

13 September 2007

Mr. A Smythe  
Senior Adviser Issuers  
Market Supervision  
Australian Stock Exchange Limited  
PO Box H224 Australia Square  
SYDNEY NSW 1215

Sydney

Level 15, 255 Pitt Street  
Sydney NSW 2000 Australia  
GPO Box 3698  
Sydney NSW 2001  
[www.challenger.com.au](http://www.challenger.com.au)

Telephone 02 9994 7000  
Facsimile 02 9994 7777

Dear Mr. Smythe

**Challenger Infrastructure Fund (CIF) – Notice of EGM**

In accordance with Listing Rule 3.17 please find attached notice of Extraordinary General Meeting, explanatory memorandum, chairman's letter and proxy form for the Challenger Infrastructure Fund EGM to be held on Monday 8th October at 10:30am.

Kind regards,



**Suzie Koeppenkastrop**  
Company Secretary

**Melbourne** Level 10, 101 Collins Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 03 8616 1900 Facsimile 03 8616 1899  
**Brisbane** Level 9, CUA Building 175 Eagle Street GPO Box 3234, Brisbane QLD 4001 Telephone 07 3218 8000 Facsimile 07 3220 3132  
**Perth** Level 3, 55 St Georges Terrace PO Box Z5065, St Georges Terrace, Perth WA 6831 Telephone 08 9223 7800 Facsimile 08 9221 2499  
**Adelaide** Level 1, 212 Pirie Street Adelaide SA 5000 Telephone 08 8228 3270 Facsimile 08 8212 1661

Challenger Financial Services Group Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307  
Challenger Life No.2 Limited ABN 44 072 486 938 AFSL 234670 Challenger Commercial Lending Limited ABN 65 000 033 143  
Challenger Managed Investments Limited ABN 94 002 835 592 AFSL 234668 RSE Lic. No. L0002967  
Challenger Listed Investments Limited ABN 94 055 293 644 AFSL 236 887 CIF Investment Trust 1 ARSN 114 139 703 CIF Investment Trust 2 ARSN 114 139 632  
Challenger Wine Trust ARSN 092 960 080 Challenger Diversified Property Trust 1 ARSN 121 484 606 Challenger Diversified Property Trust 2 ARSN 121 484 713  
Challenger Kenedix Japan Trust ARSN 124 068 971 Challenger Management Services Limited ABN 20 092 382 842 AFSL 234 678

Dear Securityholder,

On 1 June 2007, Challenger Infrastructure Fund (CIF) acquired a 66% interest in LBC Storage Terminals (LBC). This strategic opportunity has enabled CIF to expand and diversify its asset portfolio.

To assist in funding the acquisition of LBC, CIF undertook an equity placement in April 2007. This placement comprised the issue of 34.4 million securities to institutions, sophisticated investors and certain other senior managers in the Challenger Financial Services Group (who are not related parties of Challenger Listed Investments Limited) at a price of \$4.00 per security.

As the placement represented approximately 15% of CIF's equity on issue at the time it was made, CIF's placement capacity needs to be refreshed to enable it raise further equity to fund future investment opportunities that may arise.

Under ASX Listing Rule 7.4, securityholder approval is required to refresh this placement capacity.

An Extraordinary General Meeting has been called to obtain the required securityholder approval. The meeting will be held at 10.30am on Monday 8 October 2007 at Challenger's offices at Level 15, 255 Pitt Street, Sydney.

Details of the resolution being put to the meeting are provided in the enclosed Notice of Extraordinary General Meeting. The explanatory notes section contains important information about this resolution and I encourage you to read it carefully.

The Board of Challenger Listed Investments Limited, CIF's Responsible Entity, unanimously recommends that securityholders approve the resolution to refresh CIF's placement capacity.

I hope that you will join us in person at the Extraordinary General Meeting, otherwise a proxy form and a reply paid envelope have been included to assist you with voting on this resolution.

On behalf of the Board, I thank you for your continued support of Challenger Infrastructure Fund.

Yours sincerely,



Stephen Gerlach  
Chairman  
Challenger Listed Investments Limited

# Challenger Infrastructure Fund

## Notice of Extraordinary General Meeting

Responsible Entity:  
**Challenger Listed Investments Limited**  
ABN 94 055 293 644

Challenger Infrastructure Fund comprising:  
CIF Investment Trust 1 (ARSN 114 139 703) and  
CIF Investment Trust 2 (ARSN 114 139 632)



NOTICE is hereby given that an Extraordinary General Meeting of unitholders of Challenger Infrastructure Fund ('the Fund' or 'CIF') will be held at Level 15, Conference Room at Challenger, 255 Pitt Street, Sydney NSW, on Monday, 8 October 2007 at 10.30am.

# Business

## Ratification of placement

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

1. That the issue of 34,377,538 fully paid Class A stapled securities at \$4.00 to institutional and sophisticated investors and certain senior managers of the Challenger Financial Services Group pursuant to a placement allotted on Friday, 27 April 2007 be approved for all purposes, including under ASX Listing Rule 7.4.

The terms of the fully paid Class A stapled securities (Class A Units), the price at which they were issued and the use of the funds raised by the issue of the Class A Units pursuant to the Placement are summarised in the Explanatory Notes that accompany this Notice of Meeting.

## Voting Exclusion Statement

In accordance with the ASX Listing Rules, CIF will disregard a vote on Resolution 1 (Ratification of Placement) by unitholders who participated in the Placement and their associates.

However, CIF need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board of Challenger Listed Investments Limited

**Christopher John Robson**

Company Secretary  
12 September 2007

# Information for shareholders

## Appointing a Proxy

A member is entitled to attend and vote at a meeting of members and may appoint not more than two people as the member's proxy to attend and vote for the member at the meeting. A proxy need not be a unitholder of the Fund, and can be either an individual or a body corporate. A proxy form is included with this Notice of Meeting.

If the member appoints two proxies, the proxy form must specify the proportion of voting rights each proxy is appointed to exercise. If no proportions are specified, each proxy may exercise half the available votes. If you require a second proxy form, please contact Link Market Services on 1800 114 027.

For an appointment of a proxy to be effective, the Company must receive the proxy form duly completed and signed by no later than 10:30am on Saturday, 6 October 2007; and if signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority.

You can send your proxy form to Link Market Services by doing one of the following:

- lodging it online at Link Market Services website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) as instructed there (you will have been taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website); or
- faxing it to 02 9287 0309; or
- posting it by using the reply paid envelope; or
- delivering it to:  
Link Market Services Pty Limited,  
Level 12,  
680 George Street,  
Sydney NSW 2000.

Appointing a proxy does not mean you cannot attend the meeting, however, under the CIF constitutions your proxy is not entitled to vote, and must not vote, as your proxy on any resolution at a meeting at which you are in attendance.

## Corporate Shareholders

Corporate shareholders wishing to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed authorisation confirming that they are permitted to act as the company's representative. Such authorisation may be for this meeting only or for all meetings of the Fund.

## Eligibility

For the purposes of the meeting, those members registered as holding Class A stapled securities and Class B stapled securities at 10.30am on Saturday, 6 October 2007, will have voting entitlements for the meeting.

## Registration

If you are attending the meeting in person, please bring the personalised proxy form enclosed with this Notice of Meeting with you. The bar code at the top of the proxy form will facilitate registration. If you do not bring the proxy form with you, you will still be able to attend the meeting, but at registration, representatives from Computershare will need to verify your identity. Registration will be available from 9:30am Sydney time on the day of the meeting.

## Undirected Proxies

A director of Challenger Listed Investments Limited will chair the meeting (Chairman). The Chairman will vote undirected proxies in favour of the resolution. It is recommended that all unitholders who submit proxies direct their proxy how to vote on the resolution.

If you do not wish to direct your proxy how to vote, you should mark the appropriate box on the proxy form.

By doing this, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder would otherwise be disregarded because of that interest.

# Explanatory notes on the resolutions

## Item 1 – Ratification of placement

On Friday 27 April 2007, CIF allotted 34,377,538 fully paid Class A stapled securities (Class A Units) at \$4.00 per security to institutional, sophisticated investors and certain senior managers of the Challenger Financial Services Group (who are not related parties of Challenger Listed Investments Limited) pursuant to a bookbuild conducted by CIF (the Placement).

The proceeds of the Placement were used primarily to fund CIF's acquisition of its interest in LBC Storage Terminals.

The Class A Units which were issued rank equally with all existing Class A stapled securities in the capital of the Fund at the allotment date.

ASX Listing Rule 7.1 limits the maximum number of equity securities that can be issued in any 12 month period without unitholder approval to 15% of the number of fully paid ordinary units on issue 12 months before the date of issue.

It is important to note that Resolution 1 is not a resolution as to whether to proceed with the Placement. CIF has already issued all Class A Units pursuant to the Placement and did not require unitholder approval to do so because the issue of those Class A Units (taken together with the equity securities issued by CIF in the preceding 12 months without either unitholder approval or being issued under an exception to ASX Listing Rule 7.1), did not exceed the 15% limit under ASX Listing Rule 7.1. Resolution 1 relates to the CIF's ability to raise additional capital in the next 12 months without first obtaining unitholder approval.


Under ASX Listing Rule 7.4, the unitholders may ratify an issue of equity securities made without unitholder approval where the 15% limit has not been infringed. Resolution 1 instead ratifies the issue of the Class A Units pursuant to the Placement.

If Resolution 1 is approved, CIF will be able to disregard the issue of the Class A Units in the Placement when calculating the maximum number of equity securities that may be issued in a 12 month period for the purposes of ASX Listing Rule 7.1.

The ability of CIF to raise capital without obtaining unitholder approval is particularly important in situations where CIF needs to raise capital for an investment opportunity, which in a competitive situation may be lost by virtue of the delay due to CIF convening a general meeting to obtain such approval.

## Recommendation

The Board unanimously recommends that the unitholders ratify the issue of Class A Units pursuant to the Placement.



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175 Eagle Street  
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Perth WA 6000  
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facsimile 08 9221 2499

Level 1  
212 Pirie Street  
Adelaide SA 5000  
telephone 08 8228 3270  
facsimile 08 8212 1661

**Investor services**  
13 35 66

**Adviser services**  
1800 621 009

[www.challenger.com.au](http://www.challenger.com.au)

challenger 

**APPOINTMENT OF PROXY**

If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**X99999999999**

I/We being a member(s) of Challenger Infrastructure Fund ("Fund") and entitled to attend and vote hereby appoint

**A** the **Chairman of the Meeting (mark box)**  **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Unitholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of the Fund to be held at 10:30am on Monday, 8 October 2007, at Level 15, Conference Room, Challenger, 255 Pitt Street, Sydney, and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the unit registry. Proxies will only be valid and accepted by the Fund if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

**B** To direct your proxy how to vote on the resolution please insert  in the appropriate box below.

	For	Against	Abstain*
<b>Resolution 1</b> Ratification of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**IMPORTANT: FOR RESOLUTION 1 ABOVE**

**C**  If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolution 1 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even where he/she has an interest in the outcome of that Resolution and that votes cast by him/her for that Resolution, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

\* If you mark the Abstain box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**D SIGNATURE OF UNITHOLDERS – THIS MUST BE COMPLETED**

Unitholder 1 (Individual) <input type="text"/> Sole Director and Sole Company Secretary	Joint Unitholder 2 (Individual) <input type="text"/> Director/Company Secretary (Delete one)	Joint Unitholder 3 (Individual) <input type="text"/> Director
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This form should be signed by the Unitholder. If a joint holding, either Unitholder may sign. If signed by the Unitholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Unitholder's constitution and the Corporations Act 2001 (Cwth).

Link Market Services Limited advises that Chapter 2C of the Corporations Act 2001 requires information about you as a Unitholder (including your name, address and details of the Units you hold) to be included in the public register of the entity in which you hold Units. Information is collected to administer your Unitholding and if some or all of the information is not collected then it might not be possible to administer your Unitholding. Your personal information may be disclosed to the entity in which you hold Units. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

