

AUSTRALIAN PROPERTY SYSTEMS LIMITED

ACN 096 925 610

NOTICE OF EXTRAORDINARY GENERAL MEETING

Incorporating

EXPLANATORY MEMORANDUM

and

PROXY FORM

DATE AND TIME OF MEETING

20th June 2008 at 10:00am

PLACE OF MEETING

Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000

CONTENTS

Section 1 Independent Director Letter

Section 2 Notice of Meeting

Section 3 Explanatory Memorandum

Section 4 Glossary

Inserted Proxy Form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS DOCUMENT. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE IN REGARD TO THIS DOCUMENT OR THERE IS ANY MATTER YOU DO NOT UNDERSTAND YOU SHOULD CONTACT YOUR PROFESSIONAL ADVISERS FOR ADVICE.

SECTION 1

27th May 2008

Dear Shareholder

Attached is the Notice of Extraordinary General Meeting of the members of Australian Property Systems Limited ACN 096 925 610 ("APSL" or "Company") to be held on Friday 20th June 2008 at Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000 commencing at 10:00am.

The purpose of the meeting is to consider and if thought fit pass the following resolutions:

Resolution 1

The Company authorise the directors to enter into a non exclusive License Agreement for Asset Management (Acquisitions) with Tamlin Holdings Pty Ltd ACN 009 117 195 (a company associated with Geoffrey Jamieson, a director of the Company)

Resolution 2

The Company authorise entities associated with Geoffrey Jamieson (a director of the Company) and entities associated with Geoffrey Thomas (a director of the Company) to take equity positions in licensees that may be licensed by the Company.

Shareholders will note that the resolutions being put to the meeting seek to approve related party transactions under Part 2E.1 of the *Corporations Act 2001* (Cth) ("Act"). This Notice of Meeting has been drafted in accordance with the Act.

Geoff Jamieson, Geoff Thomas and any shareholder companies they have an interest in will not vote on the resolutions.

The independent director of the Company, Brian Wilkie, is recommending that the shareholders vote in favour of the resolutions.

Brian Bernard Wilkie
Independent Director

SECTION 2

NOTICE OF EXTRAORDINARY GENERAL MEETING 110A

NOTICE IS GIVEN that an Extraordinary General Meeting of the members of Australian Property Systems Limited ACN 096 925 610 ("APSL" or "Company") will be held at Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000 on 20th June 2008 at 10:00am, to consider and if thought fit, to pass, with or without amendment, the following resolutions:

Resolutions:

1. Asset Management License (Acquisitions) to a related party

The Company authorise the directors to enter into a non exclusive License Agreement for Asset Management (Acquisitions) with Tamlin Holdings Pty Ltd ACN 009 117 195 (a company associated with Geoffrey Jamieson, a director of the Company)

2. Equity position in Licensees for related parties

The Company authorise entities associated with Geoffrey Stuart Jamieson (a director of the Company) and entities associated with Geoffrey Alan Thomas (a director of the Company) to take equity positions in licensees that may be licensed by the Company.

Other Business

To transact any other business which may be brought before the meeting in accordance with the Constitution of the Company, the Corporations Act 2001 (Cth), or otherwise.

The details and background to the resolutions being put before the meeting are set out in the Explanatory Memorandum.

A member has a right to complete a proxy and an appropriate Proxy Form is enclosed.

BY ORDER OF THE BOARD

Brian Bernard Wilkie
Director

Dated 27th May 2008
Brisbane, Queensland

VOTING:

(1) A Proxy Form is enclosed with this Notice.

OTHER:

Words, which are defined in the Explanatory Memorandum and Glossary, have the same meaning when used in this Notice of Meeting unless the context requires or the definitions in the Glossary provide otherwise. For assistance in considering the Notice of Meeting the following words are defined here:

"ordinary resolution" means a resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.

"special resolution" means a resolution passed by a majority of 75% of Shareholders on a show of hands or by a majority of 75% of votes given on a poll.

SECTION 3

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist members in their consideration of the resolutions proposed for the Extraordinary General Meeting of Australian Property Systems Limited ACN 096 925 610 ("APSL" or "Company") to be held at Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000 on 20th June 2008 commencing at 10:00am. It must be read in conjunction with the Notice of Meeting.

1. Resolution One - Asset Management License (Acquisitions) to a related party

APSL does not own property or develop property. APSL acts only as a licensor and training organisation, licensing its patented property development system ("APSL System") to interested parties in the following areas:

- asset management (including acquisition, builders and onsite managers);
- development management;
- construction auditing;
- funds management; and
- lending management (senior debt and junior debt).

APSL also enters into agreements with not for profit organisations (NFPs) so they can utilise the APSL System to meet their social objectives of developing affordable housing projects.

In most circumstances NFPs need to purchase new land for development and require an experienced acquisition manager to facilitate the acquisition and to raise the debt or equity required to purchase the land. APSL has now decided to license and train acquisition managers to carry out the task and, in turn, receive a royalty fee of 20% of the fees received by a licensed acquisition manager.

NFPs will pay an acquisition and debt/equity raising fee equivalent to 6% of the non GST value of the parcel of land proposed to be developed. This fee is only payable if the APSL System is successfully applied on the development project.

Tamlin Holdings Pty Ltd ACN 009 117 195 ("Tamlin") acts as an acquisition manager for NFPs and because APSL is now licensing this role, Tamlin itself is required to be licensed. The license to be issued to Tamlin will be on the same terms and conditions as any other party licensed by APSL.

Tamlin is a company associated with Geoffrey Jamieson, who is also a director of the Company. If the Company enters into a license with Tamlin, Geoffrey Jamieson may receive part, or all of the fees paid by the NFP after Tamlin pay's APSL its royalty of 20%.

It is in the best interest of the Company to have as many developable parcels of land acquired by NFPs so the APSL System can be applied and APSL can earn more royalty income.

Geoffrey Jamieson will be a related party under section 228(6) of the *Corporations Act 2001* (Cth) if shareholders approve this resolution.

Geoff Jamieson or any shareholder company that he has an interest in will not be able to vote on this resolution

2. Resolution Two - Equity position in Licensees for related parties

APSL does not own property or develop property. APSL acts only as a licensor and training organisation, licensing its patented property development system ("APSL System") to interested parties in the market place of the following areas:

- asset management (including acquisition, builders and onsite managers);
- development management;
- construction auditing;
- funds management; and
- lending management (senior debt and junior debt).

APSL issues licenses in different 'property types' including:

- affordable housing;
- affordable aged care;
- affordable retirement;
- affordable childcare;
- affordable medical;
- affordable industrial;
- affordable retail; and
- affordable commercial.

For each of these property types to be successful in the market place, certain companies must take a risk and make a sizable investment to get the business operational. In most cases until each sector is proven, "seed capital" and personal effort must be provided before success can be achieved.

Geoffrey Jamieson, Geoffrey Thomas and entities associated with either or both of them are prepared to take risks and provide "seed capital" to prospective licensees in the hope that they will become successful licensees of APSL once the new property sector is proven.

It is in the interest of APSL to have as many 'property types' proven as possible so it can license others in the same sectors to generate more license fees and royalties. APSL is not in the business of taking risk or providing "seed capital" for licensee businesses.

If the Company enters into non exclusive licenses (or exclusive in the case of specialist medical projects) with Geoffrey Jamieson, Geoffrey Thomas or companies either or both of them have an interest in (on the same terms and conditions as other licensees), Geoffrey Jamieson and or Geoffrey Thomas may be entitled to dividends or other fees.

Geoffrey Jamieson and or Geoffrey Thomas will be a related party under section 228(6) of the *Corporations Act 2001* (Cth) if shareholders approve this resolution.

Geoff Jamieson, Geoff Thomas or any shareholder companies that either or both of them have an interest in will **not** be able to vote on this resolution

3. Recommendation of Independent Director

The independent director of APSL, Brian Bernard Wilkie, considers that the proposed transactions are in the best interests of the Company and recommends that Shareholders vote in favour of both resolutions.

The independent director does not have an interest in the outcome of the resolutions other than in his capacity solely as a Shareholder.

Section 4

GLOSSARY

The following definitions are used in this Notice of Extraordinary General Meeting and Explanatory Memorandum:

"Board"	means the board of directors of the Company
"Company" and "APSL"	means Australian Property Systems Limited ACN 096 925 610;
"Directors"	means the directors of the Company;
"Explanatory Memorandum"	means the explanatory memorandum setting out details of the Resolutions proposed in the Notice of Meeting;
"Shareholder"	means the registered holder of a Share in the Company.

Australian Property Systems Limited
ACN 096 925 610

Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000

FORM OF PROXY

I/We

of
being a member of Australian Property Systems Limited ("Company"), appoint

Name of Proxy:

Address of Proxy:

.....
or failing him/her (or in the absence of a nomination), the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10:00am on 20th June 2008 at Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000 and at any adjournment thereof.

If two proxies are being appointed, the proportion of the members voting rights this proxy is appointed to represent is percent. (Additional proxy forms will be supplied by the Company on request).

Proxy Voting Instructions

If you wish to instruct your proxy how to vote insert a tick in the appropriate box, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

Resolution	For	Against	Abstain
1 Asset Management License (Acquisitions)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Equity Position in Licensees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of 2008.

If the member is a company, then it shall affix its Common Seal below or sign by a duly authorised officer.

EXECUTED by)
)
ACN)
in accordance with section 127 of the)
Corporations Act 2001)

.....
Director/Company Secretary

.....
Director

.....
Name of Director/Company Secretary
(BLOCK LETTERS)

.....
Name of Director (BLOCK LETTERS)

OR

.....
Duly Authorised Officer Signature

.....
(Insert capacity in which duly authorised officer
is signing for a member which is a company)

If the member is an individual or joint holders:

.....
Shareholders Signature

.....
Shareholders Signature

1. A member entitled to attend and vote at the Extraordinary General Meeting convened by the above Notice is entitled to appoint not more than 2 proxies to vote on the member's behalf.
2. Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's voting rights.
3. A proxy need not be a member.
4. Proxy forms (and the power of attorney, if any, under which the proxy form is signed) must be received at Level 1, Naval Offices, 3 Edward Street, Brisbane, Queensland 4000, fax number (07) 3211 7419 no later than 48 hours before the time fixed for holding the meeting.
5. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
6. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
7. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
8. The proxy appointment may be a standing appointment for all general meetings until it is revoked.
9. As permitted by the *Corporations Act 2001* (Cth), the Company has determined that all securities of the Company registered as at 48 hours before the time appointed for the meeting will be taken for purposes of the meeting, to be held by the persons who are the registered holders thereof at 5:00pm on 18th June 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.