



F 000001 000 IAT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting, which sets out the items of business.

Iatia Limited's 2012 Annual Report can be accessed electronically on ASX website at www.asx.com.au (by searching company code "IAT").

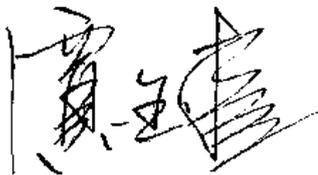
The meeting will be held at The Institute of Chartered Accountants in Australia, Training Room 1, Level 3, 600 Bourke Street, Melbourne VIC 3000 on 31 January 2013 at 11.00am. If you are attending this meeting, please bring this letter with you to facilitate registration for the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (overseas) so that it is received by 11.00am on 29 January 2013.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely,



Jin Zhe Jia

Chairman



Notice of Annual General Meeting

Thursday 31 January 2013

Notice is hereby given that the Annual General Meeting of the shareholders of Iatia Limited ("the Company") will be held at The Institute of Chartered Accountants in Australia, Training Room 1, Level 3, 600 Bourke Street, Melbourne VIC 3000 on 31 January 2013 at 11.00am.

BUSINESS

1. Annual reports and accounts

To receive the Directors' Report, Financial Statements and Audit Report for the year ended 30 June 2012.

To table the following statements and reports and provide Shareholders with the opportunity to raise any issues or ask questions generally of the Directors concerning those financial statements or the business operations of the Company:

- (a) the financial report of the Company and the consolidated entities for the year ended 30 June 2012;
- (b) the Directors' Report for the year ended 30 June 2012; and
- (c) the independent auditor's report thereon.

There is no requirement for Shareholders to approve these reports.

2. Remuneration report (Non-Binding Vote)

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

That the Remuneration Report forming part of the Directors Report for the year ended 30 June 2012 be adopted.

Note – the vote on this resolution is advisory only and does not bind the directors or the company.

3. Election of Mr. Jin Zhe Jia as Director

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

That Mr. Jin Zhe Jia, who is a director appointed by the Board since the last meeting of the shareholders, being eligible and having offered himself for election be elected as a Director of the Company.

4. Election of Mr. Kee-Guan Saw as Director

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

That Mr. Kee-Guan Saw retires in accordance with the company's Constitution and, being eligible, offers himself for re-election.

5. Appointment of RSM Bird Cameron as auditor

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

That for the purposes of section 327B of the Corporations Act and for all other purposes, RSM Bird Cameron, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.

By order of the Board of Iatia Limited

A handwritten signature in black ink, appearing to be 'Kee-Guan Saw', written over a circular stamp or seal.

Kee-Guan Saw
Company Secretary
Melbourne, Victoria 24 December 2012

NOTES

Voting entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001, which a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 7.00pm on Tuesday 29 January 2013.

Voting by Proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarial) certified copy of the power of authority by 11:00am on 29 January 2013

Amendments to proxy voting

Shareholders are advised that the Federal government has recently introduced the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (the Act), which came into effect on 01 July 2011. The Act introduces new prohibitions on Key Management Personnel and their closely related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with remuneration of a member of Key Management Personnel (informed Consent).

In the event that shareholders wish to vest their undirected votes in the chair of the meeting, they should note that a chair may not vote undirected proxies on a remuneration related resolutions unless the shareholder gives Informed Consent. Shareholders may provide Informed Consent by ticking the relevant box on the proxy form.

In light of the new legislative requirements, the Company recommends that shareholders consider the following options to ensure the validity of their votes:

- a. that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- b. that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- c. that shareholders who wish to vest their undirected proxies in the chair on remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

Non-binding Resolution to Adopt Remuneration Report (Resolution 2)

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put a Resolution to a vote of Shareholders at each annual general meeting that the Remuneration Report (which forms part of the Directors' Report in the Annual Financial Statements) be adopted.

The purpose of Resolution 2 is to lay before the Shareholders the Company's Remuneration Report for the year ended 30 June 2012 so that Shareholders attending the Meeting will have an opportunity to discuss and put questions in respect of the Remuneration Report and the management of the Company, and vote on an advisory and non-binding resolution to adopt the Remuneration Report.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

However, Shareholders should note that, pursuant to section 250R(3) of the Corporations Act, the vote on the Remuneration Report is advisory only and the outcome of the vote does not bind the Directors or the Company. The Remuneration Report sets out the Company's remuneration policy and reports on the remuneration arrangements in place for Directors and key executives of the Company.

As a result of the amendment to the Corporations Act which came into effect on 1 July 2011, a 'two-strikes and re-election' process has been introduced as follows:

- (a) Where the Company's Remuneration Report receives a 'no' vote of 25% or more, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for inaction.
- (b) Where the Company's subsequent Remuneration Report receives a 'no' vote of 25% or more, a Resolution must be put (Spill Resolution) to shareholders at the same Meeting.
- (c) If the Spill Resolution passes with 50% or more of the eligible votes cast, another meeting of the Company's shareholders (Spill Meeting) must be held within 90 days. At the Spill Meeting, all Directors (other than the Managing Director) who were in office when the Directors' Report was considered at the most recent Meeting will be required to stand for re-election.

The Company notes that the resolution adopting the remuneration report set out in the Company's 2011 annual report was approved unanimously by Shareholders at the Company's annual general meeting on 31 January 2012.

The Remuneration Report forms part of the Directors' Report which has been unanimously been adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and commend it to Shareholders for adoption. The Company encourages all Shareholders to cast their votes on Resolution 2.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this Resolution. If you appoint the Chairman of the meeting as your proxy (or if he maybe appointed by default) and do not direct him how to vote on this Resolution 2, he will vote your proxy in favour of that item of business.

EXPLANATORY MEMORANDUM

The following are explanatory memoranda to the respective resolutions:

Resolution 2

Remuneration report (Non-Binding Vote)

Voting Exclusion Statement:

The company will disregard any votes cast this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons:

- (a) Key Management Personnel; and
- (b) Closely Related parties of Key Management Personnel.

However, the company need not disregard a vote if it is:

- (c) Cast by a person as a proxy appointed in accordance with the directions of the proxy from that specifies how the proxy is to vote on Item 2; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorizes the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

Resolution 3

Election of Mr. Jin Zhe Jia

Mr. Jia holds an MBA from Capital Economy Trade University and is a registered senior project manager. He has 13 years of experience in the real estate industry in the PRC and has 6 years of experience in PRC government-related infrastructure management.

Mr. Jia was previously in charge of a 4,000,000m² property development project that involved a residential building, resort, hotels and commercial building in different areas in the PRC, including 1,000,000m² of Finance Street in Beijing.

Mr. Jia specialises in macroeconomics policies, product positioning, market analysis and operation management.

The Board recommends the re-election of Mr. Jin Zhe Jia to latia's Board.

Resolution 4

Election of Mr. Kee-Guan Saw

Mr. Saw is a Fellow member of the Institute of Chartered Accountants in Australia and holds statutory registration as a Registered Tax Agent and Registered Company Auditor.

Mr. Saw has in excess of 25 years of public practice experience both in Australia and before that in Malaysia. Mr. Saw is the principal partner of KST Partners, a Melbourne CBD based Chartered Accounting practice.

The Board recommends the re-election of Mr. Kee-Guan Saw to latia's Board.

Resolution 5

Appointment of RSM Bird Cameron as auditor

Grant Thornton has confirmed their resignation as the auditor of the Company effective as at the close of the Annual General Meeting.

In accordance with section 328B(1) of the *Corporations Act*, the Company has sought and obtained a nomination from a shareholder for RSM Bird Cameron to be appointed as the Company's auditor. Under section 328B(3) of the *Corporations Act*, a copy of this nomination:

- (a) has been sent to RSM Bird Cameron;
- (b) has been sent to Grant Thornton; and
- (c) is attached to this notice (Annexure A).

If Resolution 5 is passed, the appointment of RSM Bird Cameron as the Company's auditor will take effect at the close of this Annual General Meeting.

DEFINITIONS

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly, including any director (whether executive or otherwise) of the Company.

Closely Related Party (of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or of member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of this definition (nothing at this stage).

Annexure A

Nomination from a shareholder for the appointment of RSM Bird Cameron as Auditor the subject of Resolution 5

01 November 2012

Mr Kee Guan Saw
The Company Secretary
Iatia Limited
Level 9, Queen Street
Melbourne VIC 3000

Dear Mr Kee Guan Saw

Nomination of RSM Bird Cameron as Auditor of Iatia Limited

I, Felix Thiang, being a shareholder of Iatia Limited, hereby nominate RSM Bird Cameron of Level 8, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 for appointment as auditor of Iatia Limited at its 2012 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2012 Annual General Meeting of Iatia Limited as required by section 328B(3) of the Corporations Act 2001 (cth).

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Felix Thiang', with a large, stylized flourish extending to the right.

Felix Thiang



Iatia Limited
ABN 27 091 608 025

┌ 000001 000 IAT
MR SAM SAMPLE
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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00am (AEDT) Tuesday, 29 January 2013

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 "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "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: I9999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
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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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Iatia Limited 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Iatia Limited to be held at The Institute of Chartered Accountants in Australia, Training Room 1, Level 3, 600 Bourke Street, Melbourne VIC 3000 on Thursday, 31 January 2013 at 11:00 am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

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
Item 2 Remuneration report (Non-Binding Vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Mr. Jin Zhe Jia as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of Mr. Kee-Guan Saw as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Appointment of RSM Bird Cameron as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary</p>
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____