

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the twenty-sixth annual general meeting of members of Cedar Woods Properties Limited will be held at 11.00am on 1 November 2013 at Kings Park Function Centre, Fraser Avenue, West Perth, Western Australia, 6005 to conduct the following business and to consider, and if thought fit, pass the following resolutions.

**AGENDA**

**1. Ordinary Business**

To receive and consider the financial report for the year ended 30<sup>th</sup> June 2013 and the accompanying directors' report, directors' declaration and auditor's report.

**2. Ordinary Resolution**

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

**Re-election of retiring director**

Ordinary Resolution 1

That Robert Stanley Brown, MAICD, AIFS, having retired in accordance with the company's constitution and, being eligible, offers himself for re-election, be re-elected as a director of the company.

**3. Ordinary Resolution**

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

**Remuneration report**

Ordinary Resolution 2

That the remuneration report that forms part of the directors' report for the financial year ended 30 June 2013, be adopted.

The remuneration report is set out in the directors' report on pages 8 - 13 of the 2013 financial report. Please note that the vote on this resolution is advisory only and does not bind the directors or the company.

**By Order of the Board**



**P S Freedman**  
**Secretary**

27 September 2013

## VOTING BY PROXY

- (a) Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this meeting.
- (b) To enable a shareholder to divide their voting rights, a shareholder may appoint two proxies. Where two proxies are appointed, the Proxy Form should specify the proportion, or the number of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.
- (c) A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the company. The proxy appointed can be described in the Proxy Form by an office held, for example "the Chair of the Meeting".
- (d) In the case of shareholders who are individuals, the Proxy Form must be signed or otherwise authenticated in a manner prescribed by the Corporations Regulations:-
  - (i) if the shares are held by one individual, by that shareholder;
  - (ii) if the shares are held in joint names, by any one of them.
- (e) In the case of shareholders who are companies, the Proxy Form must be signed or authenticated:-
  - (i) if it has a sole director who is also a sole company secretary, by that director (and stating that fact next to, or under, the signature on the Proxy Form);
  - (ii) in the case of any other company, by either two directors or a director and company secretary.

The use of the common seal of the company, in addition to those required signatures, is optional.

- (f) If the person signing or otherwise authenticating the Proxy Form is doing so under power of attorney, or is an officer of a company outside of (e) above but authorised to sign or authenticate the Proxy Form, the power of attorney or other authorisation (or a certified copy of it) as well as the Proxy Form, must be received by the company by the time and at the place in (l) below.
- (g) Section 250BB of the Corporations Act restricts voting on a particular resolution at the meeting by the Chair or other holder of a directed proxy as follows:
  - (i) A proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
  - (ii) If the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
  - (iii) If the proxy is the chair of the meeting, the proxy must vote on a poll and must vote as directed; and
  - (iv) If the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

If a proxy is also a member the above provisions do not affect the way that the person can cast any votes they hold as a member.

- (h) Section 250BC of the Corporations Act deems the Chair to have been appointed proxy in the following circumstances in respect of votes on a resolution at the meeting:

If:

  - (i) An appointment of a proxy specifies the way the proxy is to vote on a particular resolution; and
  - (ii) The appointed proxy is not the chair of the meeting; and
  - (iii) At the meeting a poll is duly demanded on the resolution; and

(iv) Either:

- A. If a record of attendance is made for the meeting – the proxy is not recorded as attending;
- B. The proxy does not vote on the resolution;

The chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution.

- (i) In relation to voting on or after 1 August 2011, whether the resolution relates to a time before, on or after that date, Section 250BD of the Corporations Act will prevent key management personnel within the corporate group and their closely related parties from voting undirected proxies on a resolution connected with key management personnel remuneration.
- (j) Pursuant to Subsections 250R(4), (7), (8), (9) and (10) of the Corporations Act, subject to Subsection 250R(5), members of key management personnel (and their closely related parties) will be prohibited from voting – either personally or by undirected proxy - on Resolution 2 at the annual general meeting.
- (k) Subsection 250R(5) of the Corporations Act provides that a member of the key management personnel details of whose remuneration are included in the remuneration report (and their closely related parties) (“**the voter**”) may cast a vote on Resolution 2 at the annual general meeting as a proxy if the vote is not cast on behalf of such a member of the key management personnel (or their closely related party) and either:
  - The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
  - The voter is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company, or, if the company is part of a consolidated entity, for the entity.
- (l) A Proxy Form accompanies this notice. To be effective Proxy Forms (duly completed and signed) may be lodged:

**By post to** – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or within the supplied reply paid envelope.

**By hand to** – Cedar Woods Properties Limited, Ground Floor, 50 Colin Street, West Perth WA 6005

**By Fax** – 1800 783 447 (Within Australia)  
+ 61 3 9473 2555 (Outside Australia)

**By Email** – at the email address: [email@cedarwoods.com.au](mailto:email@cedarwoods.com.au). If you wish to lodge a proxy electronically, it will be necessary to scan an image of a signed proxy form and email that image of the proxy form with the signature(s) affixed.

**Online** – [www.investorvote.com.au](http://www.investorvote.com.au)

no later than 48 hours before the time of the holding of the meeting.

**Online Voting** – Shareholders may submit their proxy instructions electronically to the Company’s Share Registrar, Computershare Investor Services Pty Ltd, by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following 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.

**For intermediary online subscribers only (custodians)** – [www.intermediaryonline.com](http://www.intermediaryonline.com)

## **SHAREHOLDERS WHO ARE ENTITLED TO VOTE**

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 5.00pm Perth time (8.00pm Sydney time) on 30 October 2013.

The vote on the Resolutions will be by a show of hands, unless a poll is demanded. On a show of hands each shareholder present in person or by proxy has one vote. On a poll each shareholder present in person or by proxy has one vote for each share in Cedar Woods Properties Limited.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening a meeting of members of the company to be held on 1 November 2013 commencing at 11.00 am. This memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reason for the resolutions proposed. Certain terms used in this Explanatory Memorandum are defined in Section 4.

### 1. ORDINARY BUSINESS ITEM 1

As required by section 317 of the Corporations Act 2001, the financial report for the year ended 30<sup>th</sup> June 2013 and the accompanying directors' report, directors' declaration and auditor's report will be laid before the meeting. *Neither the Corporations Act nor the company's constitution requires a vote on the reports. However, shareholders will have an opportunity to ask questions about the report at the AGM.*

### 2. ORDINARY BUSINESS ITEM 2

#### (a) Ordinary Resolution 1

Robert Stanley Brown, MAICD, AIFS having retired in accordance with the company's constitution and, being eligible, offers himself for re-election.

Mr Brown is Executive Chairman of Westland Group Holdings Pty Ltd, with responsibilities in mining, agribusiness, biotechnology and venture capital. He is a past president of the Federation of Building Societies of WA and has participated in and chaired various Western Australian government advisory committees related to the housing industry. Mr Brown brings to the Board his diversified experience as a director of these companies and other listed entities and has served as a director of Cedar Woods Properties Limited for twenty-five years.

Mr Brown has a relevant interest in 7,948,808 ordinary shares in Cedar Woods Properties Limited, as defined by sections 608 and 609 of the Corporations Act, 2001.

#### (b) Directors' recommendation on Resolution 1

The other directors unanimously support the re-election of Mr Robert Brown under Resolution 1.

### 3. ORDINARY BUSINESS ITEM 3

#### (a) Ordinary Resolution 2

Shareholders are asked to adopt the company's remuneration report. The remuneration report is set out in the directors' report on pages 8 - 13 of the 2013 financial report. The remuneration report:

- Describes the policies behind, and structure of, the remuneration arrangements of the company and the link between the remuneration of directors and executives and the company's performance.
- Sets out the remuneration arrangements in place for each director and for the other key management personnel of the company.
- Explains the differences between the base remuneration for non-executive directors and executives, including the Managing Director.

A reasonable opportunity for discussion of the remuneration report will be provided at the annual general meeting. The vote on this resolution is advisory only, and does not bind the directors or the company.

Under the Corporations Act if:

- (a) At an Annual General Meeting ("**the later AGM**") at least 25% of the votes cast on a Resolution that the remuneration report be adopted are against the adoption of the Remuneration Report; and
- (b) At least 25% of the votes cast at the immediately preceding Annual General Meeting ("**the earlier AGM**") on a resolution that the remuneration report be adopted under Sub-section 250R(2) of the Corporations Act were against the adoption of the Report;
- (c) No "spill resolution" was put at the earlier AGM;

Then a “Board Spill” resolution must be put at the later AGM. The “Board Spill” resolution must be that:

- A specially convened general meeting (“**the Spill Meeting**”) be held within 90 days; and
- All Directors who:
  - Were directors of the company when the resolution by the Directors to make the Directors’ report considered at the later AGM was passed; and
  - Are not a managing director of the company who may continue to hold office indefinitely without being re-elected to the office in accordance with the ASX Listing Rules;cease to hold office immediately before the end of the Spill Meeting; and
- Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting must be put to the vote at the Spill Meeting.

At the company’s AGM held on 2 November 2012, less than 25% of the votes cast in respect of the remuneration report were against the adoption of the remuneration report.

## **Board commentary in relation to Ordinary Resolution 2**

At the company's 2012 AGM, 87.6% of eligible votes cast were in favour of the remuneration report for the 2012 financial year, with 6.7% against. The company received questions at the AGM in relation to its remuneration practices and these were answered by the Chairman at the meeting. No changes were deemed necessary to the company's remuneration practices in response to the matters raised.

The Board of Cedar Woods takes seriously the need to ensure that executive remuneration achieves an appropriate balance between the interests of shareholders and the need to attract and retain management who have the skills and expertise necessary to drive the company forward.

The Board, consistent with best practice and its obligations under the Corporations Act, requires the Human Resources and Remuneration Committee to consider the appropriateness of the company's remuneration structure. The Committee, having had regard to a number of factors including the size of the company, the nature of its operations and conditions in the executive employment market pertaining to its industry, and having obtained expert advice in previous years, has confirmed its view that the company's remuneration structure is reasonable and appropriate.

## **4. INTERPRETATION**

In this Explanatory Memorandum:

**"Company"** means Cedar Woods Properties Limited ACN 009 259 081.

**"Explanatory Memorandum"** means this Explanatory Memorandum.

**"Listing Rules"** means the official listing rules of the ASX.

**"Notice"** means the notice of meeting dated the 27 September 2013 to which this Explanatory Memorandum is attached.



**"Resolution"** means a resolution set out in this Notice

**"Share"** means an ordinary fully paid ordinary share in the capital of the Company and

**"Shareholder"** has a corresponding meaning.



## Lodge your vote:

  **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

— 000001 000 CWP  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



### Vote and view the annual report online

Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.  
Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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

 **For your vote to be effective it must be received by 11.00am (AWST) Wednesday, 30 October 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 for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, any of the securityholders may 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](http://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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**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 Cedar Woods Properties 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 Cedar Woods Properties Limited to be held at Kings Park Function Centre, Fraser Avenue, West Perth, Western Australia on Friday, 1 November 2013 at 11.00am (AWST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** 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 Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 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
Resolution 1 Re-election of Robert Stanley Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of the Remuneration Report	<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.*

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_