

Land & Homes Group Limited

ACN 090 865 357

Notice of Annual General Meeting and Explanatory Statement

Time: 3.30pm (AEDT)

Date: Tuesday 21 November 2017

Place: DFK Laurence Varnay
Level 12, 222 Pitt Street
Sydney NSW 2000
Australia

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This document does not take into account your individual circumstances. If you are in doubt about how to deal with it, please consult your financial or other professional adviser.

NOTICE is given that the Annual General Meeting of the Company will be held at 3.30 pm (AEDT) on Tuesday 21 November 2017 at:

DFK Laurence Varnay
Level 12, 222 Pitt Street
Sydney NSW 2000, Australia

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2017

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

2. Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017."

3. Re-elect Mr. Chuan Thye Patrick KHO as a Director of the Company

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

"To re-elect Mr. Chuan Thye Patrick KHO as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election."

4. Re-elect Mr. Grant Archibald as a Director of the Company

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

"To re-elect Mr. Grant Archibald as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election."

5. Re-elect Mr. Peter Henry Mackinlay as a Director of the Company

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

"To re-elect Mr. Peter Henry Mackinlay as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election."

VOTING EXCLUSIONS**RESOLUTION 2 - KEY MANAGEMENT PERSONNEL (KMP):**

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the KMP (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report;
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth) such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP's closely related party,

unless the vote is cast as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form.

Important Notice for Resolution 2: However, if a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on this resolution and their appointment expressly authorises the chair to exercise the proxy, the Chairman will vote in favour of the resolution even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Dated at Sydney, on the 16th day of October 2017



By order of the Board
Andrew J. Cooke
Company Secretary

2017 ANNUAL REPORT:

The 2017 Annual Report is available on the Company's Website:

<http://www.landhomesgroup.com/irm/content/annual-reports.aspx?RID=408>

CHAIR'S VOTING INTENTIONS:

Subject to any applicable voting exclusions, the Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the *Corporations Act 2001 (Cth)*, 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 7.00pm (AEDT) on Sunday 19 November 2017.

CORPORATE REPRESENTATIVES:

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- 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 e.g. “the Chair of the Meeting”.
- In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (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.
- In the case of shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the 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 secretary.The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign 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 specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours before the time for the holding of the meeting:

You may make your proxy appointment **on-line** at www.securitytransfer.com.au

If you have any problems accessing the on-line service, please contact the Company’s share registry, Security Transfer Australia Pty Ltd on +61 3 9628 2200.

Alternatively, you may complete and sign a proxy form and return by:

- (a) post to Security Transfer Australia, PO BOX 52, Collins Street West, VIC 8007 AUSTRALIA;
- (b) facsimile on facsimile number +61 8 9315 2233; or
- (c) hand or courier delivery to:
Security Transfer Australia, Suite 913, Exchange Tower
530 Little Collins Street, Melbourne VIC 3000 AUSTRALIA

Your proxy must be received by 3:30pm (AEDT) on Sunday 19 November 2017.

Proxy forms and appointments received later than the above time will be invalid.

EXPLANATORY STATEMENT

1. Financial Report – Year ended 30 June 2017

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the financial report.

A representative of the Auditor will be attending the Annual General Meeting. As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to the content of the Auditor's report or the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than Wednesday 17 November 2017. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will answer written questions submitted prior to the Annual General Meeting.

The Auditor will also answer questions at the meeting from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

2. Remuneration Report

The Directors' report for the year ended 30 June 2017 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a "Spill Resolution"). If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2016 annual general meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, a Spill Resolution cannot be put at this meeting.

Members attending the annual general meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

3. Re-election of Mr. Chuan Thye Patrick Kho as a Director

Mr Patrick Kho is the Group Managing Director of Lian Huat Group. He read Electrical and Electronic Engineering in the University of Cambridge and graduated in 1988. He subsequently obtained a MA from the University of Cambridge in 1991. Mr Kho is also a Chartered Financial Analyst. Mr. Kho also holds a relevant interest in both Telok Ayer Holdings Pte. Ltd and Telok Ayer Capital Pte. Ltd, both of which are substantial shareholders of the Company.

A Singapore Armed Forces scholar, Mr Kho served his scholarship bond with the Singapore Armed forces until 1996 when he left to join Lian Huat Group. During his 12 years military career, Mr Kho served in various command and staff leadership positions in the Republic of Singapore Air Force.

As the Group Managing Director of Lian Huat Group, Mr Kho manages the Group's Singapore property development, property investment and hotel businesses in Singapore as well as in Australia and China.

Mr. Kho was appointed as a Non-Executive Director on 18 January 2016 and is a member of the Company's Audit Committee and also the Nomination and Remuneration Committee.

Mr Kho is also a director of ASX listed LionHub Group Limited

The Board (other than Mr. Patrick Kho) recommends that shareholders vote in favour of Mr. Kho's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

4. Re-election of Mr. Grant Archibald as a Director

Mr Grant Archibald is a graduate in Construction Management of RMIT in Melbourne and a Full Member of the Australian Institute of Building since 1974.

After 10 years in Melbourne as a construction company executive, Mr Archibald moved to Sydney and gained extensive experience in the overall delivery of major hotels, large-scale retail and residential projects. He has since enjoyed a broad and productive career with a record of successful management in most aspects of the property development industry ranging from land acquisition, design and construction, project and development management, marketing, sales and finance.

Since 1993, he has acted as CEO and Australian director of a number of major development project companies for investors from Malaysia, Singapore and China, initially in Sydney, then Gold Coast and currently, Melbourne. In this role, he has been responsible to shareholders and their financiers, for the successful undertaking of substantial property investment commitments. Mr Archibald's duties and experience have included most aspects of the related fiduciary duties required for corporate formation, operation, governance and accountability.

From 2008 to 2012, Mr Archibald spent 4 years as a senior management executive for a major publicly listed development corporation based in Shanghai, where he was responsible to lead the international consultant team on developing large scale mixed use projects in the Yangtze Delta region.

Mr Archibald returned to Australia and established in Melbourne, for Chinese and Australian investors, a residential property development company undertaking a variety of large scale projects.

Mr Archibald was appointed as a Director on 18 January 2016 and as an Executive Director on 3 February 2017.

The Board (other than Mr. Archibald) recommends that shareholders vote in favour of Ms. Archibald's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

5. Re-election of Mr. Peter Henry Mackinlay as a Director

Mr Mackinlay is an independent director and Deputy Chairman of the Company.

Mr Mackinlay is a Fellow of the Australian Institute of Company Directors, Fellow of FINSEA and a Life Member of the Overseas Bankers Association of Australia.

He has been in the banking industry since 1961, having commenced with the National Bank of Australasia in managerial roles in Australia, Singapore and Hong Kong. He then moved to Istituto Bancario San Paolo di Torino, Italy's largest banking group in 1987, where he acted in Singapore as Manager – Corporate Banking, responsible for South East Asia and Australasian banking business, focusing on corporate lending, syndicated loans and capital market deals.

In 1990, he established the Istituto Bancario San Paolo di Torino's Representative Office for Australia, New Zealand and the South Pacific. He was responsible for corporate lending, syndicated facilities, property finance, treasury products and financial institutions relationships.

In 1995, Mr Mackinlay was recruited by Singapore based Overseas Union Bank Limited as Regional Head for Australia and New Zealand. He was responsible for corporate and retail banking, project finance, capital market facilities, treasury products, intuitional relationships and investment activities throughout the Australia and New Zealand region. He helped develop risk management and liquidity policies to ensure the bank was compliant at all times with APRA policies and regulations. He focused on setting strategy and goals and developed a success driven team focused on strong business performance and operational efficiency. He also assumed responsibility for all regulatory compliance, while establishing offices in Melbourne and Brisbane to enhance and grow the bank's business.

On 1 April 2002 he was appointed by the Singapore Government as the Honorary Business Representative (Sydney) for International Enterprise Singapore and held that position until 31 December 2008.

From 2001 Mr Mackinlay took up the role of Chief Executive Officer for the United Overseas Bank Australia and New Zealand following the merger with Overseas Union Bank. He retired from that position in March 2014.

The Board (other than Mr. Mackinlay) recommends that shareholders vote in favour of Mr. Mackinlay's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

LAND & HOMES GROUP LIMITED

ACN: 090 865 357

REGISTERED OFFICE:

SUITE 1401, LEVEL 14
10 EAGLE STREET
BRISBANE QLD 4000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

LHM

Holder Number:

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PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 Annual General Meeting of the Company to be held at 3:30pm AEDT on Tuesday 21 November 2017 at DFK Laurence Varnay, Level 12, 222 Pitt Street, Sydney NSW 2000, Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

2. Remuneration Report

For

Against

*Abstain

3. Re-elect Mr. Chuan Thye Patrick KHO as a Director of the Company

4. Re-elect Mr. Grant Archibald as a Director of the Company

5. Re-elect Mr. Peter Henry Mackinlay as a Director of the Company

If no directions are given my proxy may vote as the proxy thinks fit or may 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.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 3.30pm AEDT on Sunday 19 November 2017.

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, 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 of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

