



RAPTIS GROUP LIMITED

ABN 43 010 472 858

19 October 2018

Dear Sir/Madam

Level 16
1 Market Street
Sydney 2000



PO Box 25
Surfers Paradise
Queensland 4217
Australia
Tel (07) 5531 8100
Fax (07) 5570 3346

Raptis Group Limited - Notice to Shareholders - Annual General Meeting

Thank you for your support of the company.

Attached to this letter is our notice of meeting for our Annual General Meeting to be held in Sydney at 2.30pm on 21 November 2018. If you are unable to attend you may wish to complete the proxy form which is attached together with instructions and explanations of the business of the meeting.

Raptis Group Limited has reported a profit of \$529,200 for the period to 30 June 2018.

The first project to relaunch the company was a 57 townhouse development in Springwood Brisbane. The project settled in the year to 30 June 2018.

The company is researching other development opportunities and will keep the market informed.

Yours faithfully
Raptis Group Limited

James Raptis
Chairman



RAPTIS GROUP LIMITED

ACN 010 472 858

Notice of Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting of Raptis Group Limited ("Company") will be held at the offices of Nexia Australia Chartered Accountants, Level 16, 1 Market Street Sydney on 21 November 2018 at 2.30pm.

ORDINARY BUSINESS

Financial Report

To receive and consider the Financial Report of the Company and the consolidated entity and the Reports of the Directors and the Auditor for the financial year ended 30 June 2018.

To consider and if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 1 – Remuneration Report

"That the Remuneration Report for the year ended 30 June 2018 be adopted"

Resolution 2 – Re-election of James Raptis as Director

"That Mr James Raptis, who retires by rotation in accordance with rule 12.9 of the Constitution, and being eligible, be re-elected as a Director of the Company."

Resolution 3 – Removal of Nexia Sydney Audit & Assurance (formerly known as Russell Bedford NSW) as auditor.

"That Nexia Sydney Audit & Assurance (formerly known as Russell Bedford NSW) and/or that firm's partners be removed as auditors of the Company."

Resolution 4 – Appointment of Nexia Sydney Audit Pty Ltd as auditor.

"That Nexia Sydney Audit Pty Ltd be appointed statutory auditor of the Company."

Please refer to the attached explanatory statement and proxy form for further details of the business of the meeting.

By order of the Board
Dated 19 October, 2018

Malcolm Cory
Company Secretary

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting ("Notice") of Raptis Group Limited ("Company") to be held on 21 November 2018.

RESOLUTION 1 – REMUNERATION REPORT

The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and Executives.

A resolution for adoption of the remuneration report is required to be considered and voted on in accordance with the Corporations Act. The Corporations Act sets out that this vote is advisory only and does not bind the Directors or the Company. Shareholders will be given reasonable opportunity to ask questions or comment on the Remuneration Report.

The Corporations Act provides that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill" resolution) that another meeting be held within 90 days at which all the directors (other than the Managing Director) who were in office at the date of the approval of the applicable Directors' Report must stand for re-election.

It is noted however that, no remuneration was paid to Directors or Executives in the period.

Director's remuneration

Directors have agreed to work for the period to 31 December 2018 at no remuneration. No remuneration has been paid to key management personnel or Directors during the year. Entities associated with Mr James Raptis have provided during the year administration and development personnel at no cost to the company. This arrangement is to continue to 31 December 2018.

Voting Exclusion Statement

The Company will disregard any votes cast by any Director and other key management personnel of the Company and their closely related parties. However, the Company need not disregard a vote if:

It is cast by a person (including the person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on that resolution but expressly authorises the person chairing the meeting to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. The person chairing the meeting intends to vote all available proxies in favour of the resolution.

For the purposes of this voting exclusion, "key management personnel" are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company Remuneration Report for the financial year ended 30 June 2018 identifies the Company's key management personnel for the financial year. Their "closely related parties" are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

RESOLUTION 2 – RE-ELECTION OF JAMES RAPTIS

Rule 12.9 of the Company's Constitution requires that one third of the Directors retire at each annual general meeting and may stand for re-election by Shareholders. Accordingly Mr James Raptis retires at the meeting and being eligible, offers himself for re-election as a Director.

Mr James Raptis OBE (age 72) is the founder of Raptis Group Limited and currently acts as Chairman and Chief Executive Officer.

James is a registered builder in Queensland and has over 40 years experience in the construction and property development industries. He has been responsible for the completion of many distinctive buildings on the Gold Coast. His experience ranges from the design and development of residential buildings to the construction and property management of commercial and retail properties.

James Raptis was appointed the Greek Consul for Queensland in 2005.

RESOLUTIONS 3 & 4 – CHANGE IN AUDITORS

The Company's longstanding auditor, Russell Bedford NSW (which is now known as Nexia Sydney Audit & Assurance), an audit firm, merged with Nexia Sydney Audit Pty Ltd ("Nexia"), an authorised audit company in 2016 to provide additional resources to meet the partner rotation and broader audit requirements of the Corporations Act, 2001.

Subsequently, following the conditional resignation of the other audit firm members, Nexia requested ASIC amend their registers to recognise Nexia as the statutory auditor of the Company. ASIC have however advised they require a formal change in appointment pursuant to Section 329 of the Corporations Act before they will recognise Nexia as Statutory Auditors.

The Company notes there is no dispute with the audit firm or its partners, each of whom became Directors of Nexia Sydney Audit Pty Ltd, and that the change is essentially administrative in nature.

Further, it is noted that Shareholders did resolve to re-appoint Nexia Sydney Audit Pty Ltd as auditor of the Company at the 2016 Annual General Meeting.

In order to clarify the audit appointment, Nexia proposed and the Company agreed to facilitate this formal shareholder removal and appointment.

Hanslow Holdings Pty Ltd

ACN 600 765 213

PO Box 25 Surfers Paradise 4217

Level 3

25 Elkhorn Avenue

Surfers Paradise 4217

Notice of Intention to Move Resolution

18 October 2018

The Directors,
Raptis Group Limited
PO Box 25
Surfers Paradise 4217

Dear Sirs,

Hanslow Holdings Pty Ltd, hereby requests a meeting of the Company be convened to seek the removal of Nexia Sydney Audit & Assurance (formerly known as Russell Bedford NSW) and/or that firm's former partners as auditors of the Company.

Hanslow Holdings Pty Ltd proposes Nexia Sydney Audit Pty Ltd as Statutory Auditor of the Company.

It is noted this request is merely to clarify the audit appointment in the most administratively effective manner.

Yours faithfully



James Raptis
Director
Hanslow Holdings Pty Ltd



RAPTIS GROUP LIMITED

ACN 010 472 858

PROXY FORM FOR 21 NOVEMBER 2018 GENERAL MEETING

HOLDER NAME – LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

NUMBER

HIN/SRN

I/We being a member of Raptis Group Ltd and entitled to attend and vote hereby appoint

A. The Chairman of the Meeting (Mark Box)

☐

or

If you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person/body corporate named, or if no person/body corporate is named, the Chairman 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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held on 21 NOVEMBER 2018 at 2.30PM and at any adjournment of that Meeting. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy (except where I/we have indicated a different voting intention below) even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

B. To direct your proxy how to vote on any resolution please insert X in the appropriate box below.

RESOLUTIONS

For Against Abstain*

To consider and if thought fit pass the following resolutions as ordinary resolutions.

1. That the Remuneration Report for the year ended 30 June 2018 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr James Raptis who retires by rotation in accordance with Rule 12.9 of the Constitution, and being eligible be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Nexia Sydney Audit & Assurance (formerly known as Russell Bedford NSW) and/or that firm's former partners, be removed as statutory auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Nexia Sydney Audit Pty Ltd be appointed as statutory auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

C. SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Security holder 1
(Individual)

Joint Security holder 2
(Individual)

Joint Security holder 3
(Individual)

Sole Director and
Sole Company Secretary

Director/ Company Secretary
(delete one)

Director

SEE OVERLEAF FOR NOTES ON HOW TO COMPLETE THIS FORM

How to Complete this Proxy Form

1. Your Name and Address

The name and address on the back of the Proxy Form is as it appears on the Company's share register. If this information is incorrect, please make the correction on the front of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your Shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of the person in Section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate.

3. Votes on Resolutions

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. 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 resolution 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 resolutions, your proxy may vote as he chooses. If you mark more than one box on an item your vote on that resolution will be invalid.

4. Appointment of Second Proxy

You are entitled to appoint up to two 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 telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state that percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, your proxy appointments will be invalid. Fractions of votes will be disregarded.
- (b) Return both forms together

5. Signing instructions

You must sign this form as follows in the spaces provided:

- | | |
|--------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, either security holder may sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing 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 produced prior to admission. A form of the certificate may be obtained from the Company.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below by 2.30pm on 19 November 2018 being not later than 48 business hours before commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by depositing, delivery or facsimile to the Raptis Group Ltd share registry as follows:

NextRegistries
PO Box H195
Australia Square NSW 1215
Facsimile: 02 9251 1275
mail@nextregistries.com.au