

# JOHNSON WINTER & SLATTERY

**Partner:** Paul Vinci +61 8 6216 7219  
**Email:** paul.vinci@jws.com.au  
**Our Ref:** C4678  
**DocID:** 76219030.3

31 October 2019

ASX Market Announcements Office  
20 Bridge Street  
Sydney NSW 2000

**BY FACSIMILE: 1300 135 638**


Dear Sir/Madam

**Maso Capital Investments Limited – ASIC Form 603 (Notice of initial substantial holder)**

We act for Maso Capital Investments Limited and entities associated with it.

We enclose an ASIC Form 603 (5 pages) for release on behalf of our client.

Yours faithfully



Enc.

For personal use only

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme Australian Unity Office Fund (AOF)

ACN/ARSN ARSN 113 369 627

**1. Details of substantial holder (1)**

Name Maso Capital Investments Limited (MCIL), Blackwell Partners LLC – Series A (Blackwell), Star V Partners LLC (Star), Maso Capital Arbitrage Fund Limited (MCAF), Maso Capital Partners Limited (MCPL) and the persons listed in Annexure A

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 30/10/2019

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Units	10,169,492	10,169,492	6.25%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
MCIL	Relevant interest under section 608(1)(b) and (c) of the <i>Corporations Act 2001</i> (Cth) (Act) as the beneficial owner of Ordinary Units.	1,015,932 Ordinary Units
Blackwell	Relevant interest under section 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Units.	2,298,305 Ordinary Units
Star	Relevant interest under section 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Units.	1,089,153 Ordinary Units
MCAF	Relevant interest under section 608(1)(b) and (c) of the Act as the beneficial owner of Ordinary Units	5,766,102 Ordinary Units
MCPL	Relevant interest under section 608(1)(b) and (c) of the Act in the Ordinary Units held by each of MCIL, Blackwell, Star and MCAF in its capacity as investment adviser of each of MCIL, Blackwell, Star and MCAF.	10,169,492 Ordinary Units
Person listed in Part 1 paragraph (a) of Annexure A	The person listed in Part 1 paragraph (a) of Annexure A is taken to have the same relevant interest as MCIL's relevant interest in AOF held by MCIL by virtue of section 608(3) of the Act as a result of it owning 100% of the issued share capital in MCIL.	1,015,932 Ordinary Units

For personal use only

Persons listed in Part 1 paragraphs (b) to (d) of Annexure A	The persons listed in Part 1 paragraphs (b) to (d) of Annexure A are taken to have the same relevant interest in AOF as MCPL's relevant interest by virtue of section 608(3) of the Act as a result of having control and/or voting power in excess of 20% in MCPL.	10,169,492 Ordinary Units
--	---	---------------------------

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number
MCIL, MCPL and the persons listed in Part 1 of Annexure A	HSBC Bank Australia Limited	Maso Capital Investments Limited	1,015,932 Ordinary Units
Blackwell, MCPL and the persons listed in Part 1 paragraphs (b) to (d) of Annexure A	HSBC Bank Australia Limited	Blackwell Partners LLC – Series A	2,298,305 Ordinary Units
Star, MCPL and the persons listed in Part 1 paragraphs (b) to (d) of Annexure A	HSBC Bank Australia Limited	Star V Partners LLC	1,089,153 Ordinary Units
MCAF, MCPL and the persons listed in Part 1 paragraphs (b) to (d) of Annexure A	Citigroup Pty. Limited Melbourne, Australia	Maso Capital Arbitrage Fund Limited	5,766,102 Ordinary Units

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
MCIL, Blackwell, Star and MCAF	30 October 2019		On market purchase of securities. Refer to Annexure B.	Refer to Annexure B.
MCPL and the persons listed in Part 1 of Annexure A	30 October 2019	Nil		10,169,492 Ordinary Units

#### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
MCPL	<p>MCPL is an associate of each of MCIL, Blackwell, Star and MCAF as it has the power to control the AOF shares owned by each of MCIL, Blackwell, Star and MCAF and/or is acting with a common purpose in respect of those AOF shares pursuant to the terms of an investment advisory/management agreement.</p> <p>MCPL is an associate of each person listed in Part 1 paragraphs (b) to (d) of Annexure A because it is controlled by those persons.</p> <p>MCPL is an associate of the persons listed in Part 2 of Annexure A as MCPL is the investment adviser or manager of, and thereby controls, each of those persons.</p>

Each person listed in Annexure A	<p>The person listed in Part 1 paragraph (a) of Annexure A is an associate of MCIL because it owns 100% of the issued share capital in MCIL.</p> <p>Each person listed in Part 1 paragraphs (b) to (d) of Annexure A is an associate of MCPL and each of MCIL, Blackwell, Star and MCAF because they control MCPL and MCPL is the investment adviser or manager of, and thereby controls, MCIL, Blackwell, Star and MCAF.</p> <p>Each person listed in Part 2 Annexure A is an associate of MCPL, MCIL, Blackwell, Star, MCAF and each other person listed in Part 2 Annexure A as MCPL is the investment adviser or manager of, and thereby controls, each of these persons.</p>
----------------------------------	---

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
MCIL	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
MCPL	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
Blackwell	280 South Mangum Street, Suite 210, Durham North Carolina 27701, USA
Star	2100 West End Avenue, Suite 1000, Nashville, TN 37203, USA
MCAF	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
Persons listed in Annexure A	See Annexure A

**Signature**

print name SOHIT KHURANA

Capacity Authorised Signatory

sign here




Date 31/10/2019

For personal use only

## Annexure A – Substantial Holders

This is Annexure A of 1 page referred to in the Form 603 (Notice of initial substantial holder).

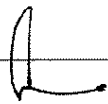
print name	SOHIT KHURANA	Capacity	Authorised Signatory
sign here		Date	31/10/2019

Name	Address
<b>Part 1: Persons with the same 'relevant interest' in AOF as MCIL, Blackwell, Star, MCAF and/or MCPL</b>	
(a) Maso Capital Master Fund Limited	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
(b) Maso Capital Offshore Limited	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
(c) Manoj Jain	Maso Capital Partners Limited, 8/F Printing House, 6 Duddell Street, Central, Hong Kong
(d) Sohit Khurana	Maso Capital Partners Limited, 8/F Printing House, 6 Duddell Street, Central, Hong Kong
<b>Part 2: Associates of MCIL, Blackwell, Star, MCAF and MCPL</b>	
(a) Maso Capital Offshore Fund Limited	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
(b) Maso Capital US Fund Limited	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
(c) MCAF Offshore Fund Limited	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands
(d) MCAF US Fund Limited	P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands

For personal use only

## Annexure B – Transaction summary

This is Annexure B of 1 page referred to in the Form 603 (Notice of initial substantial holder).

print name	SOHIT KHURANA	capacity	Authorised Signatory
sign here		date	31/10/2019

## Maso Capital Investments Limited

Date of Change	Volume Sold (\$) / Bought (B)	Value (\$)
30-Oct-2019	B 1,015,932	2,996,999
<b>Total</b>	<b>1,015,932</b>	<b>2,996,999</b>

## Blackwell Partners LLC – Series A

Date of Change	Volume Sold (\$) / Bought (B)	Value (\$)
30-Oct-2019	B 2,298,305	6,780,000
<b>Total</b>	<b>2,298,305</b>	<b>6,780,000</b>

## Star V Partners LLC

Date of Change	Volume Sold (\$) / Bought (B)	Value (\$)
30-Oct-2019	B 1,089,153	3,213,001
<b>Total</b>	<b>1,089,153</b>	<b>3,213,001</b>

## Maso Capital Arbitrage Fund Limited

Date of Change	Volume Sold (\$) / Bought (B)	Value (\$)
30-Oct-2019	B 5,766,102	17,010,001
<b>Total</b>	<b>5,766,102</b>	<b>17,010,001</b>