



GEO PROPERTY GROUP

EXPLANATORY MEMORANDUM AND
NOTICES OF MEETING

NOTICES OF MEETING GEO PROPERTY GROUP

Notice is given that a meeting of members of GEO Property Group Limited (ACN 117 546 326) ("**Company**") and a meeting of the members of GEO Property Trust (ARSN 104 482 206), ("**Trust**"), together known as GEO Property Group, will be held concurrently at:

Time: 9 am

Date: **30 June 2011**

Place: Panorama Suite, Level 1, Gold Coast Arts Centre, Bundall Road, Bundall, Queensland

BUSINESS OF THE MEETING

1. Consolidation of shares

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

"That pursuant to section 254H of the Corporations Act 2001 (Cth) the issued capital of the Company be consolidated on the basis that every 5 shares be consolidated into 1 share, with any fraction resulting from dividing by 5 the number of shares held by a Member being rounded up to the next whole share."

2. Change of name

To consider, and if thought fit, to pass the following resolution as a special resolution of the Company:

"That the name of GEO Property Group Limited be changed to Villa World Limited."

3. Approval of grant of options to a Director

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

"That approval is given for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes for the issue to John Potter, a director of the Company, of 14 million options for the acquisition of stapled securities in the GEO Property Group on the terms outlined in the Explanatory Memorandum accompanying the notice of these meetings."

Voting exclusion

In accordance with section 224 of the Corporations Act and the ASX Listing Rules, the Company will disregard any votes on resolution 3 cast by John Potter or an associate of his. However, the Company need not disregard a vote if it is cast by Mr Potter as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

Section 253E of the Corporations Act prohibits the responsible entity of a registered managed investment scheme and its associates from voting on any resolution if they have an interest in the subject of the resolution other than as a member of the scheme.

Explanatory Memorandum

The resolutions set out in these Notices of Meeting should be read in conjunction with the attached Explanatory Memorandum which forms part of these Notices of Meeting. The Explanatory Memorandum is intended to assist securityholders in understanding the reasons for and effect of the Resolutions.

A proxy form accompanies these Notices of Meeting.

By order of the Boards of GEO Property Group Limited and GEO Management Limited



Louise Edwards
Company Secretary
30 May 2011

NOTES RELATING TO VOTING

Voting entitlement

The Directors have determined that for the purposes of determining voting entitlement at the Meetings, Stapled Securities will be taken to be held by persons who are registered as Securityholders at 9am on 28 June 2011. Accordingly, security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meetings.

How do you exercise your right to vote?

The vote on the resolutions will be decided on a show of hands unless the Chairperson, at least 5 Securityholders present and entitled to vote, or Securityholders having at least 5% of the votes that may be cast, demand a poll.

On a show of hands, each Securityholder present in person or by proxy has one vote. Where a member has appointed two proxies or attorneys to vote at the same meeting neither proxy or attorney may vote if more than one proxy or attorney attends.

If a resolution is determined by poll in relation to the Company, each Securityholder present in person or by proxy has one vote for each share held as at the record time and in relation to the Trust each Securityholder present in person or by proxy has one vote for each \$1.00 of value of its units in the Trust.

Resolutions 1 and 3 are ordinary resolutions of the Company and will be passed if more than 50% of the votes cast either by a show of hands or on a poll are in favour of the resolutions. Resolution 3 is also an ordinary resolution of the Trust and will be passed if 50% or more of the votes cast either by a show of hands or on a poll are in favour of the resolution. Resolution 2 is a special resolution and will be passed if at least 75% of the votes cast either by a show of hands or on a poll are in favour of the resolution.

Corporations

Where a corporation that is a Securityholder appoints a person to act as its representative, the appointment must comply with section 250D (for the meeting of the Company) of the Corporations Act and section 253B (for the meeting of the Trust). The representative must bring to the Meetings evidence of his or her appointment, including any authority under which it was signed.

Voting by proxy

If you cannot or do not wish to attend the Meetings, you may appoint a proxy to attend and vote for you. The proxy does not need to be a Securityholder. You are limited to appointing two proxies to vote at the meetings. If you appoint two proxies, you must specify the proportion or number of votes that each proxy is entitled to exercise. If you do not, each will be entitled to vote half your votes. Where more than one proxy is appointed neither proxy is entitled to vote on a show of hands

A Proxy Form must be signed by the Securityholder or their attorney or, in the case of a corporation, executed in accordance with section 127 of the

Corporations Act or signed by an authorised officer or attorney. If the Proxy Form is signed by an attorney or by an authorised officer of a corporation, the power of attorney or other authority (or a notarially certified copy) must accompany the Proxy Form unless it has previously been provided to the Company. If the Proxy Form is sent by fax, any accompanying power of attorney or other authority must be certified.

Where a Securityholder appoints a body corporate as proxy, that body corporate will need to ensure that:

- it appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- the instrument appointing the corporate representative is received by the Company at its registered office by 9am on 28 June 2011. Alternatively, the representative must bring to the Meetings evidence of his or her appointment, including any authority under which it was signed.

Proxy Forms should be completed and returned by no later than 9am on 28 June 2011.

To ensure that all Securityholders can exercise their right to vote on the resolutions, a Proxy Form is enclosed together with a reply paid envelope. You can lodge the Proxy Form by sending it in the reply paid envelope or otherwise posting, delivering or faxing it to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne Victoria 3001
Fax: 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as they decide. If you mark the abstain box for a particular item you are directing your proxy not to vote on your behalf and your Stapled Securities will not be counted in computing the required majority on a poll. Please refer to the Proxy Form for further instructions on how to appoint a proxy.

The Chairperson of the Meetings is deemed to be appointed where a signed Proxy Form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

If your proxy is the Chairperson and you have not indicated on the form how the votes are to be cast, you will be taken to have directed the Chairperson to vote in favour of the resolutions.

Any written questions must be submitted to the Company Secretary via:

Email securityholder@geopg.com.au
Fax: +61 7 5588 8800
Post: PO Box 7720, GCMC, Qld 9726

to be received no later than the fifth business day before the date of the meetings.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notices of Meeting dated 30 May 2011 and contains information about the resolutions contained in the Notices of Meeting. You should read the Notices of Meeting and this Explanatory Memorandum carefully, and seek your own independent advice on any issues about which you are not certain.

ITEM 1 - CONSOLIDATION OF SHARES AND UNITS (STAPLED SECURITIES)

Securityholder approval is sought to consolidate the Company's shares by converting every 5 pre-consolidation Shares into 1 post-consolidation Share, with any fraction resulting from dividing by 5 the number of shares held by a Member being rounded up to the next whole share.

Under the Company's constitution, a share can only be consolidated if the unit in GEO Property Trust to which it is stapled is also consolidated at the same time and to the same extent. The directors of GEO Management Limited, the responsible entity of GEO Property Trust, have passed a resolution that, conditional on Resolution 1 to be proposed at the Meeting being passed, all the units in the GEO Property Trust will be consolidated at the same time and to the same extent as the shares in the Company.

Background

The consolidation of GEO's securities will establish a higher nominal security price on ASX that is more appropriate for a listed entity of GEO's size and scale of activities. A higher trading price of GEO's securities would also assist in making the Group more attractive to potential investors, particularly institutions.

As an example, if you held 10,000 Stapled Securities before the consolidation, you would hold 2,000 Stapled Securities after the consolidation, but GEO's security price and the value of the distributions per Stapled Security should, all other things being equal, increase in the same proportion to reflect the consolidation and smaller number of Stapled Securities on issue.

Securityholders will all be treated equally in the consolidation and will not lose any of the relative value of their investment in GEO nor any of their rights and benefits (beyond the negligible impact of rounding fractional entitlements).

If Resolution 1 to consolidate the shares in the Company is passed at the Meeting, the number of Stapled Securities will reduce from 426,862,630 to approximately 85,372,526*.

Fractional entitlements and taxation

Not all Securityholders will hold a number of Stapled Securities which can be divided evenly by 5. Where a fraction occurs, that fraction will be rounded up to the nearest whole security.

The Directors consider that the consolidation of securities will not give rise to a capital gains tax (CGT) event based on rulings, pronouncements and

other materials issued or made public by the Australian Taxation Office (ATO) regarding similar arrangements.

Neither GEO Property Group nor the Directors accept any responsibility for the taxation consequences arising from the consolidation. Securityholders should seek their own advice if required.

An indicative timetable for the consolidation is set out at the end of this Explanatory Memorandum.

*The number of stapled securities ultimately on issue will depend on the rounding of fractional amounts.

ITEM 2 - CHANGE OF NAME

The Corporations Act requires Securityholder approval to change the name of the Company.

The Directors have proposed a change of the Company name to Villa World Limited as they believe it more accurately reflects the business of the Company today.

GEO Property Group was listed on the Australian Stock Exchange in 1986 as a single company under the name Villa World Limited. In 2006 the company merged with the MFS Diversified Trust to create a stapled group, incorporating the business of Villa World Homes and a portfolio of investment properties. Following the complete separation from MFS in 2008, the Group was rebranded GEO Property Group.

Since that time, the Group has sold the majority of its investment properties, and refocused singularly on its core business, returning to its traditional roots of residential development.

Accordingly, the Board proposes that the company name be changed back to Villa World Limited to reflect this core business focus.

If Resolution 2 is passed, the Company will lodge the required document with the Australian Securities and Investments Commission to effect the change of the Company's name. GEO Management Limited will also change the name of the Trust from "GEO Property Trust" to "Villa World Trust).

The GEO Property Group will then become known as Villa World Group.

The ASX code of GEO Property Group will change from GPM to VLW with effect from 6 July 2011.

The name of GEO Management Limited will also be changed to Villa World Management Limited.

ITEM 3 - APPROVAL OF GRANT OF OPTIONS TO EXECUTIVE DIRECTOR

Approval is being sought for the proposed grant of options to John Potter as follows:

Number of options:	14 million*
--------------------	-------------

Issue price:	Nil
--------------	-----

Exercise price per stapled security:	\$0.26*
--------------------------------------	---------

Issue date:	The options will be issued within one month of Resolution 3 being passed
Vesting date:	1 July 2012
Expiry date:	28 February 2014

** If Resolution 1 is passed the number of options and exercise price will be adjusted in a manner consistent with the consolidation such that Mr Potter will hold 2.8 million options with an exercise price of \$1.30*

Under the Corporations Act 2001 (Cth), the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act. Part 2E.1 applies to the issuance of options to a related party and any director of the Company is a "related party" for this purpose.

In addition, ASX Listing Rule 10.11 provides that a listed entity must not, without the approval of ordinary securityholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed entity.

The Directors are of the view that the options proposed to be issued to John Potter would be issued upon terms that would meet the reasonable remuneration criteria of Section 211 of the Corporations Act (and would therefore be exempt from the need to seek shareholder approval pursuant to the Corporations Act). The Directors have nevertheless decided to put the issue of options to a securityholder vote under Chapter 2E of the Corporations Act.

The Directors, excluding Mr Potter, unanimously recommend that securityholders vote in favour of the resolution as they believe that the grant of options to John Potter on the terms set out below:

- will further align the interests of John Potter with the interests of securityholders;
- are appropriate to assist GEO Property Group in retaining the services of John Potter and reward him for any future performance; and
- are in line with market practice.

John Potter will only benefit from the issue of the securities if the market price of the Group's securities increases above the exercise price of the options.

Option terms

A summary of the material terms of the options, including information required by Listing Rule 10.13, is set out below:

- (a) the options may not be transferred, except to a company controlled by John Potter, or to the trustee of a trust of which he is a beneficiary;
- (b) each option will provide the right to acquire one ordinary stapled security in GEO (subject to the below). Each stapled security acquired will be a fully paid ordinary stapled security, ranking equally with all other ordinary stapled securities and having identical rights to existing ordinary stapled securities;

- (c) the options do not confer a right to participate in any new issue of GEO's stapled securities without first exercising the options then available to be exercised, and then only to the extent of ordinary stapled securities then held by the option holder;
- (d) if there is any reconstruction of stapled securities or return of issued capital of the Company or Trust, the number of options, the exercise price or both will be adjusted by the Company and the Responsible Entity in accordance with the Listing Rules in a manner which will not advantage or disadvantage the option holder as compared to ordinary members;
- (e) if there is a consolidation or subdivision of GEO's stapled securities, the number of options will be consolidated or subdivided in the same ratio in accordance with the Listing Rules;
- (f) the exercise price of an option will not be adjusted for pro-rata issues (except a bonus issue) made before exercise of the option in accordance with the Listing Rules;
- (h) the options do not participate in any dividend or distribution prior to their exercise;
- (j) if Mr Potter ceases to be an employee of GEO, any unexercised options expire at the earlier of: (a) immediately where his employment is terminated for cause; (b) 30 days after his employment ceases where he resigns; (c) 90 days after his employment ceases in the event of redundancy and other circumstances; or (d) 28 February 2014;
- (l) the options will not be quoted on ASX. The Company and Responsible Entity intend to apply to ASX for quotation of any stapled securities issued on exercise of the options.

All funds raised by GEO from the exercise of the options will be used for general working capital purposes. No funds will be raised from the issue of the options.

Valuation

The options are not currently quoted on the ASX and as such have no market value. The options each grant the holder a right to be issued one ordinary stapled security in GEO upon exercise of the option and payment of the exercise price. Accordingly, the options may have a present value at the date of their grant.

The options may acquire future value dependent upon the extent to which the price of the stapled securities at any time exceeds the exercise price of the options during the term of the options.

As a general proposition, options to subscribe for ordinary fully paid securities in a company or managed investment scheme have value. Various factors impact upon the value of options including things such as:

- the period outstanding before the expiry date of the options;

- the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- whether or not the securities that might be acquired upon exercise of the options represent a controlling or other significant interest;
- the value of the securities into which the options may be converted; and
- whether or not the options are listed (i.e. readily capable of being liquidated).

Under Australian Accounting Standard AASB 2 the fair value of the options is measured by reference to the fair value of the equity instrument granted and must be recognised as an expense in GEO's Income Statement. The expense recognised will not be deductible for income tax purposes. Consistent with that Standard, GEO discloses the following information confirming the value of the options to be issued.

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Binomial Option Price Valuation Model which is often used in valuing employee and director options).

GEO has sought from KPMG Corporate Finance (Aust) Pty Ltd a valuation of the options using the assumptions provided by GEO. The Binomial Model was used to calculate the value of the options and determine the value of an option as a function of a number of variables, some which must be assumed. The data and assumptions relied upon in applying the Binomial Model was:

Assumed data	
Current market price of the underlying stapled securities as at 6 May 2011	\$0.19
Exercise price of the options	\$0.26
Volatility of the stapled security price	50%
Dividend/distribution yield	10%
Risk free rate	5.12%
Exercise conditions	set out above
Expiry date of the options	28 February 2014

Assumptions

- the stapled security value is based on the closing ASX price on 6 May 2011. This will be recalculated to the grant date for the statutory accounts;
- distribution yield is based on a Board assumption and should not be interpreted as distribution guidance;
- volatility of 50% is based on volatility in GPM securities over the last 12 months with a low price of 18 cents and a high price of 23 cents;
- risk free rate is based on the three year Australian Government bonds rate published by the Reserve Bank; and
- life of the option is 2.8 years.

On that basis, the options to be issued to Mr Potter (or his nominee(s)) are today valued at \$427,607.

The Board draws securityholders' attention to the fact that the stated valuation does not constitute and should not be taken as audited financial information. The reportable value of this director benefit expense in subsequent financial periods may vary due to a range of timing and other factors.

Remuneration

Mr Potter has served as a director since 23 November 2006, principally as a non-executive director throughout that time. In March 2011, Mr Potter was appointed the Chief Executive Officer and Managing Director and receives a salary of \$600,000 per annum (including superannuation).

The Board is of the opinion that the issue of the options constitutes reasonable remuneration within the meaning of section 211 of the *Corporations Act* and will serve to incentivise Mr Potter in his future undertakings on behalf of GEO and to reward long term performance.

The Directors believe the issue of options is reasonable, having regard to the circumstances of GEO, the roles and responsibilities of Mr Potter, the contributions that Mr Potter can make to GEO, the opportunities that may arise for GEO because of his skills and relationships and the nature of the options.

Existing interests and dilutionary effect on other members' interests

The effect the exercise of the options will have on the interests of Mr Potter relative to other securityholders' interests is set out in the following table. The table assumes no further issues of GEO stapled securities, or a reconstruction of the capital of GEO (as is proposed in Resolution 1), during the time between the issue and exercise of the options.

At the date of the meetings	
GEO stapled securities ('Securities') on issue	426,862,630
Securities currently held by Mr Potter (including indirect interests)	30,273,686
Percentage of Securities currently held by Mr Potter (including indirect interests)	7.09%
Options to be issued under this resolution to Mr Potter (or his nominee(s))	14,000,000
Securities that will be held following the exercise of all options held by Mr Potter (including indirect interests)	44,273,686
Percentage of Securities that would be held by Mr Potter (including indirect interests) assuming he exercised all options issued to him	9.40%
Percentage of Securities that would be held by Mr Potter (including indirect interests) assuming all options* were exercised	9.36%

* If Resolution 3 is passed it is also intended to issue a further 2 million options, on the same terms as those issued to J Potter, to Group executive B Cronin

INDICATIVE CONSOLIDATION TIMETABLE

Event	Date		
Register cut off time for eligibility to vote at the meetings	9.00am	Tuesday	28 June 2011
Meetings to be held	9.00 am	Thursday	30 June 2011
GEO announces to ASX that securityholders have approved consolidation		Thursday	30 June 2011
Last day for ASX trading of Stapled Securities, on a pre-consolidated basis, starts		Friday	1 July 2011
Trading in consolidated Stapled Securities, on a deferred settlement basis, starts		Monday	4 July 2011
Last day for GEO Property Group to register Stapled Security transfers on a pre-consolidated basis		Friday	8 July 2011
First day for GEO to register Stapled Security transfers on a consolidated basis		Monday	11 July 2011
Stapled Securities consolidated			
GEO announces to ASX that despatch of the holding statements has occurred		Friday	15 July 2011
Normal T+3 ASX Stapled Security trading starts		Monday	18 July 2011
Settlement of ASX Stapled Security trades on the normal T+3 basis commences		Thursday	21 July 2011

These dates are indicative only and may be subject to change

The Directors, with John Potter abstaining in relation to Resolution 3, unanimously recommend that securityholders vote in favour of the Resolutions

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 651 684
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 9am (AEST) Tuesday 28 June 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of GEO Property Group hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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) at the General Meeting of GEO Property Group Limited and Meeting of Members of GEO Property Trust to be held at Panorama Suite, Level 1, Gold Coast Arts Centre, Bundall Road, Bundall, Queensland on Thursday, 30 June 2011 at 9am and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: 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.

	For	Against	Abstain
1 Consolidation of the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Change of the company name to Villa World Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of grant of options to a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____