

**MINUTES OF THE
24TH ANNUAL GENERAL MEETING OF
SUNLAND GROUP LIMITED**

HELD AT RACV ROYAL PINES RESORT, ROSS STREET, BENOWA
QUEENSLAND
FRIDAY 2ND NOVEMBER 2018 AT 10.30AM

PRESENT: Mr Soheil Abedian (Chairman)
Mr Sahba Abedian (Executive Director)
Mr Ron Eames (Non-Executive Director)
Mr Chris Freeman (Non-Executive Director)
Mr Craig Carracher (Non-Executive Director)
Mrs Rebecca Frizelle (Non-Executive Director)
Mr Grant Harrison (Company Secretary)

IN ATTENDANCE: As per attendance register

CHAIR: **Slide 1**
Mr Soheil Abedian assumed the chair

QUORUM: The Chairman declared a quorum present and the meeting open.

Mr Soheil Abedian then introduced fellow Directors:

- Mr Craig Carracher
- Mr Chris Freeman
- Mr Ron Eames
- Mr Sahba Abedian
- Mrs Rebecca Frizelle

And Company Secretary Mr Grant Harrison

COMMENTARY

Slide 2

The Chairman noted the past 35 years of the Group

- PORTFOLIO FROM 1983 TO 2018
- TOTAL NUMBER OF PROJECTS – 160
- NUMBER OF RESIDENCES, UNITS, LOTS AND HOTEL ROOMS – 26,694
- RETAIL AND COMMERCIAL ASSETS – 13
- COMBINED END VALUE - \$8,778,354,000 BILLION
- THE GROUP'S CURRENT PORTFOLIO COMPRISES 4,564 RESIDENTIAL HOMES, URBAN LAND LOTS, MULTI-STOREY APARTMENTS AND 27,000SQM OF RETAIL REPRESENTING \$3.3 BILLION

Slides 3 to 4

The Chairman then noted the Group's FY 18 Key Results

- STATUTORY NET PROFIT AFTER TAX OF \$31.3 MILLION
- BASIC EARNINGS PER SHARE 21.0 CENTS
- FUNDING STRUCTURES ARE ALIGNED TO MATCH SHORT, MEDIUM AND LONG TERM PROGRAMS OF THE DEVELOPMENT PORTFOLIO
- TOTAL FULLY FRANKED DIVIDEND PAID FOR FY18 WAS 11 CENTS
- THE GROUP ACHIEVED 304 SALES AND 425 SETTLEMENTS
- UNCONDITIONAL CONTRACTED LOTS IN HAND AS AT 30 JUNE 2018 TOTAL \$314.3 MILLION
- THE CURRENT POSITION TODAY FOR CONTRACTED LOTS IN HAND IS \$254.4 MILLION

- GROUP NET TANGIBLE ASSETS PER SHARE HAS INCREASED
FROM \$2.39 AT 30 JUNE 2017 TO \$2.50 AT 30 JUNE 2018
- NEW SITE ACQUISITIONS TOTAL \$32 MILLION
- GEARING LEVELS - 29% DEBT TO ASSETS AND 48% DEBT TO EQUITY
- BALANCE SHEET CAPACITY WITH \$10.6 MILLION CASH AND \$156 MILLION
IN UNDRAWN CREDIT FACILITIES.
- THE CURRENT POSITION AS AT TODAY IS:

23% DEBT TO ASSETS

39% DEBT TO EQUITY

\$15.6 MILLION CASH AND \$177 MILLION UNDRAWN FACILITIES
- THE GROUP'S CONTINUED ITS SHARE BUY BACK PROGRAM
ACQUIRING 3.8 MILLION SHARES FOR A TOTAL VALUE OF \$6.7 MILLION.
- THIS REPRESENTS AN AVERAGE OF \$1.75 PER SHARE.
- CONSOLIDATED SHARES ON ISSUE TOTAL 148,420,700
- THE GROUP'S FUNDING OPTIONS HAVE BEEN BROADENED AND
STRENGTHENED, WITH A FIVE YEAR NOTE ISSUE AND FIVE YEAR
TERM DEBT EACH FOR \$50 MILLION
- CASHFLOW GENERATED FROM OPERATIONS TOTALLED \$63.9 MILLION
(AFTER FUNDING ACQUISITIONS) PROVIDING CAPACITY FOR
CONTINUAL DELIVERY OF THE PORTFOLIO.

**STATUTORY
REGISTERS:**

The Chairman tabled the Member's Minute Book and Register of Members and invited any person to inspect the registers.

PROXIES:

The Chairman provided a summary of proxies received. The Chairman confirmed his voting in favour of resolutions for open proxies.

	For	Against	Open	Abstain
Resolution 2	110,078,602	103,078	231,359	67,778
Resolution 3	109,759,509	357,192	231,625	128,491
Resolution 4	109,759,450	382,035	231,625	103,707
Resolution 5	44,770,187	5,292,422	224,930	766,278

**NOTICE OF
MEETING:**

The Chairman proposed that as the Notice of Meeting was sent to all Shareholders and has been available on the ASX website from 28th September 2018 that the notice of meeting be taken as read.

**MINUTES OF PREVIOUS
ANNUAL GENERAL MEETING:**

The Chairman proposed that as the minutes of the previous Annual General Meeting have been available at the registration desk to review prior to the meeting that the minutes of the previous Annual General Meeting be taken as read.

**FINANCIAL
STATEMENTS:**

The Chairman proposed that as this item does not require a resolution, the Financial Statements of the Company and the consolidated accounts of the Economic Entity for the year ended 30 June 2018 and the Reports by the Directors and Auditors have been tabled and taken as read.

**ELECTION OF
DIRECTORS:**

Mr Soheil Abedian offered himself for re-election

Proposed by the Mr Ron Eames that in accordance with Article 6.1 (e) of the Company's Article of Association, Mr Soheil Abedian hereby be re-elected as a Director of the Company. The motion was carried.

**ELECTION OF
DIRECTORS (cont):**

Mr Chris Freeman offered himself for re-election

Proposed by the Chairman that in accordance with Article 6.1 (e) of the Company's Article of Association, Mr Chris Freeman hereby be re-elected as a Director of the Company. The motion was carried.

Mrs Rebecca Frizelle offered herself for election

Proposed by the Chairman that in accordance with Article 6.1(d) of the Company's Article of Association, that Mrs Rebecca Frizelle hereby be elected as a Director of the Company. The motion was carried.

**REMUNERATION
REPORT:**

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

"That the remuneration report, as contained on pages 11-14 of the Financial Statements (in the Directors Report) be adopted."

The motion was carried.

OTHER BUSINESS: No further business was brought forward and the formal part of the AGM concluded.

GENERAL BUSINESS: The Chairman then handed over the balance of the presentation to Managing Director of the Group, Mr Sahba Abedian

Slide presentation as submitted to the ASX 2nd November 2018

**CLOSING
COMMENTS:**

There were no questions taken by Mr Sahba Abedian

CLOSURE:

The meeting was closed at 11.10am

SIGNED AS A TRUE AND CORRECT RECORD



CHAIRMAN

ANNUAL GENERAL MEETING
Friday, 2 November, 2018

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
2 RE-ELECTION OF MR SOHEIL ABEDIAN AS A DIRECTOR	110,078,602	103,078	231,359	63,778	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 RE-ELECTION OF MR CHRIS FREEMAN AS A DIRECTOR	109,759,509	357,192	231,625	128,491	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 ELECTION OF MRS REBECCA FRIZELLE AS A DIRECTOR	109,759,450	382,035	231,625	103,707	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 APPROVAL OF REMUNERATION REPORT	44,770,187	5,292,422	224,930	766,278	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item