposed to any events which have an adverse effect on the value of the Projects or the Golden Age Group.

## **EARLY REPAYMENT**

Early repayments by the Project Borrowers of loan monies from the Fund will impact on the expected returns of the Fund.

## **LEGAL, REGULATORY AND COMPLIANCE RISK**

Changes in government legislation, regulation and policies generally could materially adversely affect the operating results of the Fund or Project Borrowers. Although unable to predict future policy changes, the Investment Manager intends to manage this risk by monitoring and reacting to any potential regulatory and policy changes.

The operation of a funds management business in Australia is subject to significant regulation by Australian government authorities including without limitation the Australian Securities and Investments Commission, the Australian Transactions Reporting and Analysis Centre, the Foreign Investment Review Board and the Australian Consumer and Competition Commission. There is a risk that the Fund may not comply at all times with its various obligations under government regulations and this may result in the loss of authorisations of the Australian Financial Services Licence held by the Trustee thereby preventing the continued operation of the Fund.

Furthermore, legal risks arise where contracts used by the Fund to make the unsecured loan agreements are found to be defective or unenforceable against counterparties. To manage this risk, the Trustee or Investment Manager will ensure that a reputable legal practitioner with professional indemnity insurance is engaged to prepare and finalise legal agreements.

## **LIQUIDITY RISK**

The Fund is an illiquid investment.

An investment in the Fund should be viewed as illiquid. There is currently no secondary market for units in the Fund and it is unlikely that any active secondary market will develop. There are substantial restrictions upon the transferability of Fund interests under the Fund Agreements and applicable securities laws.

Whilst the Fund may seek to offer annual liquidity by making liquidity offers, such offers are subject to available liquid assets within the Fund and the Trustee and Investment Manager do not guarantee that a withdrawal offer will be made or that all investors making a withdrawal request will be satisfied in full.

You should only consider an investment in this Fund if you are not likely to require access to your investment in the medium term.

## **INFORMATION NOT COMPLETE OR ACCURATE**

The Investment Manager is not in a position to confirm the completeness, genuineness or accuracy of any information or data included in this Information Memorandum. A significant amount of the material provided in this Memorandum was supplied by third parties. This information has not been audited or independently reviewed.

**TAX RISK**

Tax regulations can change and changes can be adverse. Investors should consider their own circumstances before investing.

**UNDERLYING PROPERTY RISK**

There may be external influences from time-to-time, including unforeseen items of expenditure which have not been budgeted for and loss of revenue, which adversely affect the income of the Fund. These may result in a reduction of distributions and returns.

**PERFORMANCE RISKS**

These risks relate to the performance of underlying property assets and may include:

- inability to settle or sell apartments within the Projects due to a depressed property market or other factors at the time of completion of the Projects;
- damage to a building as a result of fire, tempest, malicious damage, earthquake, etc. (however, these risks will be insured against);
- risk that the Fund will be involved in disputes or litigation; and
- changes in income tax, indirect tax or stamp duty legislation or policy may affect the Fund's returns.

**OPERATING HISTORY**

The Fund has no operating history upon which Investors may base an evaluation of its likely performance. The success of the Fund's investment activities will depend almost entirely on the Investment Manager's ability to carry out the proposed investment strategy successfully. While the principals of the Investment Manager have previous experience making and managing investments of the type contemplated by the Fund, there can be no assurance that the Fund's investments will achieve the targeted rate of return.

**RETURN OF CAPITAL**

The return of capital and the realisation of gains, if any, generally will occur only upon the partial or complete repayment of loan funds. Given the nature of the Fund, it is expected that this will occur approximately three years after the initial Investment. Before such time, there may be no capital return on the Investment. There can be no assurance that profits will be realised from the Projects and losses may be realised before gains are realised. Investors should also note that Fund operating expenses, including annual management fees, may exceed income or realised profits therefore requiring the difference to be paid from the Fund's capital.

**VALUATION RISK**

This is the risk that the valuation of the Projects is inaccurate at the time of making the loans so that the amount realised on a winding up of either of the Project Borrowers is less than would have been expected had the valuation been correct. There is also the risk that a valuer who provides an inaccurate valuation does not have or no longer has adequate professional indemnity insurance to cover the valuation on which the lender relies. In the event that the valuations obtained by purchasers to secure finance are below the purchase price, this may adversely impact their ability to settle.

**PLANNING RISK**

It may be more difficult than anticipated, or even impossible, to obtain the requisite government or regulatory approvals and permits for the Projects and this may increase costs and cause delays to the Projects. In addition, a requirement of a government or semi-government department or authority (including relating to environmental, archaeological, planning or servicing issues) may result in a reduced yield or delay in the property development projects which may impact on the ability of the property development projects to generate a profit.

**CONTRACTOR & THIRD PARTY RISK**

Contractors and third parties engaged to perform works on the Projects could become insolvent or default under their contracts which may lead to delays or impact on the viability of the property development projects.

**ENVIRONMENTAL RISK**

Changes to, or unforeseen environmental, archeological and ethnographic conditions and requirements may impact the progress and cost of the Projects.

**FEES & EXPENSES**

The Fund will incur fees and expenses regardless of whether it is successful. The Fund will pay Investment Management fees, Trustee Fee's and Administration Fee's whether or not it receives its returns. In addition, the Fund will also be required to pay annual Investment Management fees, Trustee Fee's and Administration Fee's whether the funds raised are fully utilised or not. The Fund must therefore ensure that sufficient liquidity is maintained in order to meet these and other expenses. The Trustee and the Investment Manager expect to incur significant costs and expenses in seeking to source, evaluate, structure, negotiate, close, monitor and exit the investment including, but not limited to, financial, legal, technical, regulatory, commercial advisers, engaged to assist the Trustee and the Manager in seeking to source, evaluate, structure, negotiate, close, monitor and exit the investment. There can be no assurance that the Fund will be successful in being able to recover these fees and expenses from a successfully closed investment. These amounts may be significant and could have an adverse impact on the return that Investors might otherwise realise.

**CURRENCY RISK**

While the Fund accepts Application monies in both AUD and USD from Investors, the Fund's investments will be domiciled in Australia, therefore the weakening of a country's currency relative to the Australian dollar will negatively affect the value of the Fund's investments from the perspective of an international investor.

**THINLY-CAPITALISED MANAGEMENT**

The Investment Manager does not have any material independent financial resources. If an action or claim is brought against the Investment Manager and such claim is not covered by the professional indemnity or directors' and officers' insurance policies arranged by or on behalf of the Investment Manager, the Fund cannot assure that the Investment Manager will have sufficient financial resources to cover any amounts payable under any such claim. The Fund is reserved to certain sophisticated investors who are required to be aware of the risks involved in an investment in property and who accept that they will have recourse only to the Fund's assets in existence at any given time.

**OTHER RISKS**

It is important to note that not all risks can be foreseen. It is therefore not possible for the Investment Manager to protect the value of the Fund's investment from all risks. Investors should ensure they obtain appropriate professional advice regarding the suitability of an investment in the Fund having regard to their individual circumstances, including investment objectives, their level of borrowings, their financial situation and individual needs.

Neither the Trustee nor Investment Manager guarantees the repayment of investments or the performance of the Fund.

**ADDITIONAL CONFLICTS OF INTEREST RISKS**

The Investment Manager and the Project Borrowers are related parties and the Investment Manager may have a conflict of interest in respect of the way in which it manages the Fund's investment.

**FORECASTING RISK**

The estimated costs of the Projects and estimated realisation values for the Projects are forecasts only. The costs may be more than estimated and the realisation values may be less than estimated, this may result in lower or no returns to investors as a result of a default by either of the Projects Borrowers. Due to various risks and uncertainties, including those set forth under "Risk Factors," actual events or results or the actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking statements. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of the Trustee and/or its advisers.

## 7. TAX AND REGULATORY CONSIDERATIONS

Taxation implications will vary depending on an investor's individual circumstances. Investors should seek their own taxation advice prior to investing.

### **TAX FILE NUMBER AND AUSTRALIAN BUSINESS NUMBER (AUSTRALIAN TAX RESIDENTS)**

It is not compulsory for an Investor to quote a Tax File Number (TFN), claim a valid exemption for providing a TFN, or (in certain circumstances) provide an Australian Business Number (ABN). However, if an Investor does not provide a TFN, exemption or ABN, tax will be required to be deducted from the Investor's distributions at the highest marginal tax rate plus Medicare levy and any other applicable Government charges (currently 49%).

### **AUSTRALIAN GOODS AND SERVICES TAX (GST)**

GST should not be payable on the issue or redemption of units nor on any of the distributions to Unit holders. GST may apply to the fees charged to the Fund by the Investment Manager and in relation to other expenses of the Fund. The Fund may be entitled to claim input tax credits and / or reduced input tax credits for any GST paid

### **FOREIGN ACCOUNT TAX COMPLIANCE ACT**

In compliance with the United States (US) income tax laws commonly referred to as the Foreign Account Tax Compliance Act ('FATCA') and the Intergovernmental Agreement signed between the US and Australian Governments in April 2014 in relation to FATCA, the Fund will be required to provide information to the ATO in relation to Investors that are: (a) US citizens or residents; (b) entities controlled by US persons; and (c) financial institutions that do not comply with FATCA.

Where Investors do not provide appropriate information to the Fund, the Fund will also be required to report those accounts to the ATO.

### **ANTI-MONEY LAUNDERING REGULATIONS**

#### **AUSTRALIAN REQUIREMENTS**

The Investment Manager is required to comply with the Anti-Money Laundering and Counter Terrorism Financing Act 2006 ("AML/CTF Law"). This means that the Investment Manager will require potential Investors to provide personal information and documentation in relation to their identity when they invest in the Fund. The Investment Manager may need to obtain additional information and documentation from Investors to process applications or subsequent transactions or at other times during the period of the investment.

The Investment Manager may need to identify:

- (a) an Investor prior to purchasing units in the Fund. The Investment Manager will not issue units until all relevant information has been received and an Investor's identity has been satisfactorily verified; and
- (b) anyone acting on behalf of an Investor, including a power of attorney.

In some circumstances, the Investment Manager may need to re-verify this information.

By applying to invest in the Fund, Investors also acknowledge that the Investment Manager may decide to delay or refuse any request or transaction, including by suspending the issue or withdrawal of units in the Fund, if it is concerned that the request or transaction may breach any obligation of, or cause the Investment Manager to commit or participate in an offence under, any AML/CTF Law, and the Investment Manager will incur no liability to Investors if it does so.

## **FOREIGN INVESTMENT REVIEW BOARD (FIRB)**

The Fund Investors are likely to be predominantly entities that are domiciled and operate outside Australia. As a result, the Fund will be characterised as a “foreign person” for purposes of the Foreign Acquisitions and Takeovers Act 1975 (Cth) (“FTA”), meaning that acquisitions of Australian assets by the Fund will be subject to the review processes contemplated by the FTA.

The Australian Government has established, under the FTA, related regulations and foreign investment policy, investment thresholds for foreign persons. Generally, the effect of these is that the acquisition of any asset (including shares in a company, instruments convertible into shares in a company and direct Project equity) for a consideration of \$A 252 million or less and, in the case of shares in a company, for the acquisition of 20% or less of the fully-diluted issued capital of the company will be approved automatically on a notification-only basis. However, other requirements apply in respect of residential real estate, vacant land and shares or units in companies or unit trusts that have 50% or more of the value of their assets in Australian urban land. Other requirements also apply to the acquisition of interests in developed commercial real estate.

The Investment Manager will consult with investors in relation to the applicable FTA requirements from time to time, having regard to the nature of the proposed investments.

All of the investments by the Fund will be under this threshold and thus not require specific approval.

## **ADDITIONAL INFORMATION**

Before the consummation of the offering, the Investment Manager will provide to each prospective Investor and such Investor’s representatives and advisors, if any, the opportunity to ask questions and receive answers concerning the terms and conditions of this offering and to obtain any additional information that the Investment Manager may possess or can obtain without unreasonable effort or expense that is necessary to verify the accuracy of the information furnished to such prospective investor. Any such questions should be directed to the Investment Manager. No other persons have been authorised to give information or to make any representations concerning this offering, and if given or made, such other information or representations must not be relied upon as having been authorised by the Investment Manager.

This Memorandum is intended to present a general outline of the policies and structure of the Fund, the Trustee and the Investment Manager. Each prospective Investor should thoroughly review the Fund Agreements, which specify the rights and obligations of the Investors. The summary of terms of certain provisions of the Fund Agreements contained herein is necessarily incomplete and is qualified in its entirety by reference to such agreement. Copies of the Fund Agreements will be made available upon request.

## **PRIVACY**

Investors will be required to provide personal information to make an investment in the Fund. The Trustee and service providers to the Trustee or the Fund may collect, hold and use potential Investors’ personal information in order to assess applications, service their needs as a client or investor, provide facilities and services to Investors, the Trustee or the Fund and for other purposes permitted under the Privacy Act 1998 (Cth). Tax and company law also require some of the information to be collected in connection with applications. If a potential Investor does not provide the information requested or provides incomplete or inaccurate information, their application may not be able to be processed efficiently, or at all. Investors’ information may be disclosed to the Trustee’s agents and service providers on the basis that they deal with such information in accordance with the Trustees privacy policy.

An Investor's personal information may also be used to administer, monitor and evaluate products and services, gather, aggregate and report statistical information, assist the Investor with any queries and take measures to detect and prevent fraud and other illegal activity. The Investment Manager may also be allowed or obliged to disclose information by law and to report on risk management matters. Any Investors who have concerns about the completeness or accuracy of the information the Trustee has about them or who would like to access or amend their personal information held by the Trustee should contact the Trustee. Investors who wish to receive a copy of the Investment Manager's privacy policy should also contact the Trustee.

### **COMMON REPORTING STANDARDS (CRS)**

CRS is the single global standard set by the Organisation for Economic Co-operation and Development (OECD) for the automatic exchange of information with revenue authorities for tax non-residents that invest in certain financial accounts. The standard covers both the identification of tax non-residents and reporting on the applicable financial accounts. The Trustee will be a 'Reporting Financial Institution' under CRS and intends to comply with its CRS obligations under any relevant Australian laws and regulations, including obtaining and disclosing information about certain investors to the ATO or other foreign tax authorities as required. To facilitate these disclosures, Investors will be required to provide certain information such as that relating to their country of tax residence and their relevant taxpayer identification number (if applicable).

The CRS regime will take effect on 1 July 2017, with the first exchange of information to occur in 2018.

### **CONSENTS**

Golden Age Capital Pty Ltd, Golden Age Longship Investment Pty Ltd, Golden Age Glen Pty Ltd and Vasco Funds Management Pty Ltd have given their written consent to be named in the Information Memorandum in the form and context in which they are named and have not withdrawn their consent prior to the date of this Information Memorandum.

## 8. LEGAL AND ADDITIONAL INFORMATION

### SUMMARY OF IMPORTANT DOCUMENTS

The following is a summary of material documents relevant to the Fund. The material documents are:

1. Trust Deed
2. Investment Management Agreement
3. Corporate Authorised Representative Agreement
4. Administration Management Agreement

### TRUST DEED

The Trust Deed is the primary document that governs the way the Fund operates and sets out many of the rights, liabilities and responsibilities of both the Trustee and Investors.

Each Unit gives you an equal and undivided interest in the Fund. However, a Unit does not give you an interest in any particular part of the Fund. Subject to the Trust Deed, as an Investor you have the following rights:

- The right to share in any distributions;
- The right to attend and vote at meetings of Investors; and
- The right to participate in the proceeds of winding up of the Fund.

The Trust Deed contains provisions about convening and conducting meetings of Investors.

We can amend the Trust Deed without the approval of Investors provided we reasonably consider the changes will not adversely affect your rights. The Trust Deed can also be amended by a special resolution passed by Investors.

A copy of the Trust Deed is available free of charge by contacting the Trustee on +613 8352 7120.

### INVESTMENT MANAGEMENT AGREEMENT

The Investment Management Agreement is between the Investment Manager and the Trustee under which the Investment Manager provides investment management services to the Fund.

The Investment Management Agreement sets out the Investment Manager's obligations to the Trustee and to the Fund. The agreement also contains the fees payable to the Investment Manager for its services.

The Investment Management Agreement will remain in force until the Fund is wound up, unless the agreement is terminated earlier in accordance with its provisions. The agreement can be terminated by the Trustee if the Investment Manager is in material breach of the agreement, and that breach has not been remedied after a certain time. There are also provisions allowing the Trustee and Investment Manager to terminate if, for example, either party becomes insolvent.

### CORPORATE AUTHORISED REPRESENTATIVE AGREEMENT

The Investment Manager is a corporate authorised representative (Number1204728) of D H Flinders Pty Ltd ACN 141 601 596 (AFSL no. 353001).

The Investment Manager's authorisation is limited to its role as Investment Manager of the Fund and other Golden Age funds of which the Trustee is the trustee and does not extend to any other business that the Investment Manager conducts, or services that the Investment Manager provides.

### ADMINISTRATION MANAGEMENT AGREEMENT

The Administration Management Agreement is between the Administration Manager and the Trustee under which the Administration Manager provides fund administration and accounting services to the Fund. The agreement sets out the Administration Manager's obligations and contains the fees payable to the Administration Manager for its services.

## 9. DEFINITIONS

<b>85 Spring Street Project</b>	The development of 85 Spring Street, Melbourne, Victoria, Australia.
<b>85 Spring Street Project Borrower</b>	Golden Age Longship Investment Pty Ltd (ACN617 856 158)
<b>Administration Manager</b>	Vasco Funds Management Pty Ltd ACN 610 512 331
<b>AFSL</b>	Australian Financial Services License
<b>Application Amount</b>	The Application Amount is the amount invested by the Investor.
<b>ASIC</b>	The Australian Securities and Investments Commission
<b>Corporations Act</b>	Corporations Act 2001 (Cth)
<b>Custodian</b>	Vasco Investment Managers Limited ACN:138 715 009 AFSL: 344486
<b>Final Close</b>	31 July 2017, or such other date as determined by the Trustee in its absolute discretion
<b>Fund</b>	Golden Age Glen Property Fund , which is a unit trust scheme established under the laws of the Commonwealth of Australia
<b>Fund Agreements</b>	The Trust Deed and associated documents, whose provisions govern the Fund and set out the rights of unitholders and powers and duties of the Investment Manager, amongst other matters
<b>Glen Waverly Project</b>	The development of the residential towers at the Glen Shopping Center, Glen Waverly.
<b>Glen Waverly Project Borrower</b>	Golden Age Glen Pty Ltd (ACN618 285 895)
<b>Golden Age Capital</b>	Golden Age Capital Pty Ltd ACN 607 858 131
<b>Golden Age Group or Golden Age</b>	The group of entities generally known as the Golden Age Group
<b>Investee</b>	A company or other entity in which the Fund makes, or is proposing to make, an investment in
<b>Investment Manager</b>	Golden Age Capital Pty Ltd ACN 607 858 131, a corporate authorised representative (Number 1204728) of D H Flinders Pty Ltd ACN 141 601 596 (AFSL no. 353001)
<b>Investors</b>	The investors in the Fund
<b>Memorandum</b>	This information memorandum issued to provide certain information about the Fund to potential Fund Investors in connection with their consideration of an investment in the Fund
<b>Offer</b>	The offer to subscribe for units in the Fund as set out in this Memorandum

<b>Project Borrower</b>	In relation to: <ul style="list-style-type: none"> <li>• the Glen Waverly Project - the Glen Waverly Project Borrower; and</li> <li>• the 85 Spring Street Project - the 85 Spring Street Project Borrower.</li> </ul>
<b>Securities and Futures Act or SFA</b>	Singapore's Securities and Futures Act (Chapter 289)
<b>Term Sheet</b>	The document so titled issued by the Trustee which sets out the targeted income return for each class of Units.
<b>Trust Deed</b>	The constitution for the Fund dated on or about 1 June 2017, as amended from time to time.
<b>Trustee</b>	Vasco Investment Managers Limited ACN:138 715 009 AFSL: 344486
<b>Unit</b>	A fractional undivided interest in the Fund
<b>Vasco</b>	Vasco Investment Managers Limited ACN: 138 715 009 AFSL: 344486 being the Trustee of the Fund.

## 10. APPLICATIONS FOR UNITS

### 10.1 APPLICATIONS FOR UNITS

An application for units can only be made by completing and lodging the “Application for Units” form that is attached to this Memorandum (“Application”). Instructions relevant to completion of the Application are set out in the form.

A completed and lodged Application, together with payment of the relevant application monies should be returned to the Administration Manager at the address shown on the Application. This will constitute a binding and irrevocable application for the number of units noted on the Application.

If the Application for units is not completed correctly or if the payment of the application monies is for the wrong amount, it may still be treated as a valid Application at the sole discretion of the Trustee. However, where the payment is for less than the number of units applied for, the Application will be deemed to be for the lower number of units.

The Trustee reserves the right to reject an Application (in whole or in part) without reason.

Applications along with application monies should be emailed, faxed, mailed or delivered to:

**Vasco Investment Managers Limited**  
**Level 5, 488 Bourke Street Melbourne, Victoria, 3000, Australia**  
**T +61 3 8352 7120 F +61 3 8352 7199 E info@vascofm.com**

All application money payments should be made as follows:

#### 1. BY CHEQUE:

Cheques should be made out to “Vasco Investment Managers Limited ATF Golden Age Glen Property Fund” and crossed “Not Negotiable”. No application will be processed until the cheque has been cleared. Only cheques or drafts in Australian currency and drawn on an Australian bank will be accepted.

#### 2. BY ELECTRONIC TRANSFER:

#### AUD INVESTMENTS

Transfers should be made to “Vasco Investment Managers Limited ATF GAGPF” c/o Macquarie Bank – BSB: 182 512, Account: 965294051 and identified by the name of the person or entity making the transfer (including ACN or ABN) where applicable. The Macquarie Bank Swift Code is MACQAU2SXXX.

#### USD INVESTMENTS

Transfers should be made to “Vasco Investment Managers Limited ATF GAGPF” c/o ANZ Banking Group Limited – BSB: 013052, Account: 602078USD00001, and identified by the name of the person or entity making the transfer (including ACN or ABN) where applicable. The ANZ Banking Group Limited Swift Code is ANZBAU3M.

All application monies received in relation to the Offer will be held in the account of the Trustee until allotment.

## **10.2 UNIT ALLOTMENT**

Applications will be processed and units issued on a first-come, first-served basis. Early lodgement of applications is recommended as the Offer may be closed early at the discretion of the Trustee.

An application for units constitutes an offer by the applicant to subscribe for units on the terms and subject to the conditions set out in this Memorandum. Where the number of units allotted is less than the number of units applied for or where no allotment is made, the surplus application monies will be returned to the applicant by cheque within 14 days of the relevant closing date. Interest will not be paid on refunded application monies. Any interest earned on application monies will be retained by the Trustee and will not form part of the Fund's assets.

## **10.3 MINIMUM INVESTMENT**

The minimum investment in applying for units is AUD500,000 or USD400,000.

The offer of subscription for units in respect of the Offer is expressly restricted to wholesale clients as defined in the Corporations Act. However, the Trustee has discretion to accept applications from people who are not wholesale clients, provided these people are otherwise permitted by law to participate in the Offer.

By lodging an application for units in respect of the Offer contained in this Memorandum, the prospective Investor declares and warrants to the Fund that they are and will remain a wholesale client as defined in the Corporations Act or are otherwise permitted by law to participate in the Offer.

The Trustee has the discretion to accept applications of less than AUD500,000 or USD400,000.

# Application Form

## Golden Age Glen Property Fund



Use this application form if you wish to invest in:

### Golden Age Glen Property Fund

The Information Memorandum (IM) dated 15 June 2017 for the Golden Age Glen Property Fund (Fund) includes information about purchasing units in the Fund. Any person who gives another person access to the application form must also give the person access to the IM and any incorporated information. You should read the IM and any incorporated information before completing this application form. The trustee of the Fund is Vasco Investment Managers Limited (Vasco) ABN 71 138 715 009, AFSL 344486. Vasco or a financial adviser who has provided an electronic copy of the IM and any incorporated information, will send you a paper copy of the IM and any incorporated information and application form free of charge if you so request.

## Customer identification

If you are a new investor, you are also required to complete the relevant Customer Identification Form (FSC/FPA forms) depending on what type of investor you are e.g. individual or super fund. The Customer Identification Forms are available on our website [www.vascofm.com](http://www.vascofm.com) or by calling our Investor Services team on 03 8352 7120.

Australia's Anti-Money Laundering and Counter Terrorism Financing (AML/CTF) legislation obliges us to collect identification information and documentation from prospective investors.

Investors are required to complete this Application Form together with the relevant Customer Identification Form and send these to us with the required identification documentation. We will not be able to process your Application without a correctly completed Customer Identification Form and the required identification documentation.

## Important Information for Financial Advisers

When using this Customer Identification Form, please complete Sections 1 or 2 and 3.

If you are a financial adviser who has identified and verified the investor, by completing this Customer Identification Form together with the verification procedure and in the consideration of Vasco Investment Managers Limited (Vasco) accepting the investor's application:

- you agree to identify and verify all new investors, using this Customer Identification Form or the industry standard FSC/FPA Identification Form for identifying new investors
- you agree to retain a copy of the completed forms and all identification documents received from the investor in the investor's file for seven (7) years after the end of your relationship with the investor
- you agree to advise Vasco in writing when your relationship with the investor is terminated and agree to promptly provide Vasco all identification documents and/or the record of identification received from the investor at this time, or as otherwise requested from Vasco, from time to time.

## Contact details

Mail your completed application form and identity verification documents to:

Vasco Investment Managers Limited  
Level 5, 488 Bourke Street  
Melbourne VIC 3000

If you have any questions regarding this form or the required Customer Identification requirements, please contact our Investor Services team on 03 8352 7120.

## Checklist

Before sending us your application please ensure you have:

- completed this form in full;
- for new investments, completed the relevant 'Identity Verification Form' available on our website [www.vascofm.com](http://www.vascofm.com);
- if paying via cheque, ensure cheque is made payable to 'Vasco Investment Managers Limited <ATF GAGPF>' and attach it to this application form;
- If you wish to make a distribution direction, complete, sign and attach this form; and
- read the declaration and provided all relevant signatures.

# Application Form

## Golden Age Glen Property Fund



PLEASE USE BLOCK LETTERS AND BLACK INK TO COMPLETE THIS APPLICATION FORM

### 1. Investor type

- Individual investor or joint investors – also complete 'Customer Identification Form – Individuals and Sole Traders'
- Sole Trader – also complete 'Customer Identification Form – Individuals and Sole Traders'
- Super Fund – also complete 'Customer Identification Form – Regulated Trusts inc SMSFs'
- Trust – also complete 'Customer Identification Form – Unregulated Trusts & Trustees'
- Australian company – also complete 'Customer Identification Form – Australian Companies'
- Foreign company – also complete 'Customer Identification Form – Foreign Companies'
- Other – contact our Investor Services team on 03 8352 7120 for other Customer Identification Forms.

### 2. Investor name

#### 2A. Individual investor/joint investors/sole trader

#### Investor 1

Surname

Full given name(s)

Title (Mr/Mrs/Miss/Ms)  Date of birth

Business name of sole trader (if applicable)

#### Investor 2

Surname

Full given name(s)

Title (Mr/Mrs/Miss/Ms)  Date of birth

#### 2B. Super fund/Trust/Australian company/ Foreign company/other

Name of entity

#### 2C. Account designation (if applicable)

Provide the name of the person for whom the investment is being made (if applicable). Please note we do not accept investments from people under 18 years of age; however, investments may be designated on their behalf.

Surname

Full given name(s)

Title (Mr/Mrs/Miss/Ms)

We are only required to act on instructions from the investors listed in 2A and 2B. Vasco is not bound to take any notice of any interest of any person listed in 2C.

### 3. Contact details

This is the address where all correspondence will be sent.

Contact person

Unit number  Street number

Street name

Suburb

State  Postcode

Country

Phone (after hours)  Phone (business hours)

Mobile  Facsimile

Email

### 4. Tax information

It is not against the law if you choose not to give your TFN or exemption reason, but if you decide not to, tax may be taken out of your distributions at the highest marginal tax rate (plus Medicare levy).

#### 4a. Individual investor or entity

#### 4b. Investor 2 (joint investors)

TFN  TFN

Tax exemption  Tax exemption

ABN

#### 4c. Non-residents

If you are an overseas investor, please indicate your country of residence for tax purposes.

### 5. Investment allocation and payment options

Please indicate how you will be making your new or additional investment and the amount you wish to invest.

I/we are making my/our investment via:

- Direct Credit/EFT → see below.
- Cheque → make cheque payable to 'Vasco Investment Managers Limited ATF GAGPF'.

Fund name	Investment Amount
AUD investment amount	\$ <input type="text"/> , <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/>
USD investment amount	\$ <input type="text"/> , <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/>
Unit Class selection – name	<input type="text"/>

The minimum initial investment is AUD500,000 or USD400,000.

**Cheque Instructions:** Cheques or drafts must be made payable to Vasco Investment Managers Limited ATF GAGPF. Only cheques or drafts in Australian currency and drawn on an Australian bank will be accepted. Your cheque(s) should be crossed NOT NEGOTIABLE. Mail or deliver your completed Application Form with your cheque(s) to:

Vasco Investment Managers Limited  
 Level 5, 488 Bourke Street  
 Melbourne, VIC, 3000  
 P +61 3 8352 7120 F +61 3 8352 7199 E info@vascofm.com

Alternatively you can direct credit your application funds to:

#### Direct Credit / EFT Instructions for AUD investment

Vasco Investment Managers Limited ATF GAGPF  
 Macquarie Bank  
 BSB - 182 512  
 Account number - 965294051  
 Swift Code - MACQAU2SXXX

#### Direct Credit / EFT Instructions for USD investment

Vasco Investment Managers Limited ATF GAGPF  
 ANZ Banking Group Limited  
 BSB - 013052  
 Account number - 602078USD00001  
 Swift Code - ANZBAU3M

Please note the applicants name when transferring the funds.





## Signatories

The table below provides guidance on completing the Declaration and applicant(s) signature's section of the application form. Before signing the application form please ensure you have read the declaration.

Type of investor	Names required	Signature required	TFN/ABN to be provided
<b>Individual and/or joint investors</b>	i. Full name of each investor (please do not use initials).	Individual investor's; or each joint investor's	Individual investor's; or each joint investor's
<b>Sole trader</b>	i. Full name of sole trader; and ii. Full business name.	Sole trader's	Sole trader's
<b>Australian or foreign company</b>	i. Full company name as registered with the relevant regulator; and ii. Name of each director of the company; and iii. Full name of each beneficial owner*	i. Sole director's; or ii. Two directors'; or iii. One director's and company secretary's	Company's
<b>Trust/Superannuation fund</b> If you are investing on behalf of a superannuation fund, we will assume the superannuation fund to be a complying fund under the Superannuation Industry (Supervision) Act.	i. Full trust/superannuation fund name (e.g. Michael Smith Pty Ltd ATF Michael Smith Pty Ltd Super Fund); and ii. Full name of the trustee(s) in respect of the trust/super fund. Where the trustee is an individual, all information the 'Individual and Sole Traders' section must be completed. If any of the trustees are an Australian company, all information in the 'Australian company' section must also be completed; and iii. Names of beneficiaries (if identified in Trust Deed). iv. Full name of the settlor** v. Full name of each beneficial owner	Individual trustee(s) 'as trustee for' If any of the trustees are an Australian company, the signatures set out in the 'Australian company' section are also required.	Superannuation fund's or trust's
<b>Account designation</b>	Name of the responsible adult, as the investor.	Adult(s) investing on behalf of the person/minor	Adult(s)
<b>If the investment is being made under Power of Attorney (POA)</b> Please ensure an original certified copy of the POA is attached to the application form. Each page of the POA must be certified.	i. Full name of each investor(s) (as listed in section 3); and ii. Full name of person holding POA (underneath signature).	Person holding Power of Attorney <b>In the case that the POA document does not contain a sample of the POA's (i.e. Attorney's) signature, please provide a certified copy of either the POA's driver's licence or passport containing a sample of their signature.</b>	Individual investor's; or each joint investor's

\* Beneficial owner means an individual who ultimately owns or controls (directly or indirectly) the investors. Owns mean ownership (either directly or indirectly) of 25% or more of the investor.

\*\* This is not required in some circumstances.

## **SCHEDULE - OFFERING LEGENDS**

It is the responsibility of any persons wishing to subscribe for interests to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions. Prospective Investors should inform themselves as to the legal requirements and tax consequences within the countries of their citizenship, residence, domicile and place of business with respect to the acquisition, holding or disposal of interests, and any foreign exchange restrictions that may be relevant hereto.

### **AUSTRALIA**

This Memorandum may not be circulated or distributed and no offer for subscription or purchase of the units offered hereby, nor any invitation to subscribe for or buy such interests has been made or issued, directly or indirectly, in Australia, other than to prospective Investors who are wholesale clients as defined in section 761G of the Corporations Act in an offer exempt from the disclosure requirements of Part 7.9 of the Corporations Act. Further, the units offered hereby may not be resold in Australia within a period of 12 months after the date of issue otherwise than by means of an offer exempt from the disclosure requirements of Part 7.9 of the Corporations Act.

This Memorandum is not a prospectus or product disclosure statement under the Corporations Act and is not required to be, and has not been, lodged with the Australian Securities and Investments Commission. To the extent that information in this Memorandum constitutes financial product advice, it is general financial product advice only, is provided by the Investment Manager and does not consider the specific objectives, financial intentions or needs of any particular person. Each person considering subscribing for interests should read this Memorandum in full before making a decision to acquire any interests. There is no cooling-off regime in Australia that applies in respect of the issue of the interests.

### **SINGAPORE**

The Fund is a restricted scheme as referred to in s305 of the SFA and an application for registration will be submitted to the Monetary Authority of Singapore prior to any offer made to investors in Singapore. This Memorandum has been prepared on the basis that prospective Investors from Singapore are accredited investors or certain other persons prescribed under s305 of the SFA. Accordingly, this scheme is not authorised or recognised by the Monetary Authority of Singapore and Units in this scheme are not allowed to be offered to the retail public. Further, this Information Memorandum is not a prospectus as defined in the Securities and Futures Act and, accordingly, statutory liability under the Securities and Futures Act in relation to the content of prospectuses does not apply, and the offeree should consider carefully whether the investment is suitable for them. The Trustee, Investment Manager and Fund are all regulated by the Australian Securities and Investments Commission (ASIC) under the Corporations Act 2001(Cth). ASIC is located at 120 Collins Street, Melbourne VIC 3000, Australia and can be contacted on 1300 300 630.

## **CHINA**

The units are not being offered or sold and may not be offered or sold, directly or indirectly, to the general public in the People's Republic of China ("PRC") (for such purposes, not including the Hong Kong and Macau Special Administrative Region or Taiwan). This Memorandum or other offering materials has not been filed with or approved by the PRC (for such purposes, not including the Hong Kong and Macau Special Administrative Region or Taiwan) authorities, and is not an offer of securities (whether IPO or private placement) within the meaning of the PRC securities law or other pertinent laws and regulations of the PRC. This Memorandum shall not be offered to the general public if used within the PRC, and the interests can only be offered or sold to PRC Investors that are authorised to engage in the purchase and sale of the type being offered or sold. PRC Investors are responsible for obtaining all relevant government regulatory approvals/licenses themselves, including without limitation any which may be required from the State Administration of Foreign Exchange, the China Banking Regulatory Commission, and complying with all relevant PRC regulations.

## **HONG KONG**

The Fund has not been authorised by the Securities and Futures Commission in Hong Kong, accordingly, the units cannot be offered or sold in Hong Kong, by means of any document, other than to "professional investors" as defined in the Securities and Futures Ordinance (cap. 571) of Hong Kong (the "SFO") and any rules made under the SFO; nor may any person issue, or possess for the purposes of issue, any advertisement, invitation or document relating to the interests, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the units which are, or are intended to be, disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

## **DIRECTORY**

### **INVESTMENT MANAGER GOLDEN AGE CAPITAL PTY LTD**

Level 39  
120 Collins Street  
Melbourne Victoria 3000  
  
Telephone 03 9671 3928

### **TRUSTEE VASCO INVESTMENT MANAGERS LIMITED**

Level 5  
488 Bourke Street  
Melbourne Victoria 3000  
Australia  
  
Telephone 03 8352 7120

### **ADMINISTRATION MANAGER VASCO FUNDS MANAGEMENT PTY LTD**

Level 5  
488 Bourke Street  
Melbourne Victoria 3000  
Australia  
  
Telephone 03 8352 7120