

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**LAND & HOMES GROUP LIMITED**

ABN

33 090 865 357

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Fully paid Ordinary Shares<br>+<br>Listed Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 159,504,656 Ordinary Shares*<br>+<br>319,009,312 Listed Options*<br>Note *: Subject to roundings   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares rank equally;<br>+<br>Options exercisable at \$0.20 with an Expiry Date of 5 years from the date of issue expected to be 29 July 2021 |

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+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Ordinary Shares – Yes  +  Options – None currently on issue.</p>
<p>5 Issue price or consideration</p>	<p>Ordinary Shares \$0.05  +  Options are free attaching on the basis of 2 for 1 new share issued.</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised are intended to be used for the acquisition of the Barry Parade Property in Brisbane.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	

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6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	
7	<p><b>+Issue dates</b></p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>Proposed 29 July 2016</p>

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8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		Up to 1,036,780,265 + Up to 319,009,312  Note *: Subject to roundings	Ordinary Shares  Options @ \$0.20 Exp 29 July 2021
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		Nil	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Pro rata issue**

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the <sup>+</sup> securities will be offered	1 New Share for every 5.5 Shares held together with 2 attaching Listed Options with an exercise price of \$0.20 and expiring on the fifth anniversary of the date of issuance (New Option) for every 1 New Share issued.
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Ordinary Shares + Options @ \$0.20 Exp 29 July 2021
15	<sup>+</sup> Record date to determine entitlements	5 July 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No

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17	Policy for deciding entitlements in relation to fractions	Rounded up to nearest whole number of New Shares
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	The Offer will not be made to shareholders whose address on the register is in any country other than Australia, New Zealand or Singapore.
19	Closing date for receipt of acceptances or renunciations	22 July 2016
20	Names of any underwriters	Telok Ayer Capital Pte Ltd and Telok Ayer Holdings Pte Ltd, which companies are associated with two Directors of the Company (Mr C K Kho and Mr Patrick Kho) .
21	Amount of any underwriting fee or commission	Nil to the Underwriters. Underwriters have agreed to use their best endeavours to procure sub-underwriting for the whole of the balance of the Offer from an unrelated party. The Company will reimburse the Underwriters the actual fees, charges and expenses charged by any sub-underwriter in connection with the sub-underwriting of the Offer up to the estimated amount. The estimated costs of the sub-underwriting are \$600,000.
22	Names of any brokers to the issue	Peloton Capital Pty Ltd
23	Fee or commission payable to the broker to the issue	\$30,000
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Nil
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable

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26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	6 July 2016
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	4 July 2016
29	Date rights trading will end (if applicable)	15 July 2016
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<p>If security holders wish to sell all of their Rights in full on ASX, they should complete the section headed "Instructions to your Stockbroker" on the back of the accompanying Entitlement and Acceptance Form and lodge the Entitlement and Acceptance Form with their stockbroker as soon as possible.</p> <p>They can sell their Rights on ASX from 4 July 2016. All sales on ASX must be effected by the close of trading on 15 July 2016, when Rights trading ends on ASX.</p>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<p>If security holders wish to sell part of their Rights on ASX and take up the balance, they should complete the section headed "Instructions to your stockbroker" on the back of the accompanying Entitlement and Acceptance Form and lodge the Entitlement and Acceptance Form, together with their cheque or bank draft for the Application Monies for the New Shares for which they wish to subscribe, with their stockbroker as soon as possible or payment must be made via Bpay<sup>®</sup> following the instructions on their personalised Entitlement and Acceptance Form.</p>

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They can sell their Rights on ASX from 4 July 2016. Any sale of part of their Rights on ASX must be effected by the close of trading on 15 July 2016, when Rights trading ends on ASX.

To take up the remaining part of their Rights, their stockbroker will need to ensure that the completed Entitlement and Acceptance Form together with the requisite Application Monies reaches the Share Registry by not later than 5.00pm on 22 July 2016 or such later date as the Directors advise. They do not need to return their Entitlement and Acceptance Form if they have made payment via Bpay®.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

Eligible Shareholders may elect to transfer all or part of their Rights to another person other than on ASX, provided that the purchaser is resident in Australia, New Zealand or Singapore.

If they hold Shares on the issuer-sponsored register or certificated sub-register and they wish to transfer all or part of their Rights to another person other than on ASX, forward a completed renunciation form (which can be obtained through the Share Registry) signed by them (as the seller) and the buyer by not later than 5.00pm on 15 July 2016, together with their Entitlement and Acceptance Form completed by the buyer and the buyer's cheque or bank draft for the appropriate Application Monies to reach the Share Registry by not later than 5.00pm on 22 July 2016 or such later date as the Directors advise.

If they are an Eligible Shareholder holding Shares on CHESS and they wish to transfer all or part of their Rights to another person other than on ASX, they should contact their sponsoring participant.

If the Share Registry receives both a

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completed renunciation form and a completed Entitlement and Acceptance Form in favour of the same Shareholder in respect of the same Rights, the renunciation will be given effect in priority to the acceptance.

33 +Issue date

29 July 2016

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

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38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  ..... Date: 28 June 2016  
(~~Director~~/Company secretary)

Print name: **Andrew J. Cooke**

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