

23 September 2009

Australian Securities Exchange
Exchange Centre,
Level 4,
20 Bridge Street,
Sydney NSW 2000.

Dear Sir/Madam,

NOTICE OF AGM AND EXPLANATORY MEMORANDUM

Please find attached our notice of Annual General Meeting and Explanatory Memorandum which are being mailed to shareholders.

Yours faithfully,



**Paul Freedman,
Company Secretary**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-second annual general meeting of members of Cedar Woods Properties Limited will be held at 10.00am on 6 November 2009 at the Kings Park Function Centre, Fraser Avenue, West Perth, WA 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 30th June 2009 and the accompanying directors' report, directors' declaration and auditor's report.

2. Ordinary Resolutions

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

Re-election of retiring directors

Ordinary Resolution 1

That William George Hames, BArch (Hons) MCU (Harvard) LFRAIA, MPIA, FAPI (Econ), 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.

Ordinary Resolution 2

That Ronald Packer, BCom (UWA), AAPI, FAICD, Solicitor Supreme Court of England & Wales, 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 3

That the remuneration report that forms part of the directors' report for the financial year ended 30 June 2009, be adopted.

The remuneration report is set out in the directors' report on pages 6 - 10 of the 2009 financial statements. 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

23 September 2009

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 (g) below.
- (g) A Proxy Form accompanies this notice. To be effective Proxy Forms (duly completed and signed) must be received by either:
 - Computershare Investor Services Pty Ltd using the reply paid envelope enclosed
 - or
 - the Company at its registered office:-
 - i. at Level 4, 66 Kings Park Road, West Perth WA 6005; or
 - ii. by facsimile on 08 9480 1599; or
 - iii. by email at the email address: email@cedarwoods.com.au*

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

*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.

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 (7.00pm Sydney time) on 4 November 2009.

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 6 November 2009 commencing at 10.00 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 30th June 2009 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

William G Hames, BArch (Hons) MCU (Harvard) LFRAIA, MPIA, FAPI (Econ), retires in accordance with the company's Constitution and, being eligible, offers himself for re-election.

Mr Hames is a co-founder of Cedar Woods Properties Limited. He is an architect and town planner by profession and received a Masters Degree in City Planning and Urban Design from the Harvard Graduate School of Design, at Harvard University in Boston. He worked in the US property development market before returning to Australia in 1975 and establishing Hames Sharley, Australia, an architectural and town planning consulting company. Mr Hames brings substantial property experience to the board upon which he has served as a director for nineteen years.

Mr Hames is the chairman of the board of directors and is a non-executive director. He is a member of the Nominations Committee.

Mr Hames has a relevant interest in 8,053,849 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 William Hames under Resolution 1.

(a) Ordinary Resolution 2

Ronald Packer BCom (UWA), AAPI, FAICD, Solicitor Court of England & Wales, retires in accordance with the company's Constitution and, being eligible, offers himself for re-election.

Mr Packer is an independent director who brings to the board a wide range of property experience in the public and private arena. He is the former Managing Director of PA Property Management Limited, the responsible entity for the PA Property Trust and is currently the Chairman of Terrace Properties and Investments Pty Ltd. Mr Packer has served as a director for three years.

Mr Packer chairs all the board's committees.

Mr Packer has a relevant interest in 33,355 ordinary shares in Cedar Woods Properties Limited, as defined by sections 608 and 609 of the Corporations Act, 2001.

(b) Directors' recommendation on Resolution 2

The other directors unanimously support the re-election of Mr Ronald Packer under Resolution 2.

3. ORDINARY BUSINESS ITEM 3

(a) Ordinary Resolution 3

Shareholders are asked to adopt the company's remuneration report. The remuneration report is set out in the directors' report on pages 6 to 10 of the 2009 financial statements. 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.

4. INTERPRETATION

In this Explanatory Memorandum:

“Notice” means the notice of meeting dated the 23 September 2009 to which this Explanatory Memorandum is attached.