

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 2.00 pm (AEDT) on Monday 30 November 2020 at:

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

IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

As a consequence of government-based measures to combat the spread of COVID-19, physical attendance at the Annual General Meeting is discouraged. Accordingly, please note as follows:

- **Shareholders are urged not to attend the meeting in person and no refreshments will be served. The venue has limited seating capacity and prevailing COVID-19 regulations will apply.**
- Any presentation to the meeting will be lodged with the ASX and made available on the Company's website before the commencement of the Meeting.
- **Shareholders are strongly encouraged to vote by submitting their proxy prior to the meeting as set out in more detail in the attached Notice of Meeting and Proxy Form.**

ORDINARY BUSINESS

Receipt of the Financial Report for the year ended 30 June 2020

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 30 June 2020.

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 2020."

2. Re-elect Mr. Peter 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 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."

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."

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of 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 19th day of October 2020

By order of the Board
Andrew J. Cooke
Company Secretary

2020 ANNUAL REPORT:

The 2020 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 Friday 27 November 2020.

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 <https://investor.automic.com.au/#/loginsah>

If you have any problems accessing the on-line service, please contact the Company's share registry, Automic Group on +61 2 9698 5414

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

- (a) post to Automic, GPO Box 5193, Sydney NSW 2001;
- (b) facsimile on facsimile number +61 2 8583 3040; or
- (c) hand or courier delivery to:
Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000

Your proxy must be received by 2:00pm (AEDT) on Saturday 28 November 2020. Proxy forms and appointments received later than the above time will be invalid.

EXPLANATORY STATEMENT:

Financial Report – Year ended 30 June 2020

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 Monday 23 November 2020. 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 2020 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 2019 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. Peter Mackinlay as a Director

Mr Mackinlay 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. In 1995, Mr Mackinlay was recruited by Singapore based Overseas Union Bank Limited as a Regional Head for Australia and New Zealand. From 2001, Mr Mackinlay was appointed as Head of Australasia, Overseas Union Bank of Singapore and retired in March 2014 when he was CEO of Australia and New Zealand of United Overseas Bank, Singapore, following the merger with Overseas Union Bank. In April 2002, Mr Mackinlay was appointed by the Singapore Government as the Honorary Business Representative (Sydney) for International Enterprise Singapore and held that position until December 2008.

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.

Mr. Mackinlay was appointed as a Non-Executive Director on 18 January 2016. He is the Deputy Chairman of the Board and a member of the Audit Committee. The Board (other than Mr. Mackinlay) recommends that shareholders vote in favour of Ms. Mackinlay'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. Chuan Thye Patrick Kho as a Director

A Singapore Armed Forces scholar, Mr Patrick 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. He commanded Air Defence Artillery missile units and was also responsible for the air force manpower planning and policy as well as the development of air force training policy.

As the Group Managing Director of Lian Huat Group, Mr Kho manages the Lian Huat Group's Singapore property development and investment businesses as well as the Lian Huat Group's property investments and hotel businesses in Australia and China. In recent years, he spearheaded property development projects in Singapore.

Mr Patrick Kho read Electrical and Electronic Engineering in St Johns College at the University of Cambridge and graduated in 1988 with a Second Class Upper BA degree. He subsequently obtained a MA from the University of Cambridge in 1991. Mr Kho is also a Chartered Financial Analyst.

Mr. Patrick Kho was appointed as a Non-Executive Director on 18 January 2016 and is a member of the Audit Committee.

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 Archibald spent 10 years in Melbourne as a construction company executive before moving to Sydney and gaining extensive experience in the overall delivery of major hotels, large-scale retail and residential projects.

Since 1993, he has acted as CEO and director of a number of major development project companies for investors from Malaysia, Singapore and China. In this role he was responsible 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 was a senior management executive for a publicly listed development corporation based in Shanghai, where he was responsible to lead the international consultant team on developing large scale mixed use projects.

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

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

Mr. Archibald was appointed as a Non-Executive Director on 18 January 2016.

The Board (other than Mr. Archibald) recommends that shareholders vote in favour of Mr. Archibald's re-election as a Director. The chairman of the meeting intends to vote undirected proxies in favour of this resolution.



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Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2.00pm (AEDT) on Saturday, 28 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
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