



**AIMS Funds Management**  
A Member of AIMS Financial Group

# **CORPORATE GOVERNANCE STATEMENT**

June 2020

## INTRODUCTION

AIMS Property Securities Fund (“the Fund”) is a listed management investment scheme whose units are traded on the Australian Securities Exchange Limited (ASX) and the Singapore Exchange (SGX). The day-to-day functions and investments of the Fund are externally managed by the Responsible Entity, AIMS Fund Management Limited. The parent company of AIMS Fund Management Limited is Great World Financial Group Pty Ltd (formally named AIMS Group Holding Pty Ltd), (“the Group”).

The Directors of the Responsible Entity (“the Board”) recognise the importance of good corporate governance. The corporate governance framework, policies and practices of the Fund are designed to ensure the effective management and operations of the Fund and will remain under regular review.

A description of the Fund’s practices in respect of the 8 Principles and Recommendations from the ASX Corporate Governance Council’s Revised Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) (ASX Recommendations) are set out below. All these practices, unless otherwise stated, were in place for the entire year.

## PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### Recommendation 1.1

A listed entity should have and disclose a board charter setting out:

- (a) the respective roles and responsibilities of its board and management; and
- (b) those matters expressly reserved to the board and those delegated to management.

The Fund is an externally managed entity and this recommendation is therefore not applicable.

### Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Fund is an externally managed entity and this recommendation is therefore not applicable.

### Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Fund is an externally managed entity and this recommendation is therefore not applicable.

#### **Recommendation 1.4**

The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Fund is an externally managed entity and this recommendation is therefore not applicable.

#### **Recommendation 1.5**

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
  - (1) the measurable objectives set for that period to achieve gender diversity;
  - (2) the entity's progress towards achieving those objectives; and
  - (3) either:
    - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
    - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

This recommendation is not applicable as the Fund is an externally managed listed entity.

#### **Recommendation 1.6**

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- (b) disclose, for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

This recommendation is not applicable as the Fund is an externally managed listed entity.

## **Recommendation 1.7**

A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- (b) disclose, for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

This recommendation is not applicable as the Fund is an externally managed listed entity.

## **PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE**

### **Recommendation 2.1**

The Board of a listed entity should:

- (a) have a nomination committee which:
  - (1) has at least three members, a majority of whom are independent directors; and
  - (2) is chaired by an independent director,and disclose:
  - (3) the charter of the committee;
  - (4) the members of the committee; and
  - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

This recommendation is not applicable as the Fund is an externally managed listed entity.

### **Recommendation 2.2**

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Fund is an externally managed entity and this recommendation is therefore not applicable.

### **Recommendation 2.3**

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director.

An Independent Director is not a Director that:

- is, or has been, employed in an executive capacity by the Responsible Entity, or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of the entity;
- is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Responsible Entity, or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- has close personal ties with any person who falls within the categories described above; or
- has been a director of the Responsible Entity for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the board to determine whether it might interfere, or might reasonably be seen to interfere, with the Directors' capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Fund as a whole rather than in the interests of an individual unitholder or other party.

Directors are expected to be meticulous in their disclosure of any material personal or family contract or relationship. Directors must also strictly adhere to constraints on their participation and voting in relation to matters in which they may have an interest, in accordance with the Corporations Act and the Fund's policies.

The Board regularly assesses whether Directors are independent, and each Director is required to provide information relative to this assessment. The Board monitors the independence of each Director by requiring all Directors to make a Fit and Proper Declaration annually (usually the first board meeting of the calendar year). All Directors are responsible to disclose any event that may undermine independence throughout the year.

Name	Position	Independent (Yes/No)	Date appointed
------	----------	-------------------------	----------------

George Wang	Chairman Executive Director	No	14 July 2009
-------------	--------------------------------	----	--------------

Richard Nott	Non Executive Director	Yes	5 August 2010
John Love	Non Executive Director	Yes	30 March 2011

Details of the background, particular qualifications, expertise and period of service of each Director are set out in the Directors' Report of the Annual Report.

Directors may also meet regularly without management present in order to consider matters independently.

#### **Recommendation 2.4**

A majority of the board of a listed entity should be independent directors.

The Fund is an externally managed entity and this recommendation is therefore not applicable.

#### **Recommendation 2.5**

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

This recommendation is not applicable as the Fund is an externally managed listed entity.

#### **Recommendation 2.6**

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

This recommendation is not applicable as the Fund is an externally managed listed entity.

### **PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY**

#### **Recommendation 3.1**

A listed entity should articulate and disclose its values

The Board has approved the values of the Fund in line with the core values of AIMS Group which function as guiding principles and expectations for behaviour and the culture the Board and management are seeking to embed across the Fund to assist in the achievement of the Fund's purpose and strategic objectives.

The Responsible Entity is required to observe the highest level of professional conduct in carrying out its duties in relation to the Fund, in light of the core values of:

- Innovation
- Communication
- Customer Focus
- Trustworthiness
- Change

The Responsible Entity strives for open communication with everyone it engages with, including service providers and unitholders of the Fund. It will always act in the best interests of all unitholders by adopting a customer focus approach, and creating a service culture characterized by professionalism, promptness, honesty, and a genuine desire to cater for unitholders' needs. It also strives to be a reliable and dependable provider of financial services at all times, and it expects no less from its management, staff, service providers and other stakeholders.

#### Recommendation 3.2

A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The Board has adopted a Code of Conduct which can be viewed on the website of AIMS Funds Management Group: [www.aimsfunfunds.com.au](http://www.aimsfunfunds.com.au). The Code of Conduct applies to all Directors, and staff of the Responsible Entity. The Code sets out the core values of the Responsible Entity and the expectations for how employees should conduct their business affairs including:

- acting in the best interests of unitholders over and above their own interests.
- acting honestly and with high standards of personal integrity.
- complying with the laws, regulations and internal policies, including in relation to the conflicts of interest.
- not knowingly participate in any illegal or unethical activity.
- preserving unitholder confidentiality and not misusing information at all times.
- protecting and promoting the integrity of the market.
- avoiding and/or disclosing any real or perceived conflicts of interest.

The Code of Conduct is discussed with each new employee as part of their induction training.

Any breach of the Code of Conduct is to be escalated to the Company Secretary or the Compliance Officer, and any material breaches will subsequently be reported to the Board.

#### Recommendation 3.3

A listed entity should:

- (a) have and disclose a whistleblower policy; and
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Board has adopted a Whistleblower Policy which can be viewed on the website of AIMS Funds Management Group: [www.aimsfunds.com.au](http://www.aimsfunds.com.au). These procedures establish a system for reporting disclosures of misconduct or an improper state of affairs or circumstances (wrongdoing) by AIMS Funds Management Group or its employees. The system enables such disclosures to be made to the Whistleblower Protection Officer.

The Managing Director will be informed as to the action that must be taken to prevent the wrongdoing from continuing or occurring in the future where an investigation concludes that the wrongdoing has occurred.

### **Recommendation 3.4**

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Board has adopted an anti-bribery and corruption policy which is contained in the Code of Conduct which can be viewed on the website of AIMS Funds Management Group: [www.aimsfunds.com.au](http://www.aimsfunds.com.au).

## **RECOMMENDATION 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTING**

### **Recommendation 4.1**

The board of a listed entity should:

- (a) have an audit committee which:
  - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
  - (2) is chaired by an independent director, who is not the chair of the board,and disclose:
  - (3) the charter of the committee;
  - (4) the relevant qualifications and experience of the members of the committee; and
  - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Board has an Audit, Risk and Compliance Committee.

The role and responsibilities, composition, structure, membership requirements and procedures for the Audit, Risk and Compliance Committee are set out in the Audit, Risk and Compliance Committee Charter.

There are three members of the Audit, Risk and Compliance Committee, two of which are also non-executive directors of the Board.

At least one member of the Audit, Risk and Compliance Committee have senior experience in finance, including in financial accounting and reporting.

The Audit, Risk and Compliance Committee is required to meet a minimum of four times per year. Attendance at the meetings of the Audit, Risk and Compliance Committee for FY 2019-20 is shown in the table below.

Audit, Risk and Compliance Committee member	Number of meetings held while the individual was a member of the Committee	Number of meetings attended by the individual
Claud Chaaya	4	4
Richard Nott	4	4
John Love	4	4

The Responsible Entity manages the engagement and monitoring of independent external auditors for the Fund. The Board receives periodic reports from the external auditors in relation to financial reporting and the compliance plans for the Fund.

#### **Recommendation 4.2**

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

As the Responsible Entity does not have a CFO, the Finance Manager assumes all the functions of CFO.

The CEO and the Finance Manager have declared in writing to the Board that, in their opinions, the financial records of the Fund and its Responsible Entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Fund and its Responsible Entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

#### **Recommendation 4.3**

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Non-audited corporate reports, such as Fund updates, receives extensive management review prior to release to the market. This Corporate Governance Statement is reviewed and endorsed by the Audit, Risk and Compliance Committee prior to Board approval.

## **RECOMMENDATION 5: MAKE TIMELY AND BALANCED DISCLOSURE**

### **Recommendation 5.1**

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1

The fund has a Continuous Disclosure Policy to ensure continuous disclosure and access to information for investors. All employees (including directors and other officers) of the Group and its related bodies corporate must adhere to that Continuous Disclosure Policy.

The general principle that underpins the Continuous Disclosure Policy is that once the Fund becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities, it must immediately advise the ASX of that information.

The Continuous Disclosure Policy addresses:

- the roles and responsibilities of directors, officers and employees in complying with the Fund's disclosure obligations;
- Safeguarding confidentiality of corporate information to avoid premature disclosure;
- Media contact and comment;
- External communications such as analyst briefings and responses to unitholder questions; and
- Measures for responding to or avoiding the emergence of a false market in the Fund's securities.

A copy of the Continuous Disclosure Policy is disclosed on the AIMS Funds Management Group website: [www.aimsfunfunds.com.au](http://www.aimsfunfunds.com.au)

### **Recommendation 5.2**

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board and the executive team are included in an email distribution list to receive a copy of all ASX market announcements made by the Responsible Entity to ensure they have visibility of the nature and quality of the information being disclosed to the

market, and the frequency of such disclosures.

### **Recommendation 5.3**

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

All material presentations by the Responsible Entity are released to the ASX and posted on the Fund's website: [www.aimsfunfunds.com.au](http://www.aimsfunfunds.com.au).

## **RECOMMENDATION 6: RESPECT THE RIGHTS OF SECURITY HOLDERS**

### **Recommendation 6.1**

A listed entity should provide information about itself and its governance to investors via its website.

Information about the Fund and its governance arrangements (including copies of board charters and policies) are available on the AIMS website: [www.aimsfunfunds.com.au](http://www.aimsfunfunds.com.au).

### **Recommendation 6.2**

A listed entity should have an investor relations program to facilitate effective two-way communication with investors.

The Fund policy for communication with shareholders is set out in its Communications Policy. The aim of the Board is to ensure that investors are informed of all major developments affecting an AIMS Company through:

- the Annual Report;
- disclosures made to the ASX and Singapore Stock Exchange in the form of market announcements and investor updates;
- notices and explanatory memoranda of Annual General Meetings and other Shareholder meetings;
- Shareholder and unitholder meetings;
- responses to enquiries from shareholders and unitholders; and
- occasional letters from the Chairman or the Managing Director to specifically inform Shareholders or Unitholders of key matters of interest.

The Corporate Governance Statement in the Annual Report of each AIMS Company contains an explanation of any departures from the Governance Recommendations in Recommendation 6.

AIMS communicates with Shareholders and Unitholders through releases on the Australian Securities Exchange, direct correspondence and on the AIMS website: [www.aimsfunds.com.au](http://www.aimsfunds.com.au)

### **Recommendation 6.3**

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Fund may convene a unitholder meeting during the financial year at a time and place that is considered convenient for the majority of the Fund's unitholders.

Unitholders will receive a notice of meeting and explanatory memorandum in relation to security holder meetings, copies of which will also be available on the Fund's website: [www.aimsfunds.com.au](http://www.aimsfunds.com.au) and released to ASX.

At any unitholder meeting, the Chairman will ensure that a reasonable opportunity exists for unitholders to ask questions in relation to the resolutions being voted on. Unitholders are encouraged to attend all unitholder meetings.

### **Recommendation 6.4**

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

Resolutions at the meetings are decided by poll rather than by a show of hands, allowing all unitholders to vote based on the number of units held by them. This also gives them the opportunity to register their vote in the event they are not able to attend the meeting through a proxy.

### **Recommendation 6.5**

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Fund provides all unitholders with the option to receive communications from, and send communications to, the Fund and its security registry electronically.

## **RECOMMENDATION 7: RECOGNISE AND MANAGE RISK**

### **Recommendation 7.1**

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
  - (1) has at least three members, a majority of whom are independent directors; and
  - (2) is chaired by an independent director,and disclose:
  - (3) the charter of the committee;

- (4) the members of the committee; and
- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Board has primary oversight of risk management policies and practices and has adopted an appropriate risk management framework and policy.

In accordance with its Charter, the Audit, Risk and Compliance Committee has more direct responsibility for overseeing the risk management framework and risk management practice. The Audit, Risk and Compliance Committee shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the financial reporting, internal controls structure, risk identification and management systems and the internal and external audit functions of AIMS Funds Management (AIMS) group of companies. In doing so, it is the responsibility of the Audit, Risk & Compliance Committee to maintain free and open communication between the Audit, Risk & Compliance Committee, the external auditors and the management of the Company.

The Audit, Risk and Compliance Committee shall comprise no less than two (2) Independent Non-Executive Directors or members as selected by the Board. The Board shall appoint one of the Audit, Risk and Compliance Committee members as Chairman. The Company Secretary will act as Audit, Risk and Compliance Committee Secretary.

The Chairman of the Audit, Risk and Compliance Committee is to report to the Board on the activities of the Audit, Risk and Compliance Committee and to formally table the minutes of the intervening Audit, Risk and Compliance Committee meetings.

The role and responsibilities, composition, structure, membership requirements and procedures for the Audit, Risk and Compliance Committee are set out in the Audit, Risk and Compliance Committee Charter.

There are three members of the Audit, Risk and Compliance Committee, two of which are also non-executive directors of the Board.

The Audit, Risk and Compliance Committee is required to meet a minimum of four times per year. Attendance at the meetings of the Audit, Risk and Compliance Committee for FY 2019-20 is shown in the table below.

Committee member	Number of meetings held while the individual was a member of the Committee	Number of meetings attended by the individual
Richard Nott	4	4
John Love	4	4

## **Recommendation 7.2**

The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

The Board reviews the effectiveness of the risk management and internal control systems on an ongoing basis through regular certifications and review undertaken by the finance and compliance functions together with a formal annual review.

The risk management framework is reviewed annually to ensure that it deals adequately with contemporary and emerging risks. If the Company is to operate outside the current risk appetite set by the Board, the matter will be brought to the attention of the Board.

## **Recommendation 7.3**

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The Fund has an internal audit function.

From the Board's perspective, the broad objectives of the internal audit function include evaluation of the adequacy and effectiveness of the financial and risk management frameworks of the Fund. To fulfil this objective, the internal audit has unfettered access to all the Board's business lines and support functions.

From a risk management perspective, the role of the internal audit is to provide independent assurance to the Board that key risk mitigation strategies and control mechanisms are in place, are operating effectively, and are adequate for risk mitigation purposes.

Where weakness in risk mitigation strategies or control mechanisms are identified, the internal audit is expected to confirm rectification procedures are in place, actively monitored to completion, and reported to the appropriate levels of senior management and the Audit, Risk and Compliance Committee.

## Recommendation 7.4

A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

The Fund does not have any material exposure to economic, environmental and social sustainability risks.

A copy of the Group's Risk Management Policy is disclosed on the AIMS Funds Management Group website: [www.aimsfunfs.com.au](http://www.aimsfunfs.com.au).

## RECOMMENDATION 8: REMUNERATE FAIRLY AND RESPONSIBLY

### Recommendation 8.1

The board of a listed entity should:

- (a) have a remuneration committee which:
  - (1) has at least three members, a majority of whom are independent directors; and
  - (2) is chaired by an independent director, and disclose:
    - (3) the charter of the committee;
    - (4) the members of the committee; and
    - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

This recommendation is not applicable as the Fund is an externally managed listed entity.

### Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

This recommendation is not applicable as the Fund is an externally managed listed entity.

### Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.

This recommendation is not applicable as the Fund is an externally managed listed entity.

## **ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES:**

Alternative to Recommendation 1.1 for externally managed listed entities:

The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.

The Fund is managed under the supervision and direction of the Board of the Responsible Entity. The structure, responsibilities, roles and functions of the Board and management are set out in the Board Charter. The key responsibilities of the Board include:

- providing leadership and setting the strategic objectives of the Fund;
- appointing the chair and/or the independent director;
- appointing, and when necessary replacing, the CEO;
- approving the appointment, and when necessary replacement, of other senior executives;
- overseeing management's implementation of the entity's strategic objectives and its performance generally;
- approving operating budgets and major capital expenditure;
- overseeing the integrity of the Fund's accounting and corporate reporting systems, including the external audit;
- overseeing the entity's process for making timely and balanced disclosure of all material information concerning the entity that a reasonable person would expect to have a material effect on the price or value of the Fund's units;
- approving the fund's remuneration framework; and
- monitoring the effectiveness of the Fund's governance practices.

The management is responsible for providing the resources to enable the Fund to appropriately and adequately conduct its operations and administer its affairs in relation to the funds management business. In particular, the Fund is responsible for implementing the strategy and performance objectives of the Fund and its daily operations.

The Board has also granted specific delegated authorities to the management, including in respect of project expenditure, operational expenditure, leasing, accounting and treasury.

Directors are advised of these functions and their duties and responsibilities in their letters of appointment and induction material.

The responsibilities and accountabilities of senior executives are defined in position descriptions signed by the senior executives on or about commencement of employment.

The Responsible Entity has outsourced certain aspects of the management of the Fund to external service providers, including registry and custodial services. The Responsible Entity has entered into service agreements with these service providers and is required to regularly monitor the performance of these service providers against the requirements set out in the relevant agreements.

Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:

An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.

The remuneration of the Responsible Entity of the Fund is regulated by the Fund Constitution. Under the Fund Constitution, the Responsible Entity has a right to be reimbursed for expenses from the assets of the Fund in relation to the proper performance of its duties.

The Responsible Entity is not to receive any management fees or performance fees in relation to its role as responsible entity of the Fund.