



## MULTIPLEX SITES TRUST

ARSN 111 903 747

# Annual Report 31 December 2013

Step-up  
Income-distributing  
Trust-issued  
Exchangeable  
Securities

<b>1</b>	<b>Chairman's Letter</b>
<b>2</b>	<b>Directors' Report</b>
<b>12</b>	<b>Auditor's Independence Declaration</b>
<b>13</b>	<b>Statement of Comprehensive Income</b>
<b>14</b>	<b>Statement of Financial Position</b>
<b>15</b>	<b>Statement of Changes in Equity</b>
<b>16</b>	<b>Statement of Cash Flows</b>
<b>17</b>	<b>Notes to the Financial Statements</b>
<b>23</b>	<b>Directors' Declaration</b>
<b>24</b>	<b>Independent Auditor's Report</b>
<b>26</b>	<b>Information on Securityholders</b>
<b>28</b>	<b>Investor Relations</b>
<b>IBC</b>	<b>Corporate Directory</b>

# Chairman's Letter

Dear Multiplex SITES holder,

Multiplex SITES Trust has been trading on the ASX since January 2005 under the code "MXUPA". Distributions are discretionary, although have been paid on a quarterly basis since listing.

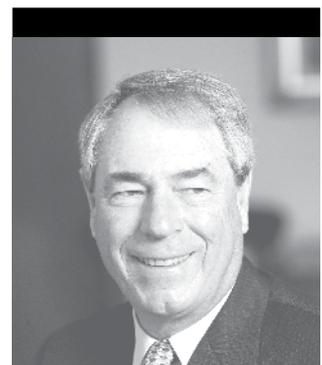
In accordance with the Product Disclosure Statement, the sole asset of the Trust remains the investment in units in Multiplex Hybrid Investment Trust. The Board of Directors does not anticipate any change to this situation.

The SITES distribution rate is set at the start of each quarter and represents the three month bank bill rate determined on the first business day of the relevant distribution period plus a margin of 3.9%.

Further SITES information including ASX releases, can be found at [www.au.brookfield.com](http://www.au.brookfield.com). Alternatively, if you have any queries in relation to your investment, please contact Link Market Services on 1800 68 54 55.



**F. Allan McDonald,**  
Chairman  
Brookfield Funds  
Management Limited  
(Responsible Entity of  
Multiplex SITES Trust)



# Directors' Report

For the year ended 31 December 2013

## INTRODUCTION

The Directors of Brookfield Funds Management Limited (ACN: 105 371 917), the Responsible Entity of Multiplex SITES Trust (Trust) present their report together with the financial statements of the Trust for the year ended 31 December 2013 and the Independent Auditor's Report thereon.

## RESPONSIBLE ENTITY

The Responsible Entity is a wholly owned subsidiary of Brookfield Australia Investments Limited and forms part of the consolidated Brookfield Australia Investments Group (Group). The registered office and principal place of business of the Responsible Entity is Level 22, 135 King Street, Sydney.

## DIRECTORS

The following persons were Directors of the Responsible Entity at any time during or since the end of the financial year:

<b>NAME</b>	<b>CAPACITY</b>
Mr F Allan McDonald (appointed 22 October 2003)	Non-Executive Chairman
Ms Barbara K Ward (appointed 22 October 2003)	Non-Executive Chairman
Mr Russell T Proutt (appointed 17 March 2010)	Executive Chairman

## INFORMATION ON DIRECTORS

DIRECTOR	EXPERIENCE	SPECIAL RESPONSIBILITIES
<b>Non-Executive Directors</b>		
F Allan McDonald (BEcon, FCPA, FAIM, FCIS)	<p>Mr McDonald was appointed to the Board on 22 October 2003 and was appointed Non-Executive Independent Chairman of Brookfield Funds Management Limited (BFML) in May 2005. Mr McDonald has had extensive experience in the role of Chairman and is presently associated with a number of companies as a consultant and Company Director. Mr McDonald is also a director of Brookfield Capital Management Limited (BCML) (appointed January 2010), the Responsible Entity for listed funds Brookfield Prime Property Fund (BPA) and Multiplex European Property Fund (MUE). Mr McDonald's other directorships of listed companies are Astro Japan Property Management Limited (Responsible Entity of Astro Japan Property Trust) (appointed February 2005) and Brookfield Office Properties Inc. (appointed May 2011).</p> <p>During the past three years, Mr McDonald has also served as a director of Ross Human Directions Limited (April 2000 to February 2011) and Billabong International Limited (July 2000 to October 2012).</p>	Non-Executive Independent Chairman
Barbara K Ward, AM (BEcon, MPolEcon, MAICD)	<p>Ms Ward was appointed as a Non-Executive Director of BFML on 22 October 2003. Ms Ward has gained extensive business and finance experience through her role as Chief Executive Officer of Ansett Worldwide Aviation Services, as General Manager Finance for the TNT Group and as a Senior Ministerial Advisor. Ms Ward is a Director of Qantas Airways Limited (appointed June 2008) and Sydney Children's Hospital Foundation (appointed November 2012). Ms Ward is also a director of BCML (appointed January 2010), the Responsible Entity for listed funds BPA and MUE. During the past three years, Ms Ward has also served as a Director of Essential Energy (June 2001 to December 2012) and Ausgrid and Endeavour Energy (July 2012 to December 2012).</p>	Non-Executive Independent Director and Chairperson of Audit Committee and Board Risk and Compliance Committee
<b>Executive Director</b>		
Russell T Proutt (BComm, CA, CBV)	<p>Mr Proutt is the Chief Financial Officer of Brookfield Australia Pty Ltd and was appointed as an Executive Director of BFML on 17 March 2010. Mr Proutt joined Brookfield Asset Management, the ultimate parent company of BFML, in 2006 and has held various senior management positions within Brookfield, including managing the Bridge Lending Fund, mergers and acquisitions involving subsidiaries as well as transactions involving Brookfield's restructuring fund, Tricap Partners. Mr Proutt is also a director of BCML (appointed January 2010), the Responsible Entity for listed funds BPA and MUE.</p>	Executive Director
<b>Company Secretary</b>		
Neil Olofsson	<p>Mr Olofsson has over 16 years international company secretarial experience and has been with the Brookfield Australia group since 2005.</p>	Company Secretary

# Directors' Report

For the year ended 31 December 2013

## DIRECTORS' AND EXECUTIVES' EQUITY INTERESTS

NAME	MULTIPLEX SITES HELD AT THE START OF THE PERIOD	CHANGES DURING THE PERIOD	MULTIPLEX SITES HELD AT THE END OF THE PERIOD
Mr F Allan McDonald	1,335	-	1,335

The number of Directors' meetings (including meetings of committees of Directors) for the Responsible Entity during the year, and the number of meetings attended by each of the Directors, are as follows:

DIRECTOR	BOARD MEETINGS		AUDIT COMMITTEE MEETINGS		RISK AND COMPLIANCE COMMITTEE MEETINGS	
	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
Mr F Allan McDonald	4	4	2	2	2	2
Ms Barbara K Ward	4	4	2	2	2	2
Mr Russell T Proutt	4	3	N/A	N/A	N/A	N/A

## PRINCIPAL ACTIVITIES

The Trust is a registered managed investment scheme domiciled in Australia and the Step-up Income-distributing Trust-issued Exchangeable securities (Multiplex SITES) are listed on the Australian Securities Exchange.

The investment activities of the Trust continue to be in accordance with the policies outlined in the original Product Disclosure Statement for the Trust dated 29 November 2004. During the year ended 31 December 2013 the Trust's sole activity was holding units in Multiplex Hybrid Investment Trust and the payment of distributions to unitholders.

The Trust did not have any employees during the year.

## REVIEW OF OPERATIONS

The Trust earned a net profit attributable to unitholders of \$30,330,000 for the year ended 31 December 2013 (year ended 31 December 2012: \$35,010,000). Total quarterly distributions paid or payable in respect of the year ended 31 December 2013 were \$30,330,000 (year ended 31 December 2012: \$35,010,000). The carrying value of the Trust's net assets at the end of the year ended 31 December 2013 was \$450,000,000 (year ended 31 December 2012: \$450,000,000).

The Trust's only activity is an investment in units in Multiplex Hybrid Investment Trust.

## CORPORATE GOVERNANCE

Brookfield Funds Management Limited (the Company), in its capacity as Responsible Entity for the Multiplex SITES Trust (the Trust), is required under the ASX Listing Rules to prepare a Corporate Governance Statement (the Statement) and include the Statement in its Annual Report.

The Statement discloses the extent to which the Company has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2010 Amendments (2nd edition), (the ASX Principles) during the reporting period. The ASX Principles are guidelines for businesses which set out eight core principles the Corporate Governance Council believes lie behind good corporate governance. The Company is committed to maintaining high standards of corporate governance. As a wholly owned subsidiary of Brookfield Australia Investments Limited (BAIL), the Company will, wherever possible, make use of the existing governance framework and expertise within the Brookfield Australia Investments Group (the Group) as it applies to the Trust's operations and will continue to review and update its governance practices and policies from time to time.

The Principles have been adopted by the Company, where appropriate, to ensure stakeholder interests are protected, however, some of the Principles are neither relevant nor practically applicable to the investment structure of the Trust. This Statement outlines the Company's main governance policies and practices, and the extent of its compliance with the ASX Principles for the reporting period 1 January 2013 to 31 December 2013.

### Principle 1: Lay solid foundations for management and oversight

It is the Board's responsibility to ensure that the foundations for management and oversight of the Trust are established and documented appropriately.

#### Role of the Board & Senior Executives

The Board identifies the role of the Board, its committees and the powers reserved to the Board in a charter. The Board Charter reserves the following powers for the Board:

- Approval of risk management strategy;
- Approval of financial statements and any significant changes to accounting policies;
- Approval of distribution payments;
- Consideration of recommendations from the Audit Committee and Board Risk and Compliance Committee; and
- Any matter which, according to law, is expressly reserved for Board determination.

A copy of the Board Charter is available on the Brookfield Australia website at [www.au.brookfield.com](http://www.au.brookfield.com).

In addition, the Board is responsible for:

- monitoring the implementation of the financial and other objectives of the Trust;
- overseeing and approving the risk, control and accountability systems;
- monitoring compliance with legal, constitutional and ethical standards; and
- ensuring there is effective communication with unit holders and other stakeholders of the Trust.

On appointment, each independent director of the Board receives a letter of appointment which details the key terms and expectations of their appointment.

#### Process for evaluating the performance of senior executives

The Management team responsible for the operation of the Trust and the Company are employees of the Group and are subject to the Group's performance evaluation process.

All new employees, including senior executives, attend a formal induction which provides an overall introduction to the various business units within the Group.

### Principle 2: Structure the Board to add value

#### Majority of Independent Directors

Throughout the reporting period the Board had a majority of independent directors. The independent status of those directors was determined using the criteria set out in Recommendation 2.1 of the ASX Principles. The table below sets out the details of each of the directors including their independent status and length of tenure.

NAME	POSITION HELD	INDEPENDENT Y/N	DATE APPOINTED TO THE RESPONSIBLE ENTITY BOARD
Mr F Allan McDonald	Non-Executive Chairman	Y	22 October 2003
Ms Barbara K Ward	Non-Executive Director	Y	22 October 2003
Mr Russell K Proutt	Executive Director	N	17 March 2010

The Board considers that collectively, the Directors have an appropriate mix of skills, experience and expertise which allow it to meet the Trust's objectives. The composition of the Board is subject to continuous review. Profiles of each of the Directors may be found on page 4.

#### Chairperson and Independence

The ASX Corporate Governance Council recommends that the Chairperson of the Board be independent.

Mr F Allan McDonald, the Chairman of the Board, is an independent, non-executive Director.

# Directors' Report

For the year ended 31 December 2013

## Roles of the Chairman and CEO

The ASX Corporate Governance Council recommends that the roles of the roles of Chairman and Chief Executive Officer be split and not exercised by the same individual.

Mr F Allan McDonald, the Chairman of the Board, is an independent, non-executive Director.

## Nomination Committee

The ASX Corporate Governance Council recommends that Boards establish a nomination committee to oversee the selection and appointment of directors. Ultimate responsibility for director selection rests with the full board.

The Company does not have a nomination committee. The nomination and appointment of Directors is undertaken by BAIL in consultation with the Board. This practice is in accordance with the Company's Charter and the Corporations Act.

## Evaluation of the performance of the Board, its Committees and individual Directors

The Board is responsible for reviewing and monitoring its performance and the performance of its committees and directors. The Board undertakes an annual self-evaluation of its performance. The evaluation is conducted by way of a survey of each Director, followed by an analysis and discussion of the results. As part of the review, consideration is given to the existing skills and competency of the Directors to ensure there is an appropriate mix of skills for managing the Company and the Trust.

## Induction and education

An induction programme for Directors is facilitated by the Company Secretary. The programme provides new directors with an understanding of the financial, strategic, operational and risk management position of the Company, the Trust and the Group.

## Access to information

All Directors have unrestricted access to records of the Company and the Trust and receive regular financial and operational reports from senior management to enable them to carry out their duties.

The Board Charter grants the Board collectively, and each Director individually, the right to seek independent professional advice at the Company's expense to help them carry out their responsibilities.

## The Board and the Company Secretary

All Directors have access to the Company Secretary. The Company Secretary is accountable to the Board on all governance matters and supports the Board by monitoring and maintaining Board policies and procedures, and coordinating the timely completion and dispatch of the Board agenda and briefing material.

The appointment and removal of the Company Secretary is a matter for BAIL in consultation with the Board.

## Principle 3: Promote ethical and responsible decision making

The Brookfield Group has a Code of Business Conduct and Ethics (the Code) which sets out the requirements for workplace and human resource practices, risk management and legal compliance.

## Code of Business Conduct and Ethics

The Board acknowledges that all employees of the Group and Directors of the Company are subject to the Code and are required to act honestly and with integrity. The Code is designed to ensure that all directors, officers and employees conduct activities with the highest standards of honesty and integrity and in compliance with all legal and regulatory requirements. The Code is aligned to the Group's core values of teamwork, integrity and performance and is fully supported by the Company's Board.

A copy of the Code is available on the Brookfield Australia website at [www.au.brookfield.com](http://www.au.brookfield.com).

## Diversity Policy

The ASX Corporate Governance Council recommends that Companies establish a policy concerning diversity.

The Company is not part of an ASX listed group of companies and does not directly employ staff. As a result, the Company has not developed a policy concerning diversity.

#### Principle 4: Safeguard integrity in financial reporting

The approach adopted by the Board is consistent with the Principle. The Board requires the Chief Executive Officer and the Chief Financial Officer to provide a written statement that the financial statements of the Trust present a true and fair view, in all material aspects, of the financial position and operational results.

#### Audit Committee

The Board has established an Audit Committee to oversee the integrity of the financial reporting controls and procedures used by the Company when acting in its capacity as the Responsible Entity.

The Audit Committee is responsible for:

- overseeing financial reporting to ensure balance, transparency and integrity; and
- evaluating and monitoring the effectiveness of the external audit function.

The members of the Audit Committee throughout the reporting period were:

NAME	POSITION	AUDIT COMMITTEE MEETINGS	
		HELD	ATTENDED
Ms Barbara K Ward	Chairperson	2	2
Mr F Allan McDonald	Member	2	2

Ms Barbara K Ward and Mr F Allan McDonald are not substantial shareholders of the Company or the Trust or officers of, or otherwise associated directly with, a substantial shareholder of the Company or the Trust and therefore are deemed independent.

With two members, the Audit Committee does not satisfy all the requirements of ASX Recommendation 4.2 which suggests that an audit committee should have 'at least three members'. The structure of the Audit Committee satisfied the three other requirements of Recommendation 4.2.

The Board considers that during the reporting period the Audit Committee was of sufficient size, independence and technical expertise to discharge its mandate effectively.

#### Charter of the Audit Committee

The Audit Committee has adopted a formal Charter which sets out their responsibilities with respect to financial reporting, external audit (including procedures regarding appointment, removal of and term of engagement with the external auditor), and performance evaluation.

A copy of the Audit Committee's Charter is available on the Brookfield Australia website at [www.au.brookfield.com](http://www.au.brookfield.com).

#### Principle 5: Make timely and balanced disclosure

The Company is committed to complying with the continuous disclosure obligations contained in the ASX Listing Rules. The Board has adopted a Continuous Disclosure Policy which is designed to ensure that all unit holders have equal and timely access to material information concerning the Trust. The Continuous Disclosure Policy applies to all Directors, managers and employees involved in the operation of the Trust and the Company.

The Company Secretary is primarily responsible for the Trust's compliance with its continuous disclosure obligations and maintaining the Continuous Disclosure Policy. The Company Secretary is also the liaison between the Board and the ASX.

A copy of the Continuous Disclosure Policy is available on the Brookfield Australia website at [www.au.brookfield.com](http://www.au.brookfield.com).

# Directors' Report

For the year ended 31 December 2013

## Principle 6: Respect the rights of Multiplex SITES Trust Holders

The Company's communication strategy is incorporated into the Continuous Disclosure Policy.

The Company is committed to timely and ongoing communication with Trust unit holders. The Annual Report also provides an update to investors on major achievements and the financial results of the Trust.

Up to date information on the Trust, including any continuous disclosure notices given by the Trust, financial and Annual Reports, and distribution information is available on the Brookfield Australia website at [www.au.brookfield.com](http://www.au.brookfield.com).

## Principle 7: Recognise and manage risk

### Risk management and compliance framework

An important role of the Company is to effectively manage the risks inherent in its business while supporting the performance and success of the Trust. The Company is committed to ensuring that it has a robust system of risk oversight, management and internal control that complies with ASX Principle 7.

The Board has delegated responsibility for the oversight of the Company's compliance program to a Risk and Compliance Committee. The members of the Board Risk and Compliance Committee throughout the financial year were:

NAME	POSITION	BOARD RISK AND COMPLIANCE COMMITTEE MEETINGS	
		HELD	ATTENDED
Ms Barbara K Ward	Chairperson	2	2
Mr F Allan McDonald	Member	2	2

The Board Risk and Compliance Committee is governed by a formal Charter which is available on the Brookfield Australia website at [www.au.brookfield.com](http://www.au.brookfield.com).

The Board has adopted a Risk Management Strategy (RMS) and has assigned accountability and responsibility for the management of risk to Management. The RMS describes the key elements of the risk management framework that relates to the delivery of financial services by Australian Financial Services License Holders and their Authorised Representatives.

In addition to the RMS, Risk Registers are used by management to record and manage potential sources of material business risks that could impact upon the Company or the Trust.

### Risk management and internal control system

The Board is ultimately responsible for overseeing and managing risks to the Company or the Trust. Management reports to the Board on risk management and compliance via a Board Risk and Compliance Committee. Financial risks are managed by the Audit Committee. Designated compliance staff assist the Company by ensuring that a robust system of compliance and risk management is in place. The Compliance Manager for the Group is responsible for reviewing and monitoring the efficiency of compliance systems on an ongoing basis. The Group has an internal audit function which may review aspects of the Company business and the Trust as part of its annual program.

A summary of the Company's policies on risk oversight and management is available on the Brookfield Website at [www.au.brookfield.com](http://www.au.brookfield.com).

### Chief Executive Officer and Chief Financial Officer Assurance

The Board has received assurance from the Executive Director and Chief Financial Officer that the sign off of financial statements is based upon a sound system of risk management and that the internal compliance and control systems are operating efficiently in all material respects in relation to financial reporting risks.

**Principle 8: Remunerate fairly and responsibly**

The ASX Corporate Governance Council suggests that Companies should establish a dedicated Remuneration Committee. The Directors receive a fee for service, which is paid by Brookfield Australia Investments Limited, a parent entity of the company, and the Company does not directly employ staff, therefore no remuneration committee has been established.

Non-executive Directors receive fees for serving as Directors. Director's fees are not linked to performance of the Company or the Trust.

**Distributions**

Distributions paid or declared by the Trust were as follows:

	CENTS PER UNIT	TOTAL AMOUNT \$'000	DAY OF PAYMENT
<b>Year ended 31 December 2013</b>			
Distributions for the period ended 31 March 2013	170.00	7,650	18 April 2013
Distributions for the period ended 30 June 2013	173.00	7,785	16 July 2013
Distributions for the period ended 30 September 2013	169.00	7,605	16 October 2013
Distributions for the period ended 31 December 2013	162.00	7,290	16 January 2014
Total distributions	674.00	30,330	
<b>Year ended 31 December 2012</b>			
Distributions for the period ended 31 March 2012	207.00	9,315	18 April 2012
Distributions for the period ended 30 June 2012	203.00	9,135	16 July 2012
Distributions for the period ended 30 September 2012	187.00	8,415	16 October 2012
Distributions for the period ended 31 December 2012	181.00	8,145	16 January 2013
Total distributions	778.00	35,010	

On 2 January 2014, the Trust announced to the ASX that the distribution rate for the period from 1 January 2014 to 31 March 2014 is 6.5050% per annum.

# Directors' Report

For the year ended 31 December 2013

## EVENTS SUBSEQUENT TO THE REPORTING DATE

Other than the above and to the knowledge of the Directors, there has been no matter or circumstance that has arisen since the end of the year that has significantly affected, or may affect, the Trust's operations in future financial periods, the results of those operations or the Trust's state of affairs in future financial periods.

## INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

BAIL has entered into deeds of access and indemnity with each of its Directors, Company Secretary and other nominated Officers. The terms of the deeds are in accordance with the provisions of the Corporations Act 2001 and will indemnify these executives (to the extent permitted by law) for up to seven years after serving as an Officer against legal costs incurred in defending civil or criminal proceedings against the executives, except where proceedings result in unfavourable decisions against the executives, and in respect of reasonable legal costs incurred by the executives in good faith in obtaining legal advice in relation to any issue relating to the executives being an officer of the Group, including the Company.

Under the deeds of access and indemnity, BAIL has agreed to indemnify these persons (to the extent permitted by law) against:

- liabilities incurred as a director or officer of the Company or a company in the Group, except for those liabilities incurred in relation to the matters set out in section 199A(2) of the Corporations Act 2001; and
- reasonable legal costs incurred in defending an action for a liability or alleged liability as a director or officer, except for costs incurred in relation to the matters set out in section 199A(3) of the Corporations Act 2001.

BAIL has also agreed to effect, maintain and pay the premium on a directors' and officers' liability insurance policy. This obligation is satisfied by BAIL being able to rely upon Brookfield's global directors' and officers' insurance policy, for which it pays a portion of the premium.

As is usual, this policy has certain exclusions and therefore does not insure against liabilities arising out of matters including but not limited to:

- fraudulent, dishonest or criminal acts or omissions and improper personal profit or advantage;
- violation of US Securities Act of 1933; and
- losses for which coverage under a different kind of insurance Policy is readily available such as, for example, liability insurance, employment practices liability and pollution liability (there can be limited coverage for some of these exposures); and claims made by a major shareholder (threshold is ownership of 10% or greater).

The obligation to effect, maintain and pay the premium on a policy continues for a period of seven years after the director or officer has left office to the extent such coverage is available with reasonable terms in the commercial insurance marketplace.

## Contract of insurance

The Group has paid or agreed to pay a portion of the premium in respect of a contract taken out by Brookfield Asset Management Inc. insuring the Directors and officers of Brookfield Asset Management Inc. and its subsidiaries, which include the Company, against a liability.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

## ROUNDING OF AMOUNTS

The Trust is of a kind referred to in Class Order 98/0100, dated 10 July 1998, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report and the financial statements. Amounts in the Directors' Report and the financial statements have been rounded off in accordance with that Class Order to the nearest hundred thousand or in certain cases, to the nearest dollar.

**Lead auditor's independence declaration under Section 307C of the Corporations Act 2001**

The lead auditor's independence declaration is set out on page 12 and forms part of the Directors' Report for the year ended 31 December 2013.

Signed in accordance with a resolution of the Directors, made pursuant to Section 298(2) of the Corporations Act 2001, on behalf of the Directors of Brookfield Funds Management Limited.

Dated at Sydney this 21st day of February 2014

**Russell T Proutt**

Executive Director  
Brookfield Funds Management Limited  
as Responsible Entity for Multiplex SITES Trust

# Auditor's Independence Declaration

For the year ended 31 December 2013



12

Deloitte Touche Tohmatsu  
A.B.N. 74 490 121 060

Grosvenor Place  
225 George Street  
Sydney NSW 2000  
PO Box N250 Grosvenor Place  
Sydney NSW 1220 Australia

DX 10307SSE  
Tel: +61 (0) 2 9322 7000  
Fax: +61 (0) 2 9322 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

The Board of Directors  
Brookfield Funds Management Limited  
(as Responsible Entity for Multiplex SITES Trust)  
Level 22, 135 King Street  
SYDNEY, NSW 2000

21 February 2014

Dear Board Members

## Multiplex SITES Trust

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Brookfield Funds Management Limited as responsible entity for Multiplex SITES Trust.

As lead audit partner for the audit of the financial statements of Multiplex SITES Trust for the financial year ended 31 December 2013, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully,

DELOITTE TOUCHE TOHMATSU  
DELOITTE TOUCHE TOHMATSU



AG Collinson  
Partner  
Chartered Accountants

# Statement of Comprehensive Income

For the year ended 31 December 2013

	YEAR END 31 DEC 2013 \$'000	YEAR END 31 DEC 2012 \$'000
Share of net profit of associates accounted for using the equity method	30,330	35,010
Net profit for the period from continuing operations	30,330	35,010
Other comprehensive income for the period	-	-
Total comprehensive income for the period attributable to SITES unitholders	30,330	35,010
<b>Earnings per unit</b>		
Basic and diluted earnings per ordinary unit (cents)	674.00	778.00

The Statement of Comprehensive Income should be read in conjunction with the Notes to the financial statements.

# Statement of Financial Position

As at 31 December 2013

	NOTE	31 DEC 2013 \$'000	31 DEC 2012 \$'000
<b>Non-current assets</b>			
Investments accounted for using the equity method	5	457,290	458,145
Total non-current assets		457,290	458,145
Total assets		457,290	458,145
<b>Current liabilities</b>			
Distributions payable	7	7,290	8,145
Total current liabilities		7,290	8,145
Total liabilities		7,290	8,145
Net assets		450,000	450,000
<b>Equity</b>			
Units on issue	8	450,000	450,000
Total equity		450,000	450,000

The Statement of Financial Position should be read in conjunction with the Notes to the financial statements.

# Statement of Changes in Equity

For the year ended 31 December 2013

	NOTE	UNITS ON ISSUE \$'000	ACCUMULATED PROFIT/ (LOSSES) \$'000	TOTAL EQUITY \$'000
<b>Opening equity – 1 January 2013</b>		<b>450,000</b>	-	<b>450,000</b>
Net profit		-	30,330	30,330
Other comprehensive income		-	-	-
Total comprehensive income		-	30,330	30,330
Distributions to unitholders	7	-	(30,330)	(30,330)
Total transactions with unitholders in their capacity as unitholders		-	(30,330)	(30,330)
Closing equity – 31 December 2013		450,000	-	450,000
<b>Opening equity – 1 January 2012</b>		<b>450,000</b>	-	<b>450,000</b>
Net profit		-	35,010	35,010
Other comprehensive income		-	-	-
Total comprehensive income		-	35,010	35,010
Distributions to unitholders	7	-	(35,010)	(35,010)
Total transactions with unitholders in their capacity as unitholders		-	(35,010)	(35,010)
Closing equity – 31 December 2012		450,000	-	450,000

The Statement of Changes in Equity should be read in conjunction with the Notes to the financial statements.

# Statement of Cash Flows

For the year ended 31 December 2013

	NOTE	YEAR ENDED 31 DEC 2013 \$'000	YEAR ENDED 31 DEC 2012 \$'000
<b>Cash flows from operating activities</b>			
Net cash inflows from operating activities	10	-	-
<b>Cash flows from investing activities</b>			
Dividends and distributions received		31,185	36,630
Net cash inflows from investing activities		31,185	36,630
<b>Cash flows from financing activities</b>			
Distributions paid to Multiplex SITES holders		(31,185)	(36,630)
Net cash outflows from financing activities		(31,185)	(36,630)
Net increase in cash held		-	-
Cash at the beginning of the financial period		-	-
Cash at the end of the financial period		-	-

The Statement of Cash Flows should be read in conjunction with the Notes to the financial statements.

# Notes to the Financial Statements

For the year ended 31 December 2013

## 1 REPORTING ENTITY

Multiplex SITES Trust (Trust) is a unit trust domiciled in Australia and is an Australian registered managed investment scheme under the Corporations Act 2001. Brookfield Funds Management Limited, the Responsible Entity of the Trust, is incorporated and domiciled in Australia. The units of the Trust have been listed on the Australian Securities Exchange (ASX) and are guaranteed on a subordinated and unsecured basis by Brookfield Australia Investments Limited and Brookfield Funds Management Limited (Guarantors). The Trust was registered on 12 November 2004.

The annual financial statements of the Trust for the year ended 31 December 2013 were authorised for issue in accordance with a resolution of the Directors of the Responsible Entity on 21st February 2014.

## 2 BASIS OF PREPARATION

### Statement of compliance

The financial report is a general purpose financial report which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards. Accounting standards include Australian equivalents to International Financial Reporting Standards (IFRS). Compliance with Australian equivalents to IFRS ensures that the financial statements and notes of the Trust comply with IFRS.

The financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets.

The financial report is presented in Australian dollars. The Trust is of a kind referred to in ASIC Class Order 98/0100 dated 10 July 1998 relating to the "rounding off" of amounts in the annual financial statements. In accordance with that Class Order amounts in the annual financial statements have been rounded off to the nearest thousand dollars or in certain cases, to the nearest dollar, unless stated otherwise.

Due to the classification of distributions payable as current liabilities at 31 December 2013, the Trust is in a net current liability position of \$7.290 million. The Trust has non-current assets of \$457.290 million and a net asset position of \$450.000 million. In accordance with AASB 101, an entity shall prepare financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. The accounts of the Trust have been prepared on a going concern basis as the net current asset deficiency is due to the classification of distributions payable as current liabilities. There are agreements in place that ensure the receipt of distributions by the Trust occur at the same time as the payment of their distributions to unitholders, and hence the classification of the distributions payable as current do not impact the ability of the Trust to continue as a going concern.

### Estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from those estimates.

# Notes to the Financial Statements

For the year ended 31 December 2013

## **3 SIGNIFICANT ACCOUNTING POLICIES**

### **Investments in associates**

An associate is an entity over which the Trust has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with AASB 5. Under the equity method, an investment in an associate is initially recognised in the statement of financial position at cost and adjusted thereafter to recognise the Trust's share of the profit or loss and other comprehensive income of the associate. When the Trust's share of losses of an associate exceeds the Trust's interest in that associate (which includes any long-term interests that, in substance, form part of the Trust's net investment in the associate), the Trust discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Trust has incurred legal or constructive obligations or made payments on behalf of the associate.

The Trust discontinues the use of the equity method from the date when the investment ceases to be an associate or when the investment is classified as held for sale. When the Trust retains an interest in the former associate and the retained interest is a financial asset, the Trust measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with AASB 139. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Trust accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Trust reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

### **Distributions**

A payable for distribution is recognised in the Statement of Financial Position if the distribution has been declared prior to balance date. Distributions paid are included in cash flows from financing activities and distributions received are included in cash flows from investing activities in the Statement of Cash Flows.

### **Units on issue**

Issued and paid up units are recognised at face value, being the consideration of \$100 received by the Trust for each unit on issue.

### 3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

#### New standards and interpretations not yet adopted

The following standards, amendments to standards and interpretations have been identified as those which may impact the entity in the period of initial application. They are available for early adoption at 31 December 2013 but have not been applied preparing these financial statements.

- AASB 9 ‘Financial Instruments’(December 2009) and AASB 2009-11 ‘Amendments to Australian Accounting Standards arising from AASB 9’: effective 1 January 2017;
- AASB 1031 ‘Materiality’ (2013) : effective 1 January 2014;
- AASB 2011-4 ‘Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements’: effective 1 January 2014;
- AASB 2012-3 ‘Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities’: effective 1 January 2014;

#### Application of new and revised Accounting Standards

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current year.

- AASB 2011-9 Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income introduces new terminology for the statement of comprehensive income and income statement and groups items in other comprehensive income and associated tax on the basis of whether items are potentially reclassifiable to profit and loss subsequently. Under the amendments to AASB 101, the statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes.
- AASB 10 Consolidated Financial Statements which replaces all of the guidance on control and consolidation. The core principle that a consolidated entity presents a parent and its subsidiaries as if they are a single economic entity remains unchanged, as do the mechanics of consolidation. However, the standard introduces a single definition of control that applies to all entities, whereby an investor controls an investee only if the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.
- AASB 11 Joint Arrangements which introduces a principle based approach to accounting for joint arrangements. The focus is no longer on the legal structure of joint arrangements, but rather on how rights and obligations are shared by the parties to the joint arrangement. Based on the assessment of rights and obligations, a joint arrangement will be classified as either a joint operation or a joint venture. Joint ventures are accounted for using the equity method, and the choice to proportionately consolidate will no longer be permitted. Parties to a joint operation will account for their share of revenues, expenses, assets and liabilities in much the same way as under the previous standard AASB 131 Interests in Joint Ventures.
- AASB 12 Disclosure of Interests in Other Entities and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards, which set out the required disclosures for entities reporting under the two new standards, AASB 10 and AASB 11 and replace the disclosure requirements previously found in AASB 127 Separate Financial Statements and AASB 128 Investments in Associates and Joint Ventures.
- AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13 which sets out in a single standard a framework for measuring fair value, including related disclosure requirements in relation to fair value measurement. AASB 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under AASB 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique.
- AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements which remove the individual key management personnel disclosure requirements from AASB 124 Related Party Disclosures, to achieve consistency with the international equivalent standard and remove a duplication of the requirements with the Corporations Act 2001.
- AASB 2012-2 Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities (Amendments to AASB 7) which requires an entity to disclose information about rights of offset and related arrangements for financial instruments under an enforceable master netting agreement or similar arrangement.
- AASB 2012-10 Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments which provides transition guidance for the amendments to AASB 10 Consolidated Financial Statements.

These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards. The adoption of the above revised Standards and Interpretations has resulted in amended disclosures in the financial report but has not impacted the financial results of the Company.

### 4 SEGMENT REPORTING

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Trust that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. The Trust operates in a single segment, being an investment in Multiplex Hybrid Investment Trust in Australia. All items of the Statement of Comprehensive Income and Statement of Financial Position are derived from this single segment. The chief operating decision maker of the Trust, the Board of Directors of the Responsible Entity, reviews and assesses performance using information displayed as set out in these statements.

# Notes to the Financial Statements

For the year ended 31 December 2013

<b>5 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD</b>	<b>31 DEC 2013</b>	<b>31 DEC 2012</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Non-current</b>		
Units in unlisted associates	457,290	458,145
<b>Total</b>	<b>457,290</b>	<b>458,145</b>

## Relationship with Multiplex Hybrid Investment Trust

Multiplex SITES Trust has an investment (100% of the Class A units and 25% of the voting rights) in Multiplex Hybrid Investment Trust (MHIT) of \$450,000,000 (2012: \$450,000,000), and are entitled to quarterly distributions on this investment. Distributions paid or payable to Multiplex SITES Trust (the Class A unitholder) totalled \$30,330,000 for the year ended 31 December 2013 (year ended 31 December 2012: \$35,010,000). The activities of MHIT and its relationship with the Trust is strategic to the operations of the Trust. The registered office and principal place of business of MHIT is Level 22, 135 King Street, Sydney.

Details of material interests in associates are as follows:

<b>NAME</b>	<b>PRINCIPAL ACTIVIST</b>	<b>VOTING INTEREST %</b>	<b>CARRYING VALUE 31 DEC 2013 \$'000</b>	<b>CARRYING VALUE 31 DEC 2012 \$'000</b>
Multiplex Hybrid Investment Trust	Investment	25	457,290	458,145

	<b>31 DEC 2013</b>	<b>31 DEC 2012</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Movement in the carrying value</b>		
Carrying amount at the beginning of the period	458,145	459,765
Profit accounted for using the equity method	30,330	35,010
Distribution received during the period	(31,185)	(36,630)
Carrying amount at the end of the period	457,290	458,145

## Other disclosures

Associates' revenues and profits		
Revenues and profit of associates	30,330	35,010

## Associates'

Profit or loss from continuing operations	30,330	35,010
Income tax expense attributable to net profit	-	-
Other comprehensive income	-	-
Total comprehensive income	30,330	35,010
Total associates' net profit after tax accounted for using the equity method	30,330	35,010

## Associates' assets and liabilities

Current assets	7,296	8,151
Non-current assets	450,000	450,000
<b>Total Assets</b>	<b>457,296</b>	<b>458,151</b>
Current liabilities	7,290	8,145
Non-current liabilities	-	-
<b>Total Liabilities</b>	<b>7,290</b>	<b>8,145</b>
<b>Net Assets</b>	<b>450,006</b>	<b>450,006</b>

## 6 AUDITOR'S REMUNERATION

During the current and prior periods, all amounts paid to the auditor of the Trust, Deloitte Touche Tohmatsu, were borne by the Responsible Entity in its capacity as responsible entity of Multiplex SITES Trust.

## 7 DISTRIBUTIONS

	CENTS PER UNIT	TOTAL AMOUNT \$'000	DATE OF PAYMENT
<b>Year ended 31 December 2013</b>			
Distributions for the period ended 31 March 2013	170.00	7,650	18 April 2013
Distributions for the period ended 30 June 2013	173.00	7,785	16 July 2013
Distributions for the period ended 30 September 2013	169.00	7,605	16 October 2013
Distributions for the period ended 31 December 2013	162.00	7,290	16 January 2014
Total distributions	674.00	30,330	
<b>Year ended 31 December 2012</b>			
Distributions for the period ended 31 March 2012	207.00	9,315	18 April 2012
Distributions for the period ended 30 June 2012	203.00	9,135	16 July 2012
Distributions for the period ended 30 September 2012	187.00	8,415	16 October 2012
Distributions for the period ended 31 December 2012	181.00	8,145	16 January 2013
Total distributions	778.00	35,010	

Distributions are payable at the discretion of the Responsible Entity at the three month bank bill rate on the issue date plus a margin of 3.90%. The rate is determined on the first business day of each quarter.

## 8 UNITS ON ISSUE

	31 DEC 2013 \$'000	31 DEC 2013 UNITS	31 DEC 2012 \$'000	31 DEC 2012 UNITS
<b>Units on issue</b>				
Amounts owing to Multiplex SITES holders	450,000	4,500,000	450,000	4,500,000

### Terms and conditions

Multiplex SITES is a fully paid unit issued by the Trust and is entitled to income that is derived by the Trust.

Multiplex SITES rank in priority to other units in the Trust, but behind creditors of the Trust.

The Responsible Entity, in its capacity as responsible entity of Brookfield Australia Property Trust and Brookfield Australia Investments Limited, guarantee the face value and unpaid distribution amount on redemption (being not more than the distribution payments for the four preceding but unpaid distributions). In addition, while the Responsible Entity of the Trust is a member of Brookfield Australia Investments Group, the Responsible Entity in its capacity as responsible entity of Brookfield Australia Property Trust and Brookfield Australia Investments Limited guarantee any distributions which have been declared payable by the Trust. As there is discretion not to pay particular distributions, the guarantee does not ensure that priority distribution payments will be paid in all circumstances.

Under the guarantee, Multiplex SITES rank in priority to units in Brookfield Australia Property Trust and shares in Brookfield Australia Investments Limited but are subordinated to senior creditors of Brookfield Australia Property Trust and Brookfield Australia Investments Limited.

Multiplex SITES have an unsecured and subordinated guarantee of the face value and unpaid distribution amount (not being more than the distribution payments for the four preceding but unpaid distributions).

# Notes to the Financial Statements

For the year ended 31 December 2013

## Assets pledged as security

The guarantee, which ranks in priority to units in Brookfield Australia Property Trust and shares in Brookfield Australia Investments Limited, is subordinated to senior creditors of Brookfield Australia Property Trust and Brookfield Australia Investments Limited and ranks equally with other creditors of Brookfield Australia Property Trust and Brookfield Australia Investments Limited who are not senior creditors.

## Holder redemption

Holders have the right to initiate redemption of Multiplex SITES, by issue of a holder realisation notice, in the following limited circumstances:

- where a priority distribution payment to Multiplex SITES Trust is not paid in full; or
- the occurrence of a winding-up event, with respect to either of the Guarantors, Multiplex SITES Trust (for as long as the responsible entity of Multiplex SITES Trust is a member of Brookfield Australia Investments Group) or Multiplex Hybrid Investment Trust (MHIT) (for as long as the trustee of MHIT is a member of Brookfield Australia Investments Group).

The request for redemption is effective and will be implemented if made by holders who cumulatively hold 5% or more of Multiplex SITES on issue.

Upon redemption, holders will receive the aggregate of \$100 plus the unpaid distribution amount, not being more than the distribution payments for the four preceding but unpaid distributions.

## Issuer redemption

Subject to approval of the Responsible Entity and Brookfield Australia Investments Limited, the Trust may initiate redemption of all or some of the Multiplex SITES for cash, by sending a realisation notice to holders, in the following circumstances:

- the step-up date or the last day of each distribution period after the step-up date;
- an increased costs event;
- an accounting event;
- where the responsible entity of the Trust is no longer a member of Brookfield Australia Investments Limited;
- a change of control event; or
- there are less than \$50 million of Multiplex SITES remaining on issue.

## Holder exchange

Holders have no right to request exchange.

## Issuer exchange

Brookfield Australia Investments Group was delisted on 20 December 2007. For so long as Brookfield Australia Investments Group is not listed, the Responsible Entity will not be entitled to exercise its option to exchange Multiplex SITES for Brookfield Australia Investments Group stapled securities.

## 9 FINANCIAL INSTRUMENTS

### Financial risk management

The Trust has responsibility for the establishment and monitoring of a risk management framework. This framework seeks to minimise the potential adverse impact of the above risks on the Trust's financial performance.

The Board regularly reviews procedures in respect of compliance with the maintenance of statutory, legal, ethical and environmental obligations through the Audit Committee and Risk and Compliance Committee. Management also reports to the Board through the Audit & Risk Committee as to the effectiveness of the Trust's management of its material business risks. As risks are primarily concerned with compliance rather than an operational nature, the existing risk management approach will continue to be enforced.

## 10 RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES

	YEAR ENDED 31 DEC 2013 \$'000	YEAR ENDED 31 DEC 2012 \$'000
<b>Reconciliation of net (loss) to net cash (outflow)/inflow from operating activities</b>		
Profit/(Losses) from ordinary activities after income tax	-	-
Change in operating assets and liabilities:		
Decrease/(Increase) in assets	855	1,620
(Decrease)/Increase in liabilities	(855)	(1,620)
Net cash inflow from operating activities	-	-

## 11 RELATED PARTIES

### Associates

Interests in associates are set out in note 5.

### Key management personnel

No compensation is paid by the Trust or the Responsible Entity to Directors or directly to any of the key management personnel of the Responsible Entity. Compensation is paid by entities within the Brookfield Australia Investments Group.

The number of Multiplex SITES units held by key management personnel of the Responsible Entity, including their personally related entities, is set out below:

	UNITS HELD AT 31 DEC 2013	UNITS HELD AT 31 DEC 2012
Mr F Allan McDonald	1,335	1,335

### Transactions with related parties

#### Transactions between Multiplex SITES Trust and Multiplex Hybrid Investment Trust

- An investment in Multiplex Hybrid Investment Trust of \$450,000,000 (2012: \$450,000,000); and
- Distributions received/receivable of \$30,330,000 for the year ended 31 December 2013 (year ended 31 December 2012: \$35,010,000)

### Responsible Entity

The Responsible Entity of the Trust is Brookfield Funds Management Limited, whose immediate parent company is Brookfield Australia Investments Limited. The ultimate Australian parent of the Responsible Entity is BHCA Pty Limited, with the ultimate parent being Brookfield Asset Management Inc.

## 12 CONTINGENT LIABILITIES AND ASSETS

No contingent liabilities or assets existed 31 December 2013 (31 December 2012: nil).

## 13 CAPITAL AND OTHER COMMITMENTS

No capital or other commitment existed at 31 December 2013 (31 December 2012: nil).

## 14 EVENTS SUBSEQUENT TO THE REPORTING DATE

Other than matters previously disclosed in this report and to the knowledge of the Directors, there has been no matter or circumstance that has arisen since the end of the year that has significantly affected, or may affect, the Trust's operations in future financial periods, the results of those operations or the Trust's state of affairs in future financial periods.

In the opinion of the Directors of Brookfield Funds Management Limited, the Responsible Entity of Multiplex SITES Trust:

- a. The Financial Statements and notes set out on pages 13 to 23 are in accordance with the Corporations Act 2001, including:
  - i giving a true and fair view of the financial position of the Trust as at 31 December 2013 and of its performance for the year ended on that date; and
  - ii the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 2 to the financial statements; and
  - iii complying with Account Standards and the Corporations Act 2001 in Australia and the Corporations Regulations 2001;
- b. There are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of the Directors of Brookfield Funds Management Limited as required by Section 295A of the Corporations Act 2001.

Dated at Sydney this 21st day of February 2014



### Russell T Proutt

Executive Director  
Brookfield Funds Management Limited  
as Responsible Entity for Multiplex SITES Trust

# Independent Auditor's Report

For the year ended 31 December 2013



24

Deloitte Touche Tohmatsu  
ABN 74 490 121 060

Grosvenor Place  
225 George Street  
Sydney NSW 2000  
PO Box N250 Grosvenor Place  
Sydney NSW 1217 Australia

DX 10307SSE  
Tel: +61 (0) 2 9322 7000  
Fax: +61 (0) 2 9322 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

## Independent Auditor's Report to the members of Multiplex SITES Trust

We have audited the accompanying financial report of Multiplex SITES Trust, which comprises the statement of financial position as at 31 December 2013, the statement of comprehensive income, the statement of cash flows and the statement of changes in equity for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration as set out on pages 13 to 23.

### *Directors' Responsibility for the Financial Report*

The directors of the Brookfield Funds Management Limited, as responsible for Multiplex SITES Trust, are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control, relevant to the entity's preparation of the financial report that gives a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Auditor's Independence Declaration*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Brookfield Funds Management Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

*Opinion*

In our opinion:

- (a) the financial report of Multiplex SITES Trust is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial statements also comply with International Financial Reporting Standards as disclosed in Note 2.

DELOITTE TOUCHE TOHMATSU  
DELOITTE TOUCHE TOHMATSU



AG Collinson  
Partner  
Chartered Accountants  
Sydney, 21 February 2014

# Information on Securityholders

For the year ended 31 December 2013

Multiplex SITES Trust securities trade on the Australian Securities Exchange under the symbol "MXUPA". The securities were first listed on 19 January 2005 with the home exchange being Sydney.

## NUMBER OF ISSUED SECURITIES

**4,500,000**

## SECURITYHOLDER DISTRIBUTION RANGES (AS AT 25 FEBRUARY 2014)

RANGE	NUMBER OF SECURITIES	PERCENTAGE OF ISSUED SECURITIES	NUMBER OF HOLDERS
100,001 and Over	1,577,114	35.05	5
10,001 to 100,000	601,625	13.37	26
5,001 to 10,000	254,224	5.65	35
1,001 to 5,000	808,948	17.98	404
1 to 1,000	1,258,089	27.96	4,452
Total	4,500,000	100.00	4,922

There are 3 investors holding less than a marketable parcel of 6 securities (\$84.48 on 25 February 2014).

## TOP 20 SECURITYHOLDINGS (AS AT 25 FEBRUARY 2014)

NAME	NUMBER OF SECURITIES	PERCENTAGE OF ISSUED SECURITIES
AET Structured Finance Services Pty Ltd	406,465	9.03%
Citicorp Nominees Pty Limited	402,611	8.95%
J P Morgan Nominees Australia Limited	352,895	7.84%
HSBC Custody Nominees (Australia) Limited	251,644	5.59%
National Nominees Limited	163,499	3.63%
UBS Wealth Management Australia Nominees Pty Ltd	60,321	1.34%
Karatal Holdings Pty Ltd	57,734	1.28%
BNP Paribas Noms Pty Ltd	44,062	0.98%
Wilfred Services Pty Ltd	31,986	0.71%
ABN Amro Clearing Sydney Nominees Pty Ltd	30,800	0.68%
Sandhurst Trustees Ltd	28,916	0.64%
RBC Investor Services Australia Nominees Pty Limited	27,000	0.60%
Turnbull & Partners Pty Limited	25,610	0.57%
Mutual Trust Pty Ltd	24,002	0.53%
Ms Christine Maree Windeyer & Mr Gordon Phillip Windeyer	23,389	0.52%
Navigator Australia Ltd	23,345	0.52%
Netwealth Investments Limited	22,001	0.49%
RBC Investor Service Australia Nominees Pty Limited	20,812	0.46%
Mr David Feldman & Mrs Laima Feldman	18,125	0.40%
Farallon Capital Pty Ltd	18,000	0.40%
Total	2,033,217	45.18%
Balance of Register	2,466,783	54.82%
Grand Total	4,500,000	100.00%

**SUBSTANTIAL SECURITYHOLDING NOTICE**

As at the date of this report the following substantial securityholder notice has been received by Multiplex SITES Trust from:

<b>NAME</b>	<b>NUMBER OF SECURITIES</b>	<b>PERCENTAGE OF ISSUED SECURITIES</b>
Brookfield Asset Management Inc	361,664	8.037
Clime Investment Management Limited & Clime Asset Management Pty Limited	225,981	5.02
Challenger Limited	389,941	8.67

# Investor Relations

## **ELECTRONIC INVESTORS**

Brookfield continually strives to improve its environmental performance and securityholders were encouraged to assist with this effort. The electronic investor service allows investors to receive annual reports electronically. Electronic investors will be notified by email when the Annual Report becomes available for them to view online at [www.au.brookfield.com](http://www.au.brookfield.com). This option reduces our impact on the environment by minimising paper usage, while also providing investors with a cost-effective, user-friendly alternative.

If you would like to elect to become an electronic investor contact our security registrar, Link Market Services Limited, by telephone on 1800 68 54 55 (within Australia) or by mail at Locked Bag A14, Sydney South, NSW 1235.

## **SECURITY REGISTRAR CONTACT DETAILS**

If you have any queries regarding your investment, please contact our security registrar:

Link Market Services Limited  
Level 12, 680 George Street Sydney NSW 2000  
Locked Bag A14, Sydney South NSW 1235  
Tel (within Australia): 1800 68 54 55  
Tel (outside Australia): +61 2 8280 7141  
Fax: +61 2 9287 0303

Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)  
Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## **UNCLAIMED DISTRIBUTIONS**

Distribution cheques that are not banked are required to be handed over to the State Trustee under the Unclaimed Monies Act so you are reminded to bank cheques immediately.

## **DIRECT CREDIT ELECTION**

By electing for direct credit of distributions you can have immediate access to your distribution payments. Distribution payments can be credited directly into any nominated bank, building society or credit union account in Australia. Distributions paid by direct credit reach your account as cleared funds, allowing you to access them on the payment date.

If you would like to receive your future distributions by direct credit please access your information securely online via our website or our security registry website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as well as your surname (or company name) and postcode (must be the postcode recorded on your holding record).

Once you have accessed your information you can print and complete the form to enter amend your payment instructions.

# Corporate Directory

**Responsible Entity**

Brookfield Funds Management Limited  
Level 22, 135 King Street  
Sydney NSW 2000  
Telephone: (02) 9322 2000  
Facsimile: (02) 9322 2001

**Directors of Brookfield Funds Management Limited**

Mr F Allan McDonald  
Ms Barbara K Ward  
Mr Russell T Proutt

**Registered Office of Brookfield Funds Management Limited**

Level 22, 135 King Street  
Sydney NSW 2000  
Telephone: (02) 9322 2000  
Facsimile: (02) 9322 2001

**Auditor**

Deloitte Touche Tohmatsu  
Grosvenor Place, 225 George Street  
Sydney NSW 2000  
Telephone: (02) 9322 7000  
Facsimile: (02) 9322 7001



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