



Forest Place Group Limited

(ABN 75 061 421 565)

NOTICE OF GENERAL MEETING

2013

A General Meeting of Forest Place Group Limited will be held at 10:00am on 9 July 2013 at Intercontinental Hotel, 117 Macquarie Street, Sydney, NSW 2000

NOTICE OF GENERAL MEETING 9 JULY 2013

Forest Place Group Limited ("Company")

Notice is hereby given that a General Meeting of Forest Place Group Limited ABN 75 061 421 565 will be held on:

Date: Tuesday, 9 July 2013

Time: 10:00am

Place: Intercontinental Hotel, 117 Macquarie Street, Sydney, NSW 2000

Business

Resolution 1 - Change of Company Name

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

That, with effect on and from the date that the Australian Securities and Investments Commission alters the details of the Company's registration in accordance with section 157 of the Corporations Act 2001 (Cth), the name of the Company is changed to Aveo Healthcare Limited.

The directors of the Company have proposed, subject to shareholder approval, to change the Company's name to Aveo Healthcare Limited and the resolution seeks shareholder approval for that change in accordance with section 157 of the *Corporations Act 2001* (Cth).

The Company has branded its villages Aveo since 2006. Accordingly, the directors are now proposing the name change to align the Group with its broader strategy of providing a continuum of care across its portfolio. 'Aveo' is derived from a Latin verb and is interpreted as 'live well'. Aveo's 'live well' philosophy extends throughout the Group's retirement communities enabling residents to age in place through the provision of a broad spectrum of retirement living options and healthcare services.

The Aveo name is owned by FKP Limited. The Company has secured the consent of FKP Limited to the proposed change of name and its proposed additional use of the Aveo mark.

The resolution to change the Company name is a special resolution and, as such requires approval of 75% of the votes cast by shareholders entitled to vote on the resolution, in order to be passed.

If Resolution 1 is approved by shareholders, the change of name will take effect from the date on which the Australian Securities and Investments Commission updates its register, which may take several weeks following the General Meeting.

The directors unanimously recommend that the shareholders vote in favour of this resolution.

By Order of the Board



Lisa Godfrey
Company Secretary

30 May 2013

How to Vote

Individual Members may attend and vote in person at the meeting. For the purposes of ascertaining voting entitlements at the meeting, persons who are registered holders of shares in the Company as at 7:00pm on Sunday, 7 July 2013 will be voting Members. If you are not the registered holder of shares in the Company at that time you will not be entitled to attend and vote in respect of those shares at the meeting.

Corporate Members may appoint an individual to act as their representative to vote at the meeting in accordance with section 250D of the *Corporations Act 2001 (Cth)*.

Proxies

A Member who does not wish to attend the meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a Member. A Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or numbers of votes each proxy is appointed to exercise. A Member wishing to appoint a second proxy may copy the enclosed proxy form.

An instrument of proxy which is valid and effective except that it does not specify an appointee in respect of any of the shares in the Company of the relevant Member is to be treated as validly appointing the Chairman of the general meeting to which it relates in respect of all of the shares of that Member. Where a Member in a valid instrument of proxy directs the appointee to vote in a specified way in respect of a particular item of interest at the relevant general meeting:

- (a) the appointee must cast or abstain from casting (as the case may be) a vote on that item of business; and
- (b) the appointee must, on a poll, cast the votes to which he/she has direction by the reason of the instrument of proxy in accordance with that direction,

but, if in respect of any vote in respect of that item of business, the Member does not on the instrument of proxy indicate how the appointee is to cast that vote, the appointee may cast, or abstain from casting, that vote as the appointee determines. Where the Chairman is appointed as the proxy, the Chairman intends to vote undirected proxies in favour of all items of business.

To be effective, a Proxy Form (duly completed) must be received by the Company no later than 10:00am on Sunday, 7 July 2013, being 48 hours before the commencement of the meeting. Facsimile forms are acceptable.

Proxy forms may be lodged by posting, delivery or facsimile to Forest Place Group Limited as follows:

Postal Address: **Forest Place Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia**

Delivery Address **Link Market Services Limited, Level 12, 680 George Street, Sydney
NSW 2000**

Facsimile: **(02) 9287 0309**

Corporate Representatives

Where a body corporate authorises a person to act as its representative at the meeting, an instrument of appointment as the corporation's representative for voting purposes under Section 250D of the *Corporations Act 2001 (Cth)* must be received by the Company in writing under the Common Seal or under the hand of a duly authorised officer of the corporation.

The instrument of appointment as the corporation's representative (duly completed) must be received by the Company no later than 10:00am on Sunday, 7 July 2013, being 48 hours before the commencement of the meeting.

Corporate Representative Appointment Forms may be lodged by posting, delivery or facsimile to Forest Place Group Limited as follows:

Postal Address:

**Forest Place Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia**

Delivery Address

**Link Market Services Limited, Level 12, 680 George Street, Sydney
NSW 2000**

Facsimile:

(02) 9287 0309

For personal use only



By mail:

Forest Place Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 1300 554 474



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SHAREHOLDER PROXY FORM

I/We being a member(s) of Forest Place Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10:00am on Tuesday, 9 July 2013, at Intercontinental Hotel, 117 Macquarie Street, Sydney, NSW 2000 and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Resolution 1

Change of Company Name

For

☐

Against

☐

Abstain*

☐

* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

FPG PRX301



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted 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 on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to 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's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the 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 or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Sunday, 7 July 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



by mail:

Forest Place Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.