


SIM Wholesale Australian Equities Fund

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This PDS provides a summary of significant information about the SIM Wholesale Australian Equities Fund (ARSN 098 460 514) (Fund) together with references to additional important information about the Fund which is available on our website at www.tyndall.com.au/swf or by calling us. References to additional information are highlighted with a . It is important you read this PDS and the additional information (which forms part of this PDS) before making a decision about the Fund.

The information in this PDS is general information only and does not take into account your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances.

Updated information

Information in this PDS may change. Any updates to information that is not materially adverse will be provided on our website at www.tyndall.com.au/swf. Please check our website or call Tyndall Investor Services or your financial adviser for any updates prior to investing. A paper copy of any updates will be provided free of charge on request.

Issued by Tyndall Asset Management Limited ABN 34 002 542 038, AFSL 229664 as responsible entity of, and issuer of units in, the SIM Wholesale Australian Equities Fund.

Contact details

Tyndall Investor Services

Address: GPO Box 804
Melbourne VIC 3001

Phone: 1800 517 984
8.30am to 5.30pm (Sydney time)
Monday to Friday

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Web: www.tyndall.com.au/swf

SIM Wholesale Australian Equities Fund

Product Disclosure Statement

1. About Tyndall

Tyndall Asset Management Limited ('Tyndall', 'we', 'our' or 'us') is the responsible entity of the SIM Wholesale Australian Equities Fund (Fund).

Tyndall is a wholly-owned subsidiary of Nikko Asset Management Co., Ltd, one of the largest asset management companies in Japan with approximately A\$160.9 billion in funds under management as at 30 September 2011.

The Fund is part of a suite of funds, known as the SIM Wholesale Funds. For information about other SIM Wholesale Funds please refer to the website at www.tyndall.com.au/swf or speak to your financial adviser or Tyndall Investor Services.

As responsible entity, we are responsible for ensuring the Fund is managed in accordance with its Constitution and stated investment strategy and for the day-to-day administration of the Fund.

The Fund currently invests in an underlying managed investment scheme for which we are also the responsible entity. We have appointed Russell Investment Management Limited (Russell) ABN 53 068 338 974 AFSL 247185 as the investment manager of the underlying fund. Russell is a member of Russell Investments, a global investment services group with more than A\$152.6 billion in assets under management as at 30 June 2011.

Russell manages the underlying fund using various risk models and optimisation techniques, with the primary aim of tracking the S&P/ASX 200 Accumulation Index within an agreed margin, while taking advantage of opportunities for outperformance (for example during corporate action events) and while keeping trading costs down to a reasonable level. Please see Section 5 'How we invest your money' for more information.

2. How the SIM Wholesale Australian Equities Fund works

The Fund is a managed investment scheme in which amounts invested by individual investors are pooled to buy assets on behalf of all investors in the Fund. Assets are selected and managed by a professional investment management team.

Investors are issued units which represent their beneficial interest in the assets of the Fund as a whole. Investors do not have an entitlement to any particular asset in the Fund.

A unit price is usually calculated each business day by dividing the total net value of the Fund's assets by the number of units on issue in the Fund. The Fund's assets are valued in accordance with the Fund's Constitution, based on market values. Unit prices will vary as the market value of the Fund's assets rise or fall.

An allowance for transaction costs incurred in buying and selling Fund assets may be added to, or subtracted from, the Fund's net asset value to determine a purchase price and a redemption price. The difference between the purchase price and the redemption price is known as the buy/sell spread.

When you invest in the Fund you will be issued units based on the purchase price. When you withdraw from the Fund your units will be redeemed at the applicable redemption price.

The most recent unit prices are available at www.tyndall.com.au

Investing

To invest in the Fund you will need to complete an Application Form. Please see Section 8 'How to apply' for more information.

You can add to your investment at any time by sending us a new Application Form or your written instructions, together with your investment amount.

We reserve the right not to accept an application to invest for any reason.

The number of units issued to you when you make an investment will be calculated by dividing the amount you invest by the applicable purchase price.

Confirmation of an investment will normally be issued within five business days of the investment being received.

Withdrawing

You can withdraw all or part of your investment by completing a Redemption Request Form and mailing or faxing it to us. Forms are available at www.tyndall.com.au or on request from Tyndall Investor Services. Alternatively you can send us a written request by mail or fax.

Withdrawal requests received before 9am Sydney time on a business day will generally be effective that day. Withdrawal requests received after this time, or on a non-business day, will generally be effective the next business day.

Withdrawal proceeds are usually paid within five business days of receiving the withdrawal request and are paid by direct credit to your nominated Australian financial institution account. The Fund's Constitution allows up to 21 business days from receipt of a request for a withdrawal to be satisfied in normal circumstances.

In certain circumstances, such as when there is a freeze on withdrawals, you may not be able to withdraw your investment within the usual period upon request and alternative withdrawal procedures may apply.



You should read the important additional information about investing and withdrawing before making a decision. Go to 'Additional information to the Product Disclosure Statement' at www.tyndall.com.au/swf

The material relating to investing and withdrawing may change between the time when you read this PDS and the day when you sign the Application Form.

Distributions

Net income and realised net capital gains generated by the Fund are normally distributed to investors quarterly, usually within 30 days following 30 June, 30 September, 31 December and 31 March. The Fund's unit price will generally fall immediately following the end of a distribution period reflecting the amount of income and capital gains paid from the Fund.

The amount you receive each distribution will depend on the number of units you hold at the end of a distribution period and the amount per unit to be distributed by the Fund. The distribution amount will vary between distribution periods and is not guaranteed. There may be times when a distribution is not made by the Fund and times when a 'special' distribution is required outside the usual distribution periods.

You can choose to have your distributions reinvested in additional units in the Fund or paid directly into your nominated Australian financial institution account. If you do not make a choice we will automatically reinvest your distributions in additional units.

Units issued on reinvestment of a distribution are issued at the unit price determined on the first business day of the new distribution period.

You may alter your instruction to receive or reinvest distributions by completing a Change of Distribution Preference Form available at www.tyndall.com.au or on request from Tyndall Investor Services. Requests to change your instructions must be received at least five days prior to the end of a distribution period to be effective for that distribution period.

Please note, we may change the distribution frequency or timing but will give you advance notice of any change. The Fund's Constitution allows up to two months for distributions to be made.

Indirect investors

We authorise the use of this PDS for investors who wish to invest in the Fund indirectly through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service (collectively referred to as 'wrap accounts or master trusts').

If you invest in the Fund through a wrap account or master trust you do not become a unitholder in the Fund and therefore do not have the rights of a unitholder. The operator or custodian of the wrap account or master trust becomes a unitholder and acquires these rights and may exercise these rights as they see fit.

Please note that the operator or custodian of the wrap account or master trust may also apply different conditions to those outlined in this PDS including different cut-off and processing times for applications and withdrawals and different timeframes for payment of distributions and sending reports and notices to you.

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3. Benefits of investing in the SIM Wholesale Australian Equities Fund

Significant features

The Fund is invested according to its investment objective and strategy. Exposure to assets is typically achieved by investing in another fund for which we are also the responsible entity. This provides investors with access to a large and diversified pool of assets that is managed in a manner that is consistent with the Fund's investment objective and strategy.

Significant benefits

Benefits of investing in the Fund include:

- access to a portfolio of Australian shares
- the potential for long-term returns (capital growth and income)
- regular investment statements and an annual tax statement to keep you up-to-date on your investment
- a dedicated customer service team to answer your queries and provide updates about the Fund and your investment.

4. Risks of managed investment schemes

All investments carry risk. The level of risk may be different for different types of funds depending on the underlying assets held in accordance with a fund's investment strategy. In general, assets with the highest long-term returns may also carry the highest level of short-term risk.

The significant risks of investing in the Fund are typical of the risks of managed investment schemes whose investment strategy is to invest in shares in leading companies listed on the Australian Securities Exchange. These risks include:

- **Market risk:** Economic, technological, political, or legal factors and market sentiment can change and these changes may affect the value of investment markets and the Fund's investments. The aim is to reduce this risk by actively monitoring markets and diversifying the Fund's portfolio.
- **Security specific risk:** Investments in shares in a company can fall in value for many reasons, including changes in internal operations or management, or changes in the business environment in which the company operates.

- **Inflation risk:** This is the risk that the rate of inflation exceeds the net after-tax return from your investment. In other words there is a risk that the purchasing power of your investment does not keep pace with inflation.
- **Derivative risk:** Derivatives may be used within the Fund, or underlying fund, as an alternative to direct purchases or sales of underlying assets. Risks particular to derivatives include the risk that the value of a derivative may not move in line with the underlying asset, that counterparties to the derivative may not be able to meet payment obligations and the risk that a particular derivative may be difficult or costly to trade. Derivatives may not be used within the Fund, or underlying fund, for speculative or gearing purposes.
- **Liquidity risk:** This is the risk that an investment may not be able to be sold quickly enough to prevent or minimise a loss. A lack of liquidity may also affect the amount of time it takes us to satisfy withdrawal requests. We aim to reduce this risk by actively monitoring the cash levels of the Fund and the markets.
- **Fund risk:** Risks specific to the Fund include the risk that the Fund could terminate and that the fees and expenses payable by the Fund could change. There is also a risk that investing in the Fund may give different results than investing individually because of income or capital gains accrued in the Fund and the consequences of investments and withdrawals by other investors. We aim to minimise some of these risks by monitoring the Fund and acting in investors' best interests.

It is important for you to carefully consider the risks of investing in the Fund and to understand that:

- the value of your investment will go up and down
- investment returns will vary and future returns may differ from past returns
- returns are not guaranteed and you may lose some of the money you invest
- laws affecting managed investment schemes may change in the future.

The level of risk you are willing to accept will depend on a range of factors including your age, investment time frame, where other parts of your wealth are invested and your overall tolerance to risk.

5. How we invest your money

The following table provides an overview of the Fund's return objective and investment strategy.

You should consider the likely investment return and risk of the Fund, and your investment time frame when deciding whether to invest in the Fund.

SIM Wholesale Australian Equities Fund (APIR SUN0114AU)			
Fund description	<p>The Fund is a managed investment scheme that invests directly or indirectly in a range of shares in leading companies listed on the Australian Securities Exchange (ASX). It is designed for investors looking for long-term capital growth, with some tax-effective income, who are comfortable with considerable volatility in their investment.</p> <p>The Fund currently gains its exposure to underlying assets by investing in a managed investment scheme that invests directly in assets consistent with the Fund's investment objective and strategy.</p> <p>Direct investments in money market securities and derivatives may also be made to manage cash flows. Derivatives may not be used for speculative or gearing purposes.</p>		
Investment return objective	<p>The Fund aims to achieve strong capital growth over the long term by investing in leading companies listed on the ASX. The Fund aims to outperform the S&P/ASX 200 Accumulation Index (before ongoing fees) over rolling five-year periods.</p>		
Strategic asset allocation	Asset sector	Benchmark	Range
	Australian shares	100%	95 – 100%
	Total growth assets	100%	95 – 100%
	Cash	0%	0 – 5%
	Total income assets	0%	0 – 5%
Suggested minimum investment time frame	<p>5+ years</p> <p>Please note, this is a guide only, not a recommendation.</p>		
Risk level	<p>High</p> <p>The likelihood of the value of your investment going down over the short term is relatively high compared to investments in funds investing in other types of assets such as fixed interest or cash. See Section 4 'Risks of managed investment schemes' for further information.</p>		
Other investment considerations	<p>Labour standards and environmental, social and ethical considerations are not directly taken into account when making investment decisions for the Fund. However, these issues may affect the financial performance of an investment and any such financial effect would influence investment decisions.</p>		
Up-to-date information	<p>For up-to-date performance and unit prices please refer to the website at www.tyndall.com.au/swf or contact Tyndall Investor Services.</p>		

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6. Fees and costs

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your Fund balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the Fund or your financial adviser.

TO FIND OUT MORE

To find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website www.moneySMART.gov.au has a managed investment fee calculator to help you check out different fee options. The calculator can also be used to calculate the effect of fees and costs on your investment.

The following table shows the fees and costs you may be charged when you invest in the Fund. These fees and costs may be deducted directly from your investment, the Fund's investment returns or the Fund's assets as a whole.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

You can also use this information to compare the fees and costs between different managed investment schemes.

Type of fee or cost	Amount
Fees when your money moves in or out of the Fund	
Establishment fee The fee to open your investment	Nil
Contribution fee The fee on each amount contributed to your investment	Nil
Withdrawal fee The fee on each amount you take out of your investment	Nil
Termination fee The fee to close your investment	Nil
Management costs	
The fees and costs for managing your investment	0.30% p.a. of the net asset value of the Fund

Example of annual fees and costs for the Fund

This table gives an example of how the fees and costs of the Fund can affect your investment over a one-year period.

You can use this table to compare this fund with other managed investment schemes.

Example – SIM Wholesale Australian Equities Fund		Balance of \$50,000 with a contribution of \$5,000 during the year
Contribution fees	Nil	For every additional \$5,000 you invest, you will be charged \$0.
Plus Management costs	0.30% p.a.	And , for every \$50,000 you have in the Fund, you will be charged \$150 each year.
Equals Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you invest an additional \$5,000 during that year, you would be charged fees of: \$150* What it costs you will depend on the fees you negotiate with the Fund or your financial adviser.

*Assumes \$50,000 is invested for the entire year and \$5,000 is invested at the end of the year.

Additional explanation of fees and costs

Wholesale clients

We may negotiate different fees with 'Wholesale Clients', as defined in the Corporations Act.

Changes to the fees and costs

We have the right to change the fees and costs outlined in the table on page 6. We will give you 30 days' notice of any proposed change.



You should read the important information about fees and costs before making a decision. Go to 'Additional information to the Product Disclosure Statement' at www.tyndall.com.au/swf

The material relating to fees and costs may change between the time when you read this PDS and the day when you sign the Application Form.

7. How managed investment schemes are taxed

Investing in a managed investment scheme is likely to have tax consequences and you are strongly advised to seek professional tax advice.

In general, managed investment schemes do not pay tax on behalf of investors. Net income and realised net capital gains generated by a managed investment scheme are typically fully distributed to investors and investors are in turn assessed for tax on their share of the distribution based on their individual circumstances. Tax may also be payable on withdrawals.

8. How to apply

To start your investment simply complete an Application Form for the Fund and return it to us together with the other documents requested and your initial investment. Application Forms are included in the Application Booklet available at www.tyndall.com.au/swf or on request from Tyndall Investor Services.

Please ensure you read this PDS together with the 'Additional Information to the Product Disclosure Statement' available at www.tyndall.com.au/swf before submitting your application.

Information about how to complete the Application Form, payment options and other information about making an application is included in the Application Booklet.

Please note, as part of the application process we are required by law to verify your identity before accepting your application. Please refer to the Anti-Money Laundering and Counter Terrorism Financing Act information included in the Application Booklet for further information and complete the applicable Customer Identification Form.

We are unable to process incomplete applications. If we do not receive all of the information and documents required we will hold your investment amount in an interest bearing account until all the information is received. Any interest earned on the account will be retained by us.

Investments on the basis of this PDS are only available to persons receiving the PDS (electronically or otherwise) within Australia. If you have received the PDS electronically you may request a paper copy from Tyndall Investor Services.

Investing through a wrap account or master trust

If you are investing through a wrap account or master trust you are not required to complete the Application Form for the Fund. Instead you should complete the relevant forms and/or follow the instructions provided to you by the operator or custodian of the wrap account or master trust.

Cooling-off period

You have 14 days from either the date you receive confirmation of your investment or the end of the fifth business day after we issue units to you (whichever is earlier) to determine if your investment meets your needs. This is called the 'cooling-off' period. During this period you may notify us in writing that you wish to cancel your investment in the Fund.

The amount paid to you if you cancel your investment will be the amount you invested adjusted (up or down) for any movement in the market value of your investment up until the date of cancellation, less the allowance for transaction costs included in the purchase and redemption prices. Any fees and costs charged, except for those included in the Fund's unit prices, will be refunded.

Please note, the cooling-off period does not apply if you are a wholesale client, as defined in the Corporations Act, or invest in the Fund indirectly via a wrap account or master trust.

Complaints resolution

We aim to resolve any concerns or complaints quickly and fairly. If you have a concern or a complaint please call Tyndall Investor Services on 1800 517 984 or write to us at:

Tyndall Investor Services
GPO Box 804
Melbourne VIC 3001

If your issue is not resolved within 45 days, you may refer your complaint to the Financial Ombudsman Service (FOS). Contact details for the FOS are:

Financial Ombudsman Service Limited
GPO Box 3
Melbourne VIC 3001

Phone: 1300 780 808

Fax: (03) 9613 6399

Email: info@fos.org.au

Web: www.fos.org.au

If you are investing through a wrap account or master trust, any enquiries or complaints should be directed to the operator or custodian of the wrap account or master trust.

9. Other information

Keeping track of your investment

To help you keep track of your investment you will receive the following information:

- confirmation of your investments and withdrawals, usually within five business days of receipt of your request
- a distribution statement, following each distribution
- a tax statement and tax guide following the end of each financial year. These will assist you in preparing your annual income tax return
- access to up-to-date information about the Fund and the Fund's Annual Report including the Fund's financial statements at www.tyndall.com.au
- online access to up-to-date information about your investment.

Please note, if you are investing through a wrap account or master trust you will receive reports about your investment from the operator or custodian of the wrap account or master trust.

Fund's Constitution

The Fund is governed by a Constitution. Together with the Corporations Act, the Constitution sets out the rules and procedures under which the Fund operates and our rights, responsibilities and duties as responsible entity, as well as those of investors. A copy of the Fund's Constitution can be inspected or provided free of charge upon request.

Russell

Russell has consented to the use of its name in the PDS in the form and context in which it appears and have not withdrawn their consent before the date of the PDS.

Business day definition

References to business day throughout this PDS mean a day, other than a Saturday or Sunday, on which banks are open for business in Brisbane, Queensland.

Additional disclosure

The Fund is subject to regular reporting and continuous disclosure obligations under the Corporations Act.

All continuous disclosure notices are available on our website at www.tyndall.com.au

Copies of the following documents can also be obtained free of charge from us, upon request:

- the Fund's most recently lodged Annual Report
- any Half-Year Report lodged with ASIC after the lodgement of the latest Annual Report and before the date of this PDS
- a copy of our Unit Pricing Policy.

Copies of documents lodged with the Australian Securities and Investments Commission (ASIC) may be obtained from, or inspected at, an ASIC office.