

NOTICE OF ANNUAL GENERAL MEETING

APN | Property Group Limited

ACN 109 846 068

The Annual General Meeting of
APN Property Group Limited
will be held at:

Time: 10.00am

Date: Friday, 20 November 2009

Venue: Stamford Plaza
Edinburgh Room
Level 1, West Tower
111 Little Collins St
Melbourne Vic 3000

Annual Report

The 2009 Annual Report
is now available to download
from our website at
www.apngroup.com.au
under '2009 Annual Reports'.

APN Property Group Limited

ACN 109 846 068

Notice of Annual General Meeting 2009

Notice is given that the Annual General Meeting of members of APN Property Group Limited (Company) will be held at the Stamford Plaza, Edinburgh Room, Level 1, West Tower, 111 Little Collins Street, Melbourne Vic 3000 on Friday, 20th November 2009 commencing at 10.00 am.

Capitalised terms used in this notice of meeting and the Explanatory Notes are defined in the body of this document or in the Definitions section at the end of this document.

Ordinary Business

1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report, each for the financial year ended 30 June 2009.

2 Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2009 be adopted."

3 Re-election of Director

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

"That Howard Brenchley, who retires in accordance with the Constitution, and being eligible, be re-elected as a Director."

By order of the Board.

APN Property Group Limited



John Freemantle
Company Secretary

Dated: 20 October 2009

Voting entitlement

The Board has determined in accordance with regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those who hold them at 7.00pm (Melbourne time) on 18 November 2009. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Voting by proxy

Each Member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on behalf of that Member. The proxy need not be a Member.

A Member who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Member appoints two proxies and the appointment does not specify the proportion, or number, of Member's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

A proxy appointment form is enclosed in this notice of meeting. For the appointment of a proxy to be effective for the Annual General Meeting, the following documents must be received no later than 48 hours before the scheduled time for the meeting, that is, by 10.00am on 18 November 2009:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Documents may be lodged by posting, delivery or facsimile to the Company's share registry at:

Link Market Services Limited

By Post:

Locked Bag A14
Sydney South NSW 1235

Delivery:

Level 12, 680 George Street
SYDNEY NSW 2000

Facsimile: (02) 9287 0309

Bodies corporate

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at meetings of Members. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

Required Majority

Each of the resolutions proposed in this notice of meeting are ordinary resolutions and will be passed if, in each case, 50% or more of the votes cast by Members entitled to vote on each resolution are cast in favour of the relevant resolution.

Explanatory Notes

1 Financial Statements and Reports

The Corporations Act requires the following reports in respect of the financial year ended 30 June 2009 to be laid before the Annual General Meeting:

- (a) Financial Report (which includes financial statements and the Directors' declaration);
- (b) Directors' Report; and
- (c) Auditor's Report.

There is no requirement either in the Corporations Act or the Constitution for Members to approve the Financial Report, the Directors' Report or the Auditor's Report.

However, Members will be given a reasonable opportunity as a whole at the Annual General Meeting to ask questions and make comments on these reports, and on the business, operations and management of the Company.

Further, in accordance with section 250PA of the Corporations Act, a Member who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Financial Report,

by giving the question to the Company by no later than 5.00 pm on 12 November 2009 (5 clear business days before the day on which the Annual General Meeting is to be held). The auditor will then compile the questions relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report into a question list. At or before the start of the Annual General Meeting, the Company will make the question list reasonably available to the Members attending the meeting.

2 Remuneration Report

The Remuneration Report:

- (a) explains the Company's policy and the process for determining the remuneration of its executive officers and employees;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2009.

The Remuneration Report forms part of the Directors' Report included in the Annual Report for the financial year ended 30 June 2009.

Section 250R(2) of the Corporations Act requires listed companies to put a resolution to their members that the Remuneration Report be adopted. **The vote on this resolution is advisory only, and does not bind the Board or the Company.**

Members will be given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the Remuneration Report.

Recommendation

The Directors recommend that Members vote in favour of resolution 2.

3 Re-election of Director and Board restructure

3.1 Re-election of Director

Director Howard Brenchley will retire in accordance with the Constitution and, being eligible, offers himself for re-election as a Director.

The following information has been provided by Mr Brenchley in support of his re-election as a Director.

Mr Howard Brenchley

Mr Brenchley has been a director of the Company since its incorporation in 2004 and of APN Property Group companies since 1998.

Mr Brenchley has had a high profile as a property trust industry investor, researcher and commentator for over 20 years. Prior to joining APN Funds Management Limited in 1997, Mr Brenchley was research director of Property Investment Research Pty Limited, an independent Australian research company, specialising in the property trust sector. Mr Brenchley has been primarily responsible for the development of APN's retail funds management business and its suite of funds. He continues to oversee all investment strategy, product management and product development for APN's retail funds.

Recommendation

The Directors recommend that Members vote in favour of resolution 3 re-electing Mr Brenchley as a Director.

3.2 Board restructure

Effective from the conclusion of this AGM, the Directors propose to change the composition of the Board. This is to be done in conjunction with a process already initiated by the board of the Company's subsidiary, APN Funds Management Limited (APN FM). APN FM is the responsible entity of the group's portfolio of managed funds, which consists of domestic and international property securities, direct property, wholesale and listed funds.

Until recently, the Company and APN FM had identical boards of directors. The proposed alteration to the composition of the boards will result in the board of APN FM comprising a majority of independent directors.

The board of APN FM will comprise the following directors:

- Mr John Harvey (Chairman and Independent Director)
- Mr Geoff Brunsdon (Independent Director)
- Mr David Blight (Group Managing Director)
- Mr Howard Brenchley (Executive Director)
- A further independent director to be appointed by the directors of APN FM

In order to effect the board restructure, Messrs Harvey, Butler and Cruickshank will retire from the APN Property Group board. Subject to resolution 3 being passed, from the conclusion of this AGM, the board of the Company will comprise the APN group's four executive directors:

- Mr Chris Aylward (Chairman and Executive Director)
- Mr Clive Appleton (Executive Director)
- Mr David Blight (Group Managing Director)
- Mr Howard Brenchley (Executive Director)

As a result of the board restructure, the Company will no longer comply with certain Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council, in particular in respect of the Council's recommendations regarding board composition and independent directors. However, it is envisaged that the board of APN FM will comply with all of the recommendations that the Company considers most relevant and material, since it will, upon completion of the restructure, comprise a majority of independent directors.

The Board considers that the separation of the boards will assist in the identification and management of conflicts of interest and related party transactions within the APN group (in particular, between the Company or its subsidiaries and one or more APN funds). All directors of APN FM have common law and statutory duties as the directors of a trustee and responsible entity to put the interests of investors in the respective APN funds ahead of their own, and APN FM's, interests. By having a majority of independent directors on the board of APN FM, none of whom are directors of the Company, the Board is confident that conflicts of interest and related party transactions will be appropriately identified, avoided (if necessary) and/or effectively controlled.

Further information regarding the benefits of the board restructure will be included in the address to the Annual General Meeting and updated corporate governance documents in respect of the APN group are available on the Company's website (www.apngroup.com.au).

3.3 Retirement by rotation

As part of the Board restructure, Directors John Harvey, Andrew Cruickshank and Michael Butler will each retire effective from the conclusion of the Annual General Meeting. None of these Directors offers himself for re-election as a Director.

Definitions

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by that company (whichever the context requires).

Auditor's Report means the auditor's report required to be prepared and laid before the Annual General Meeting in accordance with section 317 of the Corporations Act.

Board means the board of Directors.

Company means APN Property Group Limited ACN 109 846 068.

Constitution means the Company's constitution as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Director means a director of the Company.

Directors' Report means the directors' report required to be prepared and laid before the Annual General Meeting in accordance with section 317 of the Corporations Act.

Explanatory Notes means the explanatory notes attached to the Notice of Annual General Meeting.

Financial Report means the financial report required to be prepared and laid before the Annual General Meeting in accordance with section 317 of the Corporations Act.

Listing Rules means the listing rules of the ASX.

Member means a member of the Company.

Plan means the APN Incentive Plan.

Remuneration Report means the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.



APN | Property Group
ABN 30 109 846 068

APN Property Group Limited

ABN 30 109 846 068

Level 30, 101 Collins Street,
Melbourne, Victoria 3000


Telephone (03) 8656 1000

Email apnpg@apngroup.com.au

Website www.apngroup.com.au

LODGE YOUR VOTE

 **By mail:**
 APN Property Group Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

All enquiries to:
 **Telephone:** 1300 554 474
Overseas: +61 2 8280 7111

 **By fax:** +61 2 9287 0309

 **ONLINE** www.linkmarketservices.com.au

SHAREHOLDER VOTING FORM

I/We being a member(s) of APN Property Group Limited and entitled to attend and vote hereby appoint:

STEP 1	APPOINT A PROXY
the Chairman of the Meeting (mark box) <input style="width: 30px; height: 20px; vertical-align: middle;" type="checkbox"/>	OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy <input style="width: 90%; height: 25px; vertical-align: middle;" type="text"/>
or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Friday, 20 November 2009, at Stamford Plaza, Edinburgh Room, Level 1, West Tower, 111 Little Collins Street, Melbourne Victoria and at any adjournment or postponement of the meeting. The Chairman of the meeting intends to vote undirected proxies in favour of all items of Business.	

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2	VOTING DIRECTIONS
Resolution 2	For Against Abstain*
Adoption of the Remuneration Report (non-binding advisory vote)	<input style="width: 30px; height: 25px;" type="checkbox"/> <input style="width: 30px; height: 25px;" type="checkbox"/> <input style="width: 30px; height: 25px;" type="checkbox"/>
Resolution 3	
Re-election of Director To re-elect as a director Mr Howard Brenchley	<input style="width: 30px; height: 25px;" type="checkbox"/> <input style="width: 30px; height: 25px;" type="checkbox"/> <input style="width: 30px; height: 25px;" type="checkbox"/>

 * 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.

STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED		
Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input style="width: 95%; height: 30px;" type="text"/>	<input style="width: 95%; height: 30px;" type="text"/>	<input style="width: 95%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as 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 and return them both together.

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 shares 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.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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. Please indicate the office held by signing in the appropriate place.


Corporate Representatives


If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am on Wednesday, 18 November 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.


Proxy Forms may be lodged using the reply paid envelope or:

 **by mail:**
APN Property Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

 **by fax:**
+61 2 9287 0309

 **online:** **ONLINE** www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website);

 **by hand:**
delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.