Australian **Infrastructure** Fund Limited
A.C.N. 063 935 553

Level 15, 90 Collins Street
Melbourne Vic 3000 Australia
Telephone (613) 9654 4477
Facsimile (613) 9650 6555

TO: Australian Stock Exchange Limited
Company Announcements Office
10th Floor, 20 Bond Street
Sydney NSW 2000

FROM: Kim Rowe, Company Secretary

DATE: 19 September 2004

PAGES: 11

AUSTRALIAN INFRASTRUCTURE FUND (CODE AIX)

ANNOUNCEMENT HEADING:

NOTICE OF ANNUAL GENERAL MEETING

Please find attached the Notice of Annual General Meeting including Proxy Form and Explanatory Notes that were being sent our to investors today.

For further enquiries, please contact:

Mitchell King
Chief Operating Officer
Australian Infrastructure Fund
Tel: (03) 9654 4477
Fax: (03) 9650 6555
E-mail investor_relations@aif.net.au
Website: www.aif.net.au

Kim Rowe
Company Secretary
Australian Infrastructure Fund

Australian **Infrastructure** Fund
ABN 97 063 935 553

17 September 2004

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000

Dear Investor

AIF ANNUAL GENERAL MEETING 2004

On behalf of the directors of Australian Infrastructure Fund Limited and Hastings Funds Management Limited, as responsible entity of the Australian Infrastructure Fund Trust (together AIF), I am pleased to invite you to Australian Infrastructure Fund Limited's Annual General Meeting (AGM) and a concurrent general meeting of Australian Infrastructure Fund Trust. Enclosed is the notice of the meeting for your consideration.

The AIF 2004 Annual Report including the Financial Statements is enclosed for your information.

- AIF recorded an operating profit after tax for the year of $37.3 million.
- Gross cashflows from AIF's transport assets were $30.5 million, an increase of 19 percent over 2003.
- Transport assets represented 100 percent of the portfolio.

The AGM will be held at the Carillon Room, Sofitel Hotel, 25 Collins Street, Melbourne on Wednesday 20 October 2004, commencing at 2.30pm.

If you are attending this meeting, please bring this letter with you to facilitate registration for attendance.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 61 3 9473 2555 so that it is received by 2.30pm on Tuesday 19 October 2004.

Corporate shareholders should complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

Refreshments will be provided following the meeting and the directors will be available to talk with you about AIF and its strategies.

For further information about any of the above items or for a copy of the ASX announcements made during the year, please see the AIF website www.aif.net.au.

Your directors look forward to seeing you at the meeting.

Paul Espie
Chairman

Encl:

Australian Infrastructure Fund Limited

ABN 97 063 935 553

AND

Australian Infrastructure Fund

ARSN 089 889 761

NOTICE OF MEETING

WEDNESDAY 20 OCTOBER 2004 AT 2.30PM

AND

EXPLANATORY NOTES TO SECURITYHOLDERS

TABLE OF CONTENTS

Notice of Annual General Meeting

Australian Infrastructure Fund Limited ABN 97 063 935 553
and General Meeting of Australian Infrastructure Fund ARSN 089 889 761

Notice is hereby given that the Annual General Meeting of Australian Infrastructure Fund Limited ("Company") will be held in conjunction with a concurrent General Meeting of the unit holders of Australian Infrastructure Fund ("Trust") at the Carillon Room, Sofitel Hotel, 25 Collins Street, Melbourne on Wednesday 20 October 2004 at 2.30 pm ("meeting").

Ordinary Business:

Financial Report

1 To receive and consider the financial report and the reports of the Directors and of the Auditors for the financial year ended 30 June 2004.

Election of Directors – Company

2 Barry Capp retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

3 John Harvey a Director appointed by the Board since the last Annual General Meeting, retires in accordance with the Company's Constitution and, being eligible, offers himself for election.

Special Business:

Previous Issue of Capital – Trust and Company

4 To consider and, if thought fit, pass the following resolution as a special resolution of both the Trust and the Company (as Unit Holders in the Trust and members of the Company respectively):

"That the issue of 6,335,000 ordinary Stapled Securities at $1.55 per Stapled Security on 22 December 2003 is approved for the purposes of Listing Rule 7.4 of the Australian Stock Exchange, Rule 7 of the Constitution of the Trust, and Australian Securities and Investments Commission Class Order 98/52."

Security Purchase Plan – Trust and Company

5 To consider and, if thought fit, pass the following resolution as a special resolution of both the Trust and the Company (as Unit Holders in the Trust and members of the Company respectively):

"That the issue of ordinary Stapled Securities on or before 20 October 2005 under the terms of the Security Purchase Plan described in the Explanatory Notes accompanying this Notice of Meeting is approved for the purposes of Rule 7 of the Constitution of the Trust and Australian Securities and Investments Commission Class Order 98/52."

By order of the Board

Kim Rowe
Company Secretary
Australian Infrastructure Fund Limited

17 September 2004

Kim Rowe
Company Secretary
Hastings Funds Management Limited
(Responsible Entity for Australian Infrastructure Fund)
17 September 2004

Voting entitlements

Pursuant to applicable legislation and regulations, the Directors have determined that the securityholding of each securityholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Share Register at 7.00pm (Melbourne time) on 18 October 2004.

1 Securityholders may only vote their shares in relation to resolutions being put to shareholders of the Company, and may only vote their units in relation to resolutions being put to unit holders of the Trust.

2 A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the securityholder. A proxy need not be a securityholder. A securityholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If there is no proportion or number specified, each proxy may exercise half of the votes. On a show of hands, a proxy may not vote if more than one proxy attends.

3 A form of appointment of proxy is enclosed. To be effective the document appointing the proxy (and if the appointment is signed or executed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority) must be received by the company at least 24 hours before the meeting. The documents should be delivered to the Company's share registry, Computershare Investor Services Pty Limited, located at Yarra Falls, 452 Johnston Street Abbotsford, Victoria (postal address: GPO Box 242, Melbourne, Victoria 3001) or sent by facsimile to the following number (03) 9473 2555 (International +(613) 9473 2555).

4 If you wish to appoint a different proxy to vote on your behalf in relation to your units in the Trust from that appointed to vote on your behalf in relation to your shares in the Company, or if you wish to direct your proxy to vote differently in respect of your units than in respect of your shares (regarding resolutions on which both shares and units are able to be voted) please contact AIF's share registry, Computershare Investor Services Pty Ltd on 1300 132 288 within Australia or +(613) 9415 4000 outside Australia to obtain another proxy form.

5 Please refer to other notes appearing on the enclosed Proxy Form.

Notes to Item 4

In accordance with the ASX Listing Rules, AIF will disregard any votes cast on Item 4 by:

(a) any person who participated in the issue of the securities; and

(b) an associate of any such person.

However, AIF will not disregard a vote if:

(c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Notes to Securityholders

These Explanatory Notes must be read in conjunction with the accompanying notice of annual general meeting of Australian Infrastructure Fund Limited and concurrent General Meeting of unit holders of Australian Infrastructure Fund.

Ordinary Business

Item 2 – Election of Director

The resolution to re-elect Barry Capp as a Director of the Company is an ordinary resolution, requiring the support of a majority of the votes cast by shareholders.

Barry Capp, BE, BCom, BA (aged 71) was first appointed a non-executive director in November 1996.

Barry Capp was employed for many years in financial and commercial roles and has worked as a non-executive Director on a number of public company boards. He is Chairman of National Foods Limited and a Director of Westpac Private Equity Pty Ltd, Hellaby Holdings Limited and Melbourne University Private Ltd. He was a member of the Audit Committee and was Chairman of the Company until 16 October 2002.

Item 3 – Election of Director

The resolution to elect John Harvey as a Director of the Company is an ordinary resolution, requiring the support of a majority of the votes cast by shareholders.

John Harvey, BJuris, LLB, ACA (aged 59) joined the Board and Audit Committee as a non-executive Director on 21 July 2004.

John has had a 25 year professional career with PricewaterhouseCoopers during which he provided professional advisory services to many multinational and Australian national companies. He was a registered company auditor for 20 years. John is currently a Director and Chairman of the Audit Committee of David Jones Limited. He is also a Director of The Melbourne Business School and Templeton Global Growth Fund Limited. Previously he was Chief Executive Officer (CEO) of the Mt Eliza Business School and prior to that the inaugural CEO of PricewaterhouseCoopers in Australia.

Special Business

Item 4 – Previous Issue of Capital – Trust and Company

AIF issued 6,335,000 Stapled Securities at $1.55 per Stapled Security on 22 December 2003 to a number of institutional investors. The issue took place in conjunction with a wider public offering of Stapled Securities in connection with AIF's acquisition of a further 3.1% stake in Australia Pacific Airport Corporation Limited, the holding company of Melbourne and Launceston Airports.

Listing Rule 7.1 provides that AIF must not issue more than 15% of its issued capital in any 12 month period without security holder approval. Further, the Trust's Constitution and ASIC Class Order 98/52 provide that AIF Units issued in any 12 month period (issued by way of placement) must not comprise more than 10% of the Units on issue (or any other limit as determined by ASIC) without Unit Holder approval. In both cases, there are exceptions (for example, issues under the DRP, issues at market price, and rights issues).

Under Listing Rule 7.4, AIF may seek subsequent approval to a specified issue of securities, and if that approval is granted, such issues do not count toward the 15% limit specified in Listing Rule 7.1.

The issue of Stapled Securities discussed above did not require security holder approval under either Listing Rule 7.1 or the relevant ASIC Class Order. However, the Board nonetheless seeks subsequent approval for the issue so that the securities will not be counted in determining whether any future issues of Stapled Securities will breach either the Listing Rule or ASIC Class Order limits discussed above.

The Board believes that it is in the best interests of AIF that it maintain its ability to make placements of AIF securities in future (as noted, generally limited to 10% of AIF's issued capital but may be such other limit as determined by ASIC), so that AIF may take advantage of commercial opportunities as and when they arise.

Item 5 - Security Purchase Plan – Trust and Company

ASIC Class Order 02/831 grants relief from the prospectus provisions of the Corporations Act for small offers of securities by listed entities to existing security holders. This relief is subject to certain conditions including that:

- the securities must be in a class that is already quoted;
- the right to participate is available only to existing security holders; and
- the maximum amount which may be raised from each security holder under the *scheme* does not exceed $5,000 per annum.

AIF is considering the introduction of such a Security Purchase Plan (**"Plan"**). No decision to implement such a plan has been made, and no commitment is given that such a plan will be implemented.

However, if implemented, it is envisaged that the issue price of Stapled Securities issued under the Plan (**"Issue Price"**) would be the weighted average price for Stapled Securities sold on the ASX over the last ten trading days before the offer is made (**"Average Market Price"**) less an amount (if any, but not exceeding 10% of the Average Market Price) as the Directors may determine. The Directors may determine an alternative issue price formula, but in any event the issue price will not exceed the market price at the relevant time.

If implemented, participation in the Plan will be offered on the same terms to all security holders except by excluding certain foreign security holders whose participation the Directors consider not to be feasible. Participation in the Plan would be completely voluntary.

The effect of the resolution, if passed, is that any Stapled Securities issued under the Plan (if implemented) on or before 20 October 2005, would not count toward the 10% annual limit contained in the Trust's Constitution and ASIC Class Order 98/52 (or such other limit as determined by ASIC). Stapled Securities issued under the Plan (if implemented) on the terms described above do not count toward the 15% annual limit set out in Listing Rule 7.1 because of exception 15 in Listing Rule 7.2.

The Directors contemplate that the Plan (if implemented) may be underwritten. Any underwriting would not increase the total number of Stapled Securities that may be issued under the Plan. However, any issue of Stapled Securities to an underwriter would not fall outside the 15% annual limit set out in Listing Rule 7.1.

AIF intends primarily to use any funds raised under the Plan (if implemented) to pursue further investment opportunities and if applicable to repay debt.

If the resolution is passed and the Plan is implemented, full particulars will be forwarded to Stapled Security holders at the appropriate time.

Voting Restrictions on Items 4 and 5

For Items 4 and 5 to be passed, ASIC Class Order 98/52 requires that Unit Holders who hold at least 25% in value of the issued capital of Units entitled to vote on the resolutions vote (in person or by proxy) on the resolutions and Unit Holders with at least 75% in value of the Units represented by the Unit Holders who vote do vote in favour of the resolutions. The resolutions will not be taken as having been passed unless they satisfy this requirement (notwithstanding that Listing Rule 7.4 only requires Item 4 to be passed by an ordinary resolution of security holders).

AIF will disregard any votes cast on Item 4 by any person who participated in the issue of the securities, and any associate of such person.

However, AIF need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Australian **Infrastructure** Fund
Comprising Australian Infrastructure Fund Limited
ABN 97 063 935 553
Australian Infrastructure Fund
ARSN 089 889 761

Proxy Form

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 132 288
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse) X

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000 Ver A

Reference Number

AIX

IND

Appointment of Proxy

I/We being a member/s of Australian Infrastructure Fund and entitled to attend and vote hereby appoint

X the Chairman of the Meeting (mark with an 'X') **OR** [ ] Write here the name of the individual or body corporate you are appointing if this individual or body corporate **is someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Australian Infrastructure Fund to be held at Carillon Room, Sofitel Hotel, 25 Collins Street, Melbourne on Wednesday, 20 October 2004 at 2:30pm and at any adjournment of that meeting.

X **IMPORTANT: FOR ITEM 4 BELOW**
If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

Voting directions to your proxy - please mark X to indicate your directions

Ordinary Business		For	Against	Abstain*
Item 2	To re-elect Barry Capp as a Director of the Company (Company Only)			
Item 3	To elect John Harvey as a Director of the Company (Company Only)			

Special Business		For	Against	Abstain*
Item 4	To approve the issue of Stapled Securities on 22 December 2003 (Trust and Company)			
Item 5	To approve the issue of Stapled Securities pursuant to the Security Purchase Plan (Trust and Company)			

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ____ Contact Daytime Telephone ____ Date / /

AIX 19PR

007081 V_05BMAB

How to complete this Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

Members who are entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or body corporate.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate e.g. John Smith or Company X Pty Ltd. Do not use abbreviations. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

If a body corporate is appointed as proxy, the full name of the body corporate being appointed must be set out. The body corporate will need to ensure that it:

(a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and

(b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy."

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary or signed by an authorised officer or attorney of the company. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 24 hours before the commencement of the meeting at 2:30pm on Wednesday, 20 October 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON	Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL	Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX	61 3 9473 2555