

Land & Homes Group Limited

ACN 090 865 357

Notice of Annual General Meeting and Explanatory Statement

Time: 3.30pm (AEDT)

Date: Thursday 17 November 2016

Place: Level 2, Castlereagh Boutique Hotel
169 Castlereagh 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:

Castlereagh Boutique Hotel
Level 2, 169 Castlereagh Street
Sydney NSW 2000, Australia

at 3.30 pm (AEDT) on Thursday 17 November 2016.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2016

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 30 June 2016.

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 2016."

3. 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 elect Mr. Chuan Chi KAO as a Director of the Company, who was appointed as a Director of the Company by the Board on 16 February 2016 and retires in accordance with the Constitution of the Company, and being eligible, offers himself for election as a Director."

4. Re-elect Ms. Kwee Jee LEE as a Director of the Company

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

"To re-elect Ms. Kwee Jee LEE as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers herself for re-election."

5. Re-elect Kim Huat KOH as a Director of the Company

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

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

6. Re-elect Ms. Siew GOH as a Director of the Company

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

"To re-elect Ms. Siew GOH as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers herself for re-election."

7. Appointment of “DFK Laurence Varnay” as Auditor of the Company

To consider and, if thought fit, pass the following Resolution as an ordinary resolution if ASIC has by the date of the meeting consented to the resignation of BDO East Coast Partnership:

“That DFK Laurence Varnay, having been nominated by a member of the Company and having consented in writing to act, be appointed as the registered auditor of the Company effective from the date of this meeting.”

VOTING EXCLUSIONS

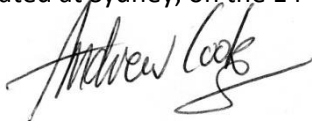
RESOLUTION 2 - KEY MANAGEMENT PERSONNEL (KMP):

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 14th day of October 2016



By order of the Board
Andrew J. Cooke
Company Secretary

2016 ANNUAL REPORT:

The 2016 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 15 November 2016.

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 Pty Ltd, PO BOX A2020, South Sydney NSW 1235 AUSTRALIA;
- (b) facsimile on facsimile number +61 8 9315 2233; or
- (c) hand or courier delivery to:
Security Transfer Australia Pty Ltd, Suite 511, The Trust Building, 155 King Street, Sydney NSW 2000 AUSTRALIA.

Your proxy must be received by 3:30pm (AEDT) on Tuesday 15 November 2016.

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

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.

EXPLANATORY STATEMENT

1. Financial Report – Year ended 30 June 2016

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 Tuesday 8 November 2016. 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. Resolution 2: Remuneration Report

The Directors' report for the year ended 30 June 2016 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 2015 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. Resolution 3. Re-election of Mr. Chuan Chi KAO as a Director

Mr Kao obtained his Business Administration degree from Fullerton University in the USA and a Masters degree in Hotel Management in 2009 from Hotel and Tourism Management Institute (HTMi) in Switzerland.

Mr 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, 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.

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 is the Chairman of San Teh Xing Ltd (SGX:S46).

Mr. Kao was appointed as a Non-Executive Director by the Board 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.

4. Resolution 4: Re-election of Ms. Kwee Jee LEE as a Director

Ms Lee obtained her BSc (Hons) and MSc from the University of Singapore and attended an Executive Development Programme in INSEAD, Fontainebleau.

Ms Lee had very extensive experience in both the public and private sector. She spent about 20 years in the public sector formulating and overseeing policies in the Ministries of Finance, Defence and the Environment of the Government of Singapore. Her scope of work included finance and budgetary control, personnel and human resource allocation, public relations and international relations.

Ms Lee also spent another 20 plus years in the private sector, working in manufacturing, electronic and technology companies, including Electronic Component of General Electric (USA), TDB Holdings Pte Ltd, ST Aerospace Pte Ltd, and Singapore Technologies Pte Ltd. She held key positions in these companies, mostly specialised in human resources and building up of strategic relationships for these companies, both locally and internationally, to expand and promote their operations and businesses.

Prior to her retirement, Ms Lee was the SVP (Strategic Relations and Corporate Communications) of Singapore Technology Telemedia Pte Ltd where she spent a little over 9 years building and strengthening external relationships with the media, the public and international partners.

Ms Lee is also a Non-Executive Director with LionHub Group Limited (ASX: LHB).

Ms. Lee was appointed as a Director on 3 December 2014 and is Chairman of the Audit Committee and a member of the Remuneration and Nomination Committee.

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

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

5. Resolution 5: Re-election of Kim Huat KOH as a Director

Mr Koh was a Singapore Government scholar. He graduated from National University of Singapore in Bachelor of Engineering (civil), 2nd Upper Honours. He spent many years serving the Singapore Government in different departments. They included administrative service of Singapore Government, its diplomatic mission in Shanghai and Government of Singapore Investment Corporation (GIC).

Mr Koh has extensive experience as a member on the boards of many private and publicly listed companies, including Singapore and Hong Kong-listed Rowsley Ltd, UPP Holdings Ltd, Eagle Brand Holdings Ltd and Hong Kong Fortune Ltd. He was Executive Director of Hong Kong Fortune Ltd in 1994 and retired in May 2013 as Executive Chairman of UPP Ltd.

Mr Koh also has intimate knowledge of China and of property development. He was head of Singapore's diplomatic missions in Shanghai from 1991 till 1994. He then went on to head up the property businesses for Chia Tai group in China. Chia Tai was then one of the largest foreign investors in China. Its property investments include the commercial downtown of Pudong, Shanghai and other cities. Prior to his retirement last year, he was also a director of Vantage Bay, a company involved in property development in Iskandar Johor.

Mr Koh is also a Non-Executive Director with LionHub Group Limited (ASX: LHB).

Mr. Koh was appointed as a Director on 3 December 2014 and is a member of the Remuneration and Nomination Committee.

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

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

6. Resolution 6: Re-election of Siew GOH as a Director

Prior to Ms Goh's return to Australia, she was an Associate Director in a Singapore based investment company, Temasek Holdings Limited (one of the biggest sovereign fund managers in the world) and has also spent several years working in Temasek's subsidiaries – Temasek Management Services Pty Ltd and Singapore Technologies Pte Ltd. Ms Goh led a team to plan, organise and manage high profile events in Singapore, Asia and Europe for diplomats and senior regional corporate leaders.

Ms Goh has extensive experience working in regional corporate environment. She has a diverse range of industry skills and experience in the areas of international corporate events management, marketing communications and strategic relations.

Ms Goh is the Head of Operations of LionHub Group Limited (ASX: LHB).

Ms. Goh was appointed as a Director on 3 December 2014 and a member of the Investor Relations Committee.

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

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

7. Appointment of "DFK Laurence Varnay" as Auditor of the Company

MOV Corporation Limited changed its name to Land & Homes Group Limited and was successfully reinstated to official quotation on the ASX in January 2016 following the completion of a capital raising and arrangements to acquire the Company's first major property on the edge of the Brisbane CBD.

BDO East Coast Partnership (BDO) were the auditors of MOV Corporation Limited and recently completed the audit of the Company's Financial Report for the year ended 30 June 2016.

Following discussions with BDO they have agreed to seek consent from the Australian Securities and Investments Commission (ASIC) to resign as auditor with effect from the date of the annual general meeting. If ASIC does not provide its consent prior to the meeting, this resolution will not be put to the meeting.

Telok Ayer Holdings Pte Ltd being a shareholder of the Company has nominated DFK Laurence Varnay (DFK) to be appointed as auditor of the Company and DFK has consented to this appointment. A copy of the nomination is attached with this Notice of Meeting.

The Company's Audit Committee, having considered a proposal submitted by DFK and DFK's qualifications and independence, recommended that the Board of the Company provide its approval to ASIC of the appointment of DFK, subject to the approval of shareholders at this annual general meeting.

The Board unanimously recommends that shareholders vote in favour of the appointment of DFK as auditor of the Company.

**TELOK AYER HOLDINGS PTE LTD (Reg. No. 201437183R)
10 UBI CRESCENT
#03-12 UBI TECHPARK
SINGAPORE 408564**

Land & Homes Group Limited
Level 3A
148 Elizabeth Street
Sydney NSW 2000

12 October 2016

Nomination of DFK Laurence Varnay as Auditor

We, Telok Ayer Holdings Pte Ltd, being a shareholder of Land & Homes Group Limited ('the Company'), hereby give written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of DFK Laurence Varnay for appointment as Auditor of the Company at the next Annual General Meeting.

Yours Faithfully



Kho Beng Ee
Director

LAND & HOMES GROUP LIMITED

ACN: 090 865 357

REGISTERED OFFICE:
LEVEL 3A HYDE PARK TOWER
148 ELIZABETH STREET
SYDNEY NSW 2000

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX A2020
South Sydney NSW 1235
Suite 511, The Trust Building
155 King Street
Sydney NSW 2000 AUSTRALIA
T: +61 3 9628 2200 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

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

«Company_code» «Sequence_number»

Code:

Holder Number:

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.

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 17 November 2016 at Level 2, Castlereagh Boutique Hotel, 169 Castlereagh 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	For	Against	Abstain*
1. Receipt of the Financial Report for the year ended 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Elect Mr. Chuan Chi KAO as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Ms. Kwee Jee LEE as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Kim Huat KOH as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elect Ms. Siew GOH as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Appointment of "DFK Laurence Vamay" as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 15 November 2016.

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My/Our contact details in case of enquiries are:

Name:

Number:

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 A2020
South Sydney NSW 1235

Street Address Suite 511, The Trust Building
155 King Street
Sydney NSW 2000 AUSTRALIA

Telephone +61 3 9628 2200

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.

