

Invesco Australia Ltd
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6 February 2013



**Re: Proposed winding up of the Invesco Diversified Growth Fund (ARSN 093 171 156) ('the Fund')
Investor No. 10001429**

I write to inform you of our intention to wind up the Fund and pursuant to section 601NC of the Corporations Act, enclose a Notice of Proposal to Wind Up the Fund.

The Fund's proposed closure follows a review of its size and running costs, whereby it was established that the Fund can no longer be managed to meet its objectives.

The Fund's closure is expected to take effect in March following the requisite 28 day notice period. We will arrange for final unitholder values to be calculated as at the effective termination date. We will then transfer to unitholders, via an in-specie distribution, the assets held by the Fund, being Class R units in the Invesco Wholesale Diversified Growth Fund ARSN 089 540 367 ('Wholesale Fund').

By investing in the Wholesale Fund you enjoy a number of benefits:

1. a lower management fee (Wholesale Fund - Class R units at 1.38% p.a. compared to the retail Fund of 1.88% p.a.)
2. retain the same investment objective, i.e. the Wholesale Fund is managed to provide medium to long term capital growth and distributions by investing in a range of assets, with an emphasis on growth assets,
3. by transitioning into the Wholesale Fund you will not incur any asset disposal costs, and
4. all the rights that you currently enjoy, including being able to maintain a minimum balance with \$2,000; will be maintained.

Please note that you do not have to take any action as a result of the above changes. Additional investments are not permitted during the Fund termination period. You will be able to make additional investments once you receive Wholesale Fund units.

After the transition we will send you a statement detailing your investment in the Wholesale Fund. We will also send you a further communication and statement detailing any special distribution that will be necessary as a result of this fund closure. The Wholesale Fund PDS is available at www.invesco.com.au.



INVESCO DIVERSIFIED GROWTH FUND
ARSN 093 171 156
("THE FUND")
NOTICE OF PROPOSAL TO WIND UP THE FUND


To: Members of the Fund

Invesco Australia Limited ("**Invesco**"), of Level 26, 333 Collins Street, Melbourne, Victoria, 3000, the Responsible Entity of the Fund, gives notice pursuant to section 601NC of the *Corporations Act 2001* ("**the Act**") that:

- 1 Invesco proposes to wind up the Fund, because it considers that the purpose of the Fund can no longer be accomplished.
- 2 Invesco considers that the purpose of the Fund can no longer be accomplished, for the following reasons:
 - a. The fund size of the Fund does not enable the investment objectives to be met.
 - b. Invesco considers that in all the circumstances, it is in the best interests of members to wind up the Fund.
- 3 The members of the Fund have the right under Division 1 of Part 2G.4 of the Act to call a meeting of members to consider the proposed winding up of the Fund and to vote on any extraordinary resolution members propose about the winding up of the Fund.
- 4 Invesco is permitted to wind up the Fund unless a meeting of members is called to consider the winding up of the Fund within 28 days of Invesco giving this notice to members.
- 5 If no meeting is called within 28 days of this notice, Invesco will wind up the Fund in accordance with Part 5C.9 of the Act and the provisions of the Fund's Constitution.
- 6 Invesco has separately determined under clause 16.1 of the Fund's constitution that Fund will terminate 28 days or more after the date of this notice.

Dated: 1 February 2013

Executed by Invesco Australia Limited in accordance with s.127(1) of the Act.


Director


Company Secretary