

Metroland Australia Limited
ACN 009 138 149

**Notice of Annual General Meeting
and Explanatory Statement**

Annual General Meeting to be held at
Level 42, Suncorp Place, 259 George Street, Sydney, New South Wales 2000
on Thursday, 28 February 2013 commencing at 11.00am (Sydney time)

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisors without delay.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of shareholders of Metroland Australia Limited (ACN 009 138 149) (Company) will be held at Level 42, Suncorp Place, 259 George Street, Sydney, New South Wales 2000 on Thursday, 28 February 2013 commencing at 11.00am (Sydney time).

BUSINESS

Ordinary Business

Receive and Consider the Financial Statement

To receive and consider:

- (a) the Financial Report;
- (b) the Directors' Report; and
- (c) the Auditor's Report

of the Company for the year ended 30 June 2012.

Resolution 1 – Adoption of Remuneration Report

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

“That the Remuneration Report of the Company's 2012 Annual Report be considered and adopted”

Please note that the vote on this resolution is advisory only and does not bind the Company or its Directors.

*In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of any Key Personnel Management (in any capacity), whose remuneration is included in the Remuneration Report (**Excluded Persons**) and closely related parties of an Excluded Person. The term “Key Personnel Management” has the meaning given to that term in the Accounting Standards as published by the Australian Accounting Standards Board.*

However, an Excluded Person may cast a vote on that resolution if that person does so as proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of an Excluded Person. Further details in relation to the Chairman to vote on undirected proxy are set out in the Explanatory Statement.

Resolution 2 – Re-election of Mr Shuqing Wang as a Director

Mr Shuqing Wang retires as a Director pursuant to the provisions of the Constitution of the Company.

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

“That Mr Shuqing Wang, who retires as a Director of the Company in accordance with the provisions of the Constitution, and being eligible offers himself for re-election, to be appointed as a Director of the Company.”

Resolution 3– Re-election of Mr Da Cheng Zhang as a Director

Mr Da Cheng Wang retires as a Director pursuant to the provisions of the Constitution of the Company.

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

“That Mr Da Cheng Zhang, who retires as a Director of the Company in accordance with the provisions of the Constitution, and being eligible offers himself for re-election, to be appointed as a Director of the Company.”

Resolution 4– Ratification of appointment of Mr Michael Wong as a Director

Mr Michael Wong retires as a Director pursuant to the provisions of the Constitution of the Company.

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

“That Mr Michael Wong, who retires as a Director of the Company in accordance with the provisions of the Constitution, and being eligible offers himself for re-election, to be appointed as a Director of the Company.”

Points at Which Voting Rights are Determined

The regulations of the Corporations Act permit the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purpose of determining shareholders entitlements to vote at the meeting.

All shares of the Company that are quoted on the ASX on Tuesday, 26 February 2013 at 8.00pm (Sydney time) shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy is entitled to cast half of the number of votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Corporate Representative

In order to vote on behalf of a company that is a shareholder in the Company, a valid Appointment of Corporate Representative form must be either lodged with the Company prior to the General Meeting or be presented at the meeting before registering on the Attendee Register for the Annual General Meeting. A Corporate Representative form is attached to this Notice of Meeting.



Frank Shien
Company Secretary
Metroland Australia Limited

Dated: 31st January 2013

EXPLANATORY STATEMENT

Purpose of this Explanatory Statement

This Explanatory Statement is provided to shareholders of the Company to explain the resolutions to be put to shareholders at the Annual General Meeting (**Meeting**) to be held at Level 42 Suncorp Place, 259 George Street, Sydney, New South Wales 2000 on Thursday, 28 February 2013 commencing at 11.00am Sydney time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the resolutions.

Receive and Consider the Financial Statements

The Corporations Act 2001 (**Corporations Act**) requires the Financial Report which includes the Financial Statements, Directors' Declaration, the Directors' Report and the Auditors' Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the Financial Report, the Directors' Report or the Auditors' Report. Accordingly, the Company's Financial Report is placed before the shareholders for discussion and no voting is required for this item of business.

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business and operations of the Company.

Resolution 1: Adoption of Remuneration Report

The remuneration report of the Company for the period ended 30 June 2012 is set out in the Directors' Report of the 2012 Annual Report to shareholders (**Remuneration Report**)

The Remuneration Report sets out the Company's remuneration arrangement for the Managing Director, Executive and Non-executive Directors. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. In addition, the Corporations Act requires that Resolution 1, Adoption of Remuneration Report, be put to vote. However, the vote on this resolution is only advisory and does not bind the Company or its Directors.

Under the Corporations Act, at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at next year's Annual General Meeting (**second AGM**), the Company will be required to put to Shareholders a resolution proposing the calling of an Extraordinary General Meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Extraordinary General Meeting (**Spill Meeting**) within 90 days of the second AGM. All of the Directors who were in office before the second AGM, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

In the event that you choose to appoint the Chairman as your proxy:

- The Chairman's voting intention is to vote in favour of this resolution to adopt the Remuneration Report.

- The attached Proxy Form provides that if the Chairman is appointed as proxy, the Chairman is directed to vote in accordance with the voting intention set out above, unless you direct the Chairman to vote in a different manner.
- The Chairman will only vote in accordance with his stated voting intention if the relevant box on the Proxy Form is ticked.
- If the relevant box is un-ticked the Chairman will not be permitted to vote the relevant shares on the resolution in relation to the Remuneration Report and any other resolution.
- For all other Resolutions where the Chairman is appointed as proxy, those proxies can remain undirected and may be voted on by the Chairman on that basis.

Resolution 2: Re-election of Mr Shuqing Wang as a Director

In accordance with the provisions of the Company's Constitution, Mr Shuqing Wang retires as a Director of the Company and offers himself for re-election.

Mr Wang has been a director since September 2009. He has 14 years of experience in property development in Peoples Republic of China. He is involved in several property related companies in Shanghai, China, including Shanghai Forest Manor Real Estate Development Co., Ltd and Shanghai Manor Assets Management Co., Ltd.

Mr Wang has extensive experience in real estate development; hotel and property management and in engineering.

Resolution 3: Re-election of Mr Da Cheng Zhang as a Director

In accordance with the provisions of the Company's Constitution, Mr Da Cheng Zhang retires as a Director of the Company and offers himself for re-election.

Mr Zhang has been a director since February 2000. He is president of the HIT Group, which has two companies listed on the China Stock Exchange, one in Shanghai and the other in Shenzhen, Peoples Republic of China. Mr Zhang is also the vice-principal of the Harbin Institute of Technology in Harbin, Peoples Republic of China.

Resolution 4: Ratification of appointment of Mr Michael Wong as a Director

Mr Michael Wong was appointed as a Director of the Company on 30.1.2013. In accordance with the provisions of the Company's Constitution, Mr Wong retires as a Director of the Company and offers himself for re-election.

Mr Wong has been an investment banker for over 27 years and has worked at some of the world's premier investment banks such as Bain & Co (now Deutsche Bank), CIBC Wood Gundy, Standard Chartered and Merrill Lynch where he specialised in mergers and acquisitions and capital raising.

Mr Wong has an economics degree from the University of Sydney and is a qualified chartered accountant.

Mr Wong is currently the managing director of the Southland Group of Companies, a boutique corporate advisory firm and investment bank which specialises in providing corporate advice and financing for small to mid capital listed companies and large private enterprises.

METROLAND AUSTRALIA LIMITED
ACN 009 138 149

All correspondence to:
Metroland Australia Limited
Level 4, 45 Murray Street
Pyrmont NSW 2009
Telephone (02) 9395 8888
Facsimile (02) 9692 0084

Proxy form

Section 1: Name and address of member

Mark this box with "X" if you have made any changes to your address details (see overleaf).

Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

the Chairman of the meeting
(mark with an "X")

OR

Write here the full name of the person
body corporate you are appointing if this
person is someone other than the
Chairman of the Meeting.

Or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the general meeting of the Company to be held at:

Location	Level 42 Suncorp Place, 259 George Street, New South Wales
Date	28 February 2013
Time	11.00am (Sydney time)

and at any adjournment of that meeting.

Section 3: Voting instructions

If you do not wish to direct the Chairman as your proxy to vote, please place a mark in this box.

By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.

The Chairman will vote all undirected proxies in favour of Resolutions 1, 2, 3 and 4 being passed.

Voting directions to proxy – please mark to indicate your directions.

		For	Against	Abstain*
Resolution 1.	Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-election of Mr Shuqing Wang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Re-election of Mr Ca Cheng Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4. Ratification of appointment of Mr Michael Wong as a Director

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel or any Closely Related Party as your proxy to vote on Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel or Closely Related Party on how to vote on Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

*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.

Section 4: Signing by member

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

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary
(delete one)

Member 3 (if joint holding)

Director

Please provide the information below in case we need to contact you.

Contact name

Contact day time telephone

____/____/____
Date

Instructions for completion of proxy form

Section 1: Name and address of member

1. This is your address as it appears in the register of members of the Company. If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker (in which case your reference number will commence with an "x") should advise their broker of any changes. **Please note you cannot change the ownership of your shares using this form.**

Section 2: Appointment of proxy

2. If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. 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 member of the Company.
3. If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively, you may copy this form.
4. To appoint a second proxy:
 - (a) on each of the first proxy form and 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 of number of votes that each proxy may exercise, each proxy may exercise one half of your votes, and fractions of votes will be disregarded); and
 - (b) return both forms in the same envelope.

Section 3: Voting Instructions

5. You may direct your proxy how to vote on an item of business by placing a mark in one of the boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights 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 given on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by member

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

Individual	Where the holding is in one name, the member must sign.
Joint holding	Where the holding is in more than one name, all of the members must sign.
Power of Attorney	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
Companies	In the following cases, subject to the Company's constitution, the following person must sign: <ol style="list-style-type: none">(a) Australian proprietary company with a sole director who is also the sole company secretary – that person must sign;(b) Australian proprietary company with a sole director and no company secretary – that person must sign;(c) other Australian companies – two directors, one director and one company secretary must sign; and(d) foreign company – in accordance with the laws of the jurisdiction of incorporation and constituent documents.

Section 5: Lodging of proxy

7. This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than the time and date set out below, by mail, hand delivery or facsimile.

Last time and date for lodgement *	11.00am (Sydney time), Tuesday, 26 February 2013
By mail	Metroland Australia Limited, Level 4, 45 Murray Street, Pyrmont NSW 2009
By delivery	Metroland Australia Limited, Level 4, 45 Murray Street, Pyrmont NSW 2009
By facsimile	(02) 9692 0084

* Any proxy form received after that time will not be valid.

For Further Information

If you need any further information about this form or attendance at the Company's Annual General Meeting, please contact Frank Shien, Company Secretary, on (02) 9395 8888

