

6 August 2007

Dear AVJennings Shareholder,

AVJennings has received from GPG Australia Nominees Ltd (GPG) a request to call a General Meeting of shareholders under section 249D(1)(a) of the Corporations Act. Please find enclosed a Notice of General Meeting and an Explanatory Memorandum of three resolutions on which you will be invited to vote at the meeting to be held on Friday, 14 September 2007.

The Election of Mr Graeme Cureton & Mr Jason Ters

Resolutions 1 and 2 have been proposed by GPG which is asking shareholders to elect its two nominees, Mr Graeme Cureton and Mr Jason Ters, as directors of AVJennings. GPG, as nominator, has not provided details of Mr Cureton's and Mr Ters' experience and qualifications.

SC Global Developments Limited, which has an interest in 42.36% of the shares of the Company, and Directors holding shares in the Company have indicated they intend to vote **AGAINST** resolutions 1 and 2 contained in the Notice of Meeting.

Your Board unanimously recommends that you vote AGAINST resolutions 1 and 2 contained in the Notice of Meeting.

The Election of Mr Jerome Rowley

Resolution 3 concerns the election of Mr Jerome Rowley who was appointed to the Board in March 2007. He is an outstanding, experienced and well credentialed Director who has already begun to contribute to the Company. In normal circumstances, he would have stood for election at this year's Annual General Meeting, but in line with the Company's constitution, he will now stand for election at this General Meeting.

SC Global Developments Limited, which has an interest in 42.36% of the shares of the Company, and Directors holding shares in the Company have indicated they intend to vote **FOR** resolution 3 contained in the Notice of Meeting.

Your Board unanimously recommends you vote FOR resolution 3.

Please do not hesitate to contact the Company Secretary, if any further information is required.

Yours faithfully
AVJennings Limited



Simon Cheong
Chairman

AVJennings Limited

ABN 44 004 327 771

Notice of General Meeting

Notice is given that, in response to a member's request to convene a General Meeting of the Company pursuant to section 249D(1)(a) of the Corporations Act, a General Meeting of the Company will be held at the Savoy Room, Clarion Hotel on Canterbury, 326 Canterbury Road, Forest Hill VIC 3131, Australia on Friday, 14 September 2007 at 4.00 pm.

Agenda Items

To consider and if thought fit to pass the following resolutions as ordinary resolutions of the Company:

1. That Graeme James Cureton be appointed to hold office as a Director of the Company effective as at the close of the meeting.
2. That Jason Ters be appointed to hold office as a Director of the Company effective as at the close of the meeting.
3. That Reginald Jerome Rowley be appointed to hold office as a Director of the Company effective as at the close of the meeting.

By Order of the Board



Helga Linacre
Company Secretary

6 August 2007

Information on Proxies – A proxy form accompanies this notice.

Please note that a shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy. The proxy may be an individual or a body corporate. A proxy need not be a shareholder of the company.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

For an appointment of a proxy to be effective, the form appointing the proxy and, if the form is signed by the appointor's attorney, the authority under which the form is signed (or a certified copy of the authority) must be received at the following address or by facsimile at least 48 hours prior to the meeting at which the proxy intends to vote:

In Person: Share Registry - Computershare Investor Services Pty Limited, Yarra Falls,
452 Johnston Street, Abbotsford, Victoria 3067, Australia;

By Mail: Using the enclosed reply paid envelope to Computershare Investor Services Pty Limited,
GPO Box 242 Melbourne, Victoria 3001, Australia; or

By facsimile: +61 3 9473 2555.

A proxy form accompanies this notice.

Specified time for determining voting entitlements

For the purpose of the meeting, the Board has determined that shares will be taken to be held by the person who is the registered holder of the shares as at 7.00 pm on Wednesday, 12 September 2007.

Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

AVJennings Limited

ABN 44 004 327 771

Explanatory Memorandum to Shareholders

A Notice of Meeting and Proxy Form are enclosed.

Date of Meeting
Friday, 14 September 2007

Time of Meeting
4.00 pm

Place of Meeting
The Savoy Room, Clarion Hotel on Canterbury,
326 Canterbury Road, Forest Hill, Victoria 3131, Australia

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming General Meeting.

Directors Recommendation

- Your Directors recommend that you vote **AGAINST** resolution 1
- Your Directors recommend that you vote **AGAINST** resolution 2
- Your Directors recommend that you vote **FOR** resolution 3

A further detailed explanation of these reasons is set out below.

SC Global Developments Limited, which has an interest in 42.36% of the shares of the Company, and Directors holding shares in the Company have indicated they intend to vote **AGAINST** resolutions 1 and 2 contained in the Notice of Meeting and **FOR** resolution 3 contained in the Notice of Meeting.

1. Reason for convening the meeting.

On 16 July 2007, AVJennings Limited (AVJennings or the Company) received a request from GPG Australia Nominees Limited, as nominee in Australia for Guinness Peat Group Plc (GPG), to call a General Meeting of the Company to consider the appointment of their two nominees, Mr Graeme Cureton and Mr Jason Ters as Directors of the Company.

The requisition was made by GPG under section 249D(1)(a) of the Corporations Act which allows members with at least 5% of the votes that may be cast at a General Meeting (the 5% threshold), to request the Company to arrange to hold a general meeting within 21 days of the date of the requisition. The Company confirms that, at the date of the request, GPG satisfied the 5% threshold.

In accordance with the Corporations Act, the costs of holding the Extraordinary General Meeting will be paid by the Company.

2. Reasons for the Directors recommendation to vote **AGAINST** the election of Mr Graeme Cureton.

The Board, as currently constituted, has sufficient skill and experience to take AVJennings forward. The Board comprises highly qualified individuals who have many years of experience in fields relevant to the Company's business such as property development, construction and banking and finance expertise.

Neither Mr Cureton nor GPG have provided information on skills and experience he might bring to the Board.

Mr Cureton is a Director of Guinness Peat Group Plc which owns about 70% of the shares in an Australian listed company called Canberra Investment Corporation Limited (CIC). CIC is a residential housing developer and is a subsidiary of GPG. Another GPG Director, Dr G Weiss, is a Director on the Board of CIC. This information has been sourced from the annual reports, web sites and ASX announcements of CIC and GPG.

CIC is in direct competition with AVJennings. It is the view of the Board that the appointment of Mr Cureton would pose a potential conflict of interest.

The Directors recommend you vote AGAINST the appointment of Mr Graeme Cureton.

3. Reasons for the Directors recommendation to vote AGAINST the election of Mr Jason Ters.

The Board, as currently constituted, has sufficient skill and experience to take the Company forward. The Board comprises highly qualified individuals who have many years of experience in fields relevant to the Company's business such as property development, construction and banking and finance expertise.

Neither Mr Ters nor GPG have provided information on skills and experience he might bring to the Board, nor do they state that he holds any directorships.

Mr Ters has represented himself to AVJennings to be an employee of GPG which owns about 70% of the shares in an Australian listed company called Canberra Investment Corporation Limited (CIC). CIC is a residential housing developer and is a subsidiary of GPG. Another GPG director, Dr G Weiss is a Director on the Board of CIC. This information has been sourced from the annual reports, web sites and ASX announcements of CIC and GPG.

CIC is in direct competition with AVJennings. It is the view of the Board that the appointment of Mr Ters would pose a potential conflict of interest.

The Directors recommend you vote AGAINST the appointment of Mr Jason Ters.

4. Background to the election of Mr Jerome Rowley.

Mr Rowley was appointed as a Director on 22 March 2007.

Pursuant to clause 76 of the Company's constitution he holds office until the end of this General Meeting and is eligible for election at the meeting.

5. Reasons for the Directors recommendation to vote **FOR the election of Mr Jerome Rowley.**

Mr Rowley has been an independent Director of AVJennings since his appointment on 22 March 2007.

He has been a career banker since the early 1970's with Citigroup, Morgan Grenfell and ABN Amro. He has been active in both wholesale and investment banking domestically and internationally. From 1992 until 2002 he served as Managing Director and CEO of ABN Amro Australia and Head of Relationship Management and structured finance for ABN AMRO, Asia Pacific.

During his career Mr Rowley has devoted considerable effort towards the recognition, understanding and management of risk as a means of profit optimisation. Of particular significance was his involvement in advising and funding including debt, equity and hybrids of infrastructure projects in both Australia and Asia Pacific. Mr Rowley brings invaluable commercial and financial expertise to AVJennings as it refines its business and financial models to meet the challenges and opportunities that lie ahead.

The Directors recommend you vote **FOR the appointment of Mr Jerome Rowley.**

All correspondence to:

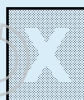
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



Appointment of Proxy

I/We being a member/s of AVJennings Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the General Meeting of AVJennings Limited to be held at The Savoy Room, Clarion Hotel on Canterbury, 326 Canterbury Road, Forest Hill VIC 3131, Australia on Friday 14 September 2007 at 4.00pm and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

- Item 1 Appoint Graeme James Cureton as a Director
- Item 2 Appoint Jason Ters as a Director
- Item 3 Appoint Reginald Jerome Rowley as a Director

| For | Against | Abstain* |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies against items 1 and 2 and in favour of item 3 above.

* 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.

Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

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

Individual or Securityholder 1

Individual/Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

4 Appointment of a Second Proxy

You are entitled to appoint up to two 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.

To appoint a second proxy you must:

- indicate that you wish to appoint a second proxy by marking the box.
- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.
- return both forms together in the same envelope.

5 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, all of the securityholders should sign. |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document 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. |

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 4.00pm on Friday 14 September 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

| | |
|-----------|---|
| IN PERSON | Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia |
| BY MAIL | Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia |
| BY FAX | 61 3 9473 2555 |