



NOTICE OF ANNUAL GENERAL MEETING

AUSTRALIAN PROPERTY GROWTH LIMITED ACN 111 628 589

27 November 2012 at 10.00 am

Stanley Room, Stamford Plaza Hotel,

(The Stanley Room is located off the Pav Bar courtyard)

Corner Edward and Margaret Streets, Brisbane

TABLE OF CONTENTS

NOTICE OF ANNUAL GENERAL MEETING	1
EXPLANATORY MEMORANDUM	4
PROXY FORM FOR ANNUAL GENERAL MEETING	7
NOTES FOR COMPLETION OF PROXY FORM FOR ANNUAL GENERAL MEETING	9

NOTICE OF ANNUAL GENERAL MEETING

Australian Property Growth Limited ACN 111 628 589 ('Company')

Notice is given that the Annual General Meeting of Australian Property Growth Limited ('Company') will be held at 10:00 am (Brisbane time) on Tuesday, 27 November 2012 at the Stanley Room, Stamford Plaza Hotel, corner Edward and Margaret Streets, Brisbane, Queensland.

AGENDA

Ordinary business

1. FINANCIAL STATEMENTS AND REPORTS

To consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2012.

The 2011/12 Annual Report is available at our website, **www.apgf.com.au**.

Should you wish to receive a copy of the 2011/12 Annual Report by mail, please advise us on 1300 668 698 or at **info@apgf.com.au**.

2. ADOPTION OF REMUNERATION REPORT

Resolution 1

To consider and, if thought fit, to pass the following as a non-binding resolution in accordance with section 250R (2) of the Corporations Act:

'That the section of the financial report dealing with the remuneration of the Company's Directors and Key Management Personnel ('remuneration report') be adopted.'

Note: This resolution shall be determined under section 250R (2). Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

As part of the gradual winding down of APGF's business, the Directors' fees and the Managing Director's remuneration will be reduced by 50% from 1 November 2012.

3. RE-ELECTION OF NEIL EDWIN SUMMERSON

Resolution 2

To consider and, if thought fit, to pass the following as an ordinary resolution:

'That Neil Edwin Summerson, who retires by rotation in accordance with rule 17.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Information about the candidate appears in the accompanying Explanatory Memorandum.

The Directors, with Mr Neil Edwin Summerson abstaining, recommend that you vote in favour of this resolution.

4. RE-ELECTION OF KENNETH ROSS PICKARD

Resolution 3

To consider and, if thought fit, to pass the following as an ordinary resolution:

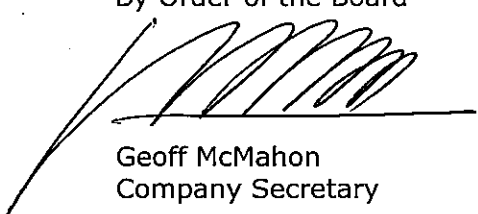
'That Kenneth Ross Pickard, who retires by rotation in accordance with rule 17.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Information about the candidate appears in the accompanying Explanatory Memorandum.

The Directors, with Mr Kenneth Ross Pickard abstaining, recommend that you vote in favour of this resolution.

DATED this 26th October 2012

By Order of the Board



Geoff McMahon
Company Secretary

NOTES

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form.
- (d) Any instrument appointing a proxy in whom the name of the appointee is not completed is regarded as being given in favour of the Chair of the meeting.
- (e) The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- (f) A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined in accordance with Regulation 7.11.37 *Corporations Regulation 2001* (Cth) that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's register of members as at 5 pm (Brisbane time) on 25 November 2012.
- (h) If you have any queries on how to cast your votes at the meeting then call Geoff McMahon on (07) 3004 1222 during business hours.

Voting Exclusion Statement

In accordance with section 250R (4) of the Corporations Act, the Company will disregard votes cast on Resolution 1 – Remuneration Report by a member of the Key Management Personnel of whose remuneration details are included in the remuneration report, or a closely related party of such a member, subject to certain limited exemptions where a person is appointed to vote as a proxy under section 250R (5) and section 250BD of the Corporations Act.

However, the Company 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 the direction on the proxy form to vote as the proxy decides.

Further details regarding proxy voting are set out in the proxy form accompanying this Notice of Meeting.

EXPLANATORY MEMORANDUM

Australian Property Growth Limited ACN 111 628 589 ('Company')

This Explanatory Memorandum has been prepared to assist shareholders of the Company with their consideration of the resolutions to be put to the Annual General Meeting to be held at 10.00am on 27 November 2012.

ANNUAL GENERAL MEETING OF THE COMPANY

Ordinary business

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report be presented at the Annual General Meeting. The 2011/12 Annual Report is available at our website, www.apgf.com.au. Should you wish to receive a copy of the 2011/12 Annual Report by mail, please advise us on 1300 668 698 or info@apgf.com.au. In addition the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such reports or statements.

Following consideration of reports the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the meeting; or
- (b) the conduct of the audit of the Annual Financial Report to be considered at the meeting.

Pursuant to section 250PA of the Corporations Act, any written questions may be submitted to the Company Secretary before 4pm on Tuesday, 20 November 2012 by

Post:

The Company Secretary
Australian Property Growth Limited
GPO Box 3119
Brisbane Qld 4001

Fax:

The Company Secretary
07 3003 0122

2. ADOPTION OF REMUNERATION REPORT

Resolution 1

The Corporations Act requires that the section of the financial report dealing with the remuneration of the Company's Directors and Key Management Personnel ('remuneration report') be put to the vote of shareholders for adoption.

The resolution of shareholders is **not binding** on the Company.

Following consideration of the remuneration report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments upon, the remuneration report.

As the resolution relates to matters including the remuneration of the directors, the directors, as a matter of corporate governance and in accordance with the spirit of

section 250R (4) of the Corporations Act, make no recommendation regarding this resolution.

As part of the gradual winding down of APGF's business, the Directors' fees and the Managing Director's remuneration will be reduced by 50% from 1 November 2012.

3. & 4. RE-ELECTION OF DIRECTORS

Resolutions 2 and 3

Under rule 17.1 of the Constitution of the Company, one-third of the current directors (excluding the managing director) must retire by rotation at each Annual General Meeting.

In accordance with this rule Neil Edwin Summerson and Kenneth Ross Pickard will retire at the end of the meeting and, being eligible, will present themselves for re-election. Neil Edwin Summerson was appointed to the board in May 2006 and Kenneth Ross Pickard was appointed to the board upon registration of the Company in November 2004.

Neil Edwin Summerson is proposed to be Chairman for the purpose of this Annual General meeting. The voting intentions of the Chairman in respect of undirected proxies are set out in the Proxy Form under the heading 'Directing your proxy how to vote'.

The Directors, with Mr Neil Edwin Summerson and Mr Kenneth Ross Pickard abstaining from Resolutions 2 and 3 respectively, recommend you vote in favour of Resolutions 2 and 3.

A summary of each candidate's experience and qualifications appear below.

Neil Edwin Summerson BCom, FCA, FAICD, FAIM

Non-Executive Chairman

Neil Summerson is non-executive Chairman of the company. He is currently and has been a director of several public, private and government corporations and has over 40 years experience practising as a Chartered Accountant. During the last 16 years Neil has served and continues to serve as a Director of Bank of Queensland Limited and subsidiaries (appointed Director 5 December 1996, appointed Chairman 20 August 2008) and Australian Made Campaign Limited (appointed 29 November 2002). He was a partner and Managing Partner (Queensland) of Ernst & Young and a past State Chairman of the Institute of Chartered Accountants. As a practising chartered accountant Neil's field of expertise was in corporate reconstruction, mostly in the building and property sectors and consequently he has broad experience in property development and construction. His core strengths include strategic planning, risk management, corporate governance, regulatory compliance and financial analysis.

Kenneth Ross Pickard BCom, FCA, FITA

Non-Executive Director

Kenneth ('Ken') Pickard is a founding Director of the Fund. He resigned from the Board of APGM as a non-executive Director on 22 March 2010 but remains a Director of APGL. Ken is the Managing Director of Moore Stephens (Queensland) Limited Chartered Accountants, a Queensland based firm of approximately 170 staff providing a full range of financial services to clients. Ken was a partner of Ernst & Young from 1982, a position he held until the formation of his own firm, Pickards BDS in 1996, which subsequently became Moore Stephens (Queensland) in July 2007. He has over 30 years experience in property, business services, consulting and audit. Ken has developed a wide range of skills for the provision of accounting services and financial management advice to all business sectors including manufacturing, marine and the property industry.

Definitions

Company

Australian Property Growth Limited ACN 111 628 589.

Constitution

the constitution of the Company.

Corporations Act

Corporations Act 2001 (Cth) as amended from time to time.

Key Management Personnel

means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise).

PROXY FORM FOR ANNUAL GENERAL MEETING

Australian Property Growth Limited ACN 111 628 589 ('Company')

PLEASE COMPLETE IN BLACK INK

Member/s name/s and address/es

Name/s: _____

Address/es: _____

I/we appoint as my/our proxy the person named below at the Annual General Meeting of the Company to be held at 10:00am (Brisbane time) on Tuesday, 27 November 2012 at the Stanley Room, Stamford Plaza Hotel, corner Edward and Margaret Streets, Brisbane, Queensland and at any adjournment thereof.

Appoint a Proxy to Vote on Your behalf

I/we
appoint*

OR the Chairman
of the meeting

Box A ☐

as my/our proxy or, failing the individual or body corporate named, or if no individual or body corporate 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).

* Leave this box blank if you have ticked Box A. Do not insert your own name(s).

Important for Item 2 – If the Chairman of the meeting is your proxy or is appointed as your proxy by default

If the Chairman of the meeting is appointed your proxy, you can direct the Chairman how to vote by either ticking the boxes below in directing your proxy how to vote (for example if you wish to vote for, against or abstain from voting) or by ticking Box B (in which case the Chairman of the meeting is directed by you to vote in favour of Item 2 as set out in the Notice of Meeting). If you do not tick Box B, and you have not directed your proxy how to vote on Item 2, the Chairman of the meeting will not cast your vote on Item 2 and your vote will not be counted in computing the required majority if a poll is called on Item 2.

The Chairman intends to vote all available proxies in favour of Item 2.

I/we direct the Chairman of the meeting to vote in favour of Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel and/or even if the Chairman of the meeting has an interest in the outcome of this Item 2 and that votes cast by the Chairman, other than as a proxy holder, would be disregarded because of that interest.

Box B ☐

Directing your proxy how to vote

I/we direct my/our proxy to vote in the following manner:

Item No*	Resolution No.	Resolution	For	Against	Abstain**
2	1	Adoption of Remuneration Report			
3	2	Re-election of Neil Edwin Summerson			
4	3	Re-election of Kenneth Ross Pickard			

**The resolutions are numbered as in the notice of annual general meeting.*

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

Individuals to sign

Execution by attorney

Executed
by:

(insert name of attorney)

(attorney to sign here)

as attorney for

(insert name of individual or company)

in accordance with the Company's
Constitution and the *Corporations Act*
2001. The authority or a certified copy of
the authority under which the
appointment is signed must be attached.

Companies to sign

Executed in accordance with the Company's
Constitution:

Director

Director/Secretary OR

Sole Director and Sole Company Secretary

Affix seal
if required

DATED...../...../.....

NOTES FOR COMPLETION OF PROXY FORM FOR ANNUAL GENERAL MEETING

Australian Property Growth Limited ACN 111 628 589 ('Company')

Appointment of proxy

(see Proxy form)

- (a) **To appoint a single proxy** - complete name of proxy and sign Proxy Form; **OR**
- (b) **To appoint the Chairman only** - tick **BOX A** and sign Proxy Form.
- (c) **To appoint the Chairman to direct his vote on Resolution 1** – tick **BOX B**, note that the Proxy Form sets out the manner in which the Chairman has indicated he will vote any undirected proxies granted to him.
- (d) A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and to join in the demand for a poll.
- (e) If you mark the abstention box for a particular item, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.
- (f) To appoint 2 proxies to exercise a specified proportion of your votes - see below
Note: If you appoint 2 proxies and do not specify the number or proportion of votes each proxy may exercise, then each will be entitled to exercise half of your votes (with fractions being disregarded).

How to sign the proxy form

- (a) The proxy form must be signed by the member or by the member's attorney. If a joint holding then either shareholder may sign.
- (b) If the proxy is signed by a person who is not the registered shareholder, then the relevant authority or a certified copy should either have been exhibited previously with the Company or be enclosed with this proxy. If sent by fax then the authority must be certified.
- (c) If the member is a corporation, the proxy form must be signed in accordance with its constitution and the *Corporations Act 2001*, or under the hand of an authorised officer or attorney who has not received any notice of revocation.

Deadline for receipt of proxies

This Proxy Form must be lodged with the Company **before 10:00 am** (Brisbane time) on **Sunday 25th November 2012**, i.e not less than 48 hours before the time for holding the meeting by:

- (a) mailing your proxy to the Company at its registered office at Level 15, 12 Creek Street, Brisbane, Queensland 4000; **OR**
- (b) depositing your proxy with the Company at its registered office at Level 15, 12 Creek Street, Brisbane, Queensland 4000; **OR**
- (c) faxing your proxy to 07 3003 0122.

Please bring this letter with you to the meeting to enable us to process your registration efficiently.

Registration will commence at 9.45am on 27 November 2012.

Appointment of 2 proxies

(If you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies instead of a single proxy)

If you wish to appoint 2 proxies then complete below and not details for Appointment of Proxy on Proxy Form

I/We

appoint:

_____ *(insert name of first proxy)*

to exercise *(state number or proportion)*

_____ of my/our votes for me/us at the annual general meeting of the Company **AND**

I/We

appoint:

_____ *(insert name of second proxy)*

to exercise *(state number or proportion)*

_____ of my/our votes for me/us at the annual general meeting of the Company **OR**

failing one or both of my 1st and 2nd proxies, then the Chairman to exercise my/our votes for me/us in respect of the number or proportion of my/our shares allocated to the absent proxy/s, as set out above.