

Land & Homes Group Limited

ACN 090 865 357

Notice of Annual General Meeting and Explanatory Statement

NOTICE is given that the Annual General Meeting of the Company will be held at 3.30 pm (AEDT) on Thursday 22 November 2018 at:

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

ORDINARY BUSINESS

Receipt of the Financial Report for the year ended 30 June 2018

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 30 June 2018.

1. 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 for the financial year ended 30 June 2018."

2. Re-elect Mr. Choon Keng 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. Choon Keng 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."

3. Re-elect Mr. Charles Chow Cher Lim as a Director of the Company

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

"To re-elect Mr. Charles Chow Cher Lim 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. Chuan Chi Kao 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 Chi Kao 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

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the key management personnel of the Company (KMP) (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report; or
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth)) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP's closely related party.

However, a vote may be cast by a KMP or closely related party of the KMP if the proxy appointment is in writing and either:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Resolution 2 and expressly authorises the Chairman to exercise the proxy, even though the Resolution is connected directly or indirectly with the remuneration of the KMP for the Company.

Important Notice Resolution 1: The Chairman intends to vote undirected proxies in favour of Resolution 1.

Dated at Sydney, on the 16th day of October 2018

By order of the Board
Andrew J. Cooke
Company Secretary



2018 ANNUAL REPORT:

The 2018 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 Tuesday 20 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 Tuesday 20 November 2018. Proxy forms and appointments received later than the above time will be invalid.

EXPLANATORY STATEMENT:

Financial Report – Year ended 30 June 2018

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 14 November 2018. 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.

1. Remuneration Report

The Directors' report for the year ended 30 June 2018 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 2017 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.

2. Re-election of Mr. Choon Keng Kho as a Director

Mr CK Kho is the Group Executive Chairman of the Singapore-based Lian Huat Group. He was awarded the President's Scholarship by the Government of Singapore. Mr Kho graduated with First Class Honours in BSc (Engineering) from King's College University of London and served in the Singapore Civil Service until 1985.

After joining Lian Huat Group, Mr Kho was responsible in upgrading and modernizing the group's management system and expansion plan while preserving the qualities of the traditional Chinese ethics and culture to lead the group to be one with the international perspectives and practices and yet nimble with long-term vision.

Mr Kho is also a strong advocate of corporate social responsibility.

Mr. Kho was appointed as a Non-Executive Director on 18 January 2016. Mr. Kho is the Chairman of the Board and is a member of the Company's Nomination and Remuneration Committee. Mr. Kho is also a director of ASX listed LionHub Group Limited

The Board (other than Mr. Choon Keng 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.

3. Re-election of Mr. Charles Chow Cher Lim as a Director

Charles Lim has over 20 years of experience in Finance and Management. He was formerly a Chief Financial Officer and Executive Director of a public company in Singapore that has investments in property, publishing and manufacturing of consumer products, in various countries including Australia, UK, France, and several south east Asian countries. In that capacity, he had executed several cross-border M&S and other corporate finance transactions.

He started his career in corporate banking with an American bank in Singapore. Charles has also been stationed in various countries including China, Hong Kong and Thailand in banking, securities and other industries. He holds a B.A. Hons (Economics & Finance) degree from the University of California, Los Angeles.

Mr. Lim was appointed as a Non-Executive Director on 3 December 2014 and is a member of the Company's Audit Committee.

The Board (other than Mr. Lim) recommends that shareholders vote in favour of Ms. Lim'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. Chuan Chi Kao as a Director

Mr Shawn Kao is an experienced investment and real estate professional with extensive expertise in China and Singapore.

Among his executive and non-executive roles in Asia and China, he is currently Chairman of San Teh Ltd, an SGX listed company with extensive business in China and Singapore, which include real estate, hotel investment and manufacturing. San Teh Xing Investment Pte Ltd's own a 19.76% interest in the Land & Homes Group Limited.

In addition, Mr Kao actively involves himself in trade associations, having assumed the leadership positions of Vice President at the Shanghai Overseas Chinese Chamber of Commerce in 2004, providing assistance to those who are interested in running businesses in China and promoting investment in China.

Mr. Kao was appointed as a Non-Executive Director on 16 February 2016

The Board (other than Mr. Kao) recommends that shareholders vote in favour of Mr. Kao'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:
LEVEL 3A
148 ELIZABETH STREET
SYDNEY NSW 2000

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

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«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

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 Thursday 22 November 2018 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

1. Remuneration Report

2. Re-election of Mr. Choon Keng Kho as a Director

3. Re-election of Mr. Charles Chow Cher Lim as a Director

4. Re-election of Mr. Chuan Chi Kao as a Director

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

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 3:30pm AEDT on Tuesday 20 November 2018.

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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:

- a) 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
- b) 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.

