

**Sunland Group Limited**

**ACN 063 429 532**

**Notice of Annual General Meeting  
to be held**

**Date: Tuesday, 15 November 2022**

**Time: 10:30am (Brisbane time)**

**Place: Cypress Room, RACV Royal Pines Resort Hotel  
Ross Street Benowa QLD 4217**

**Important:**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Sunland Group Limited (the **Company** or **Sunland**) will be held at Cypress Room, RACV Royal Pines Resort Hotel, Ross Street Benowa, QLD at 10.30am (**Brisbane time**) on **15 November 2022**.

Capitalised words in this Notice have the meaning given to them in the Glossary and Interpretation section 4 of the Explanatory Statement that accompanies and forms part of this Notice.

The Explanatory Statement describes in more detail the matters to be considered.

### 1. Items of Business

#### Item 1. Financial Statements and Reports

To receive and consider the Company's (including its controlled entities) Annual Report for the year ended 30 June 2022 comprising the Financial Reports, Directors' Report and the Auditor's Report.

#### Item 2. Remuneration Report

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

*"That the Remuneration Report of the Company for the financial year ended 30 June 2022 (as set out in the Directors' Report) be adopted."*

#### Notes:

- (i) This resolution is advisory only and does not bind the Company or the Directors.
- (ii) If 25% or more of the votes cast are voted against the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.
- (iii) Voting exclusion: the Company will disregard any votes on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Restrictions' section of the 'Information for shareholders' section of this Notice.

#### Item 3. Re-election of Mr Ron Eames as a Director

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

*"That Mr Ron Eames, who retires as a Director of the Company at this Annual General Meeting in accordance with ASX Listing Rules 14.4 and 14.5 and article 6.1(e) the Company's constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### Item 4. General Business

To consider any other business which may be brought forward in accordance with the Constitution of the Company.

## **2. Voting Restrictions**

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on certain resolutions to be considered at the AGM. These voting restrictions are described below.

### **2.1 Item 2: Remuneration Report**

#### **(a) ASX voting exclusion**

In accordance with the Corporations Act, the Company will disregard any votes cast on the Remuneration Report resolution by:

- (i) or on behalf of any Key Management Personnel member whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (ii) any person who is a Key Management Personnel member as at the time the resolution is voted on at the AGM, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- (iii) in accordance with a direction in the proxy appointment; or
- (iv) by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a Key Management Personnel member.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the meeting under a power of attorney, as if they were appointed as a proxy.

## **3. Chair of the meeting**

Soheil Abedian, or his appointee, will act as Chairman of the meeting.

#### **4. Voting intentions of the Chairman**

The Chairman intends to vote all Undirected Proxies in favour of each resolution.

**By order of the Board**

A handwritten signature in black ink, appearing to read 'Grant Harrison', followed by a period.

**Grant Harrison**

**Company Secretary**

**14<sup>th</sup> October 2022**

## Notes

1. A copy of the Company's Constitution is available for inspection at the registered office of the Company or on the Company's website at [www.sunlandgroup.com.au](http://www.sunlandgroup.com.au).
2. The Company's Annual Report 2022 is available for inspection at the registered office of the Company or on the Company's website [www.sunlandgroup.com.au](http://www.sunlandgroup.com.au).
3. Under regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) and in accordance with rule 5.6.1 of the ASX Settlement Operating Rules, the Board have determined that the shareholding of each Shareholder for the purposes of ascertaining their Voting Power at the AGM will be as it appears in the Share register at 7.00pm (Sydney time) 13 November 2022. Accordingly, and subject to any Voting Restriction, those persons are entitled to attend and vote at the meeting.
4. A Shareholder entitled to attend and vote at this AGM of the Company may appoint a proxy or attorney to vote on their behalf. A Shareholder who is a body corporate may appoint a representative to attend and vote on its behalf.
5. A Shareholder who is entitled to cast two or more votes at the AGM may appoint two proxies or attorneys and must specify the proportion each proxy or attorney is entitled to exercise. If two proxies or attorneys are appointed and the appointment does not specify the proportion or number of the Shareholder's votes, then the appointment is of no effect and neither of them may vote. A proxy or attorney need not be a Shareholder.
6. The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by a corporation must be executed in accordance with the *Corporations Act* and the constitution of that corporation.
7. To be effective, the instrument appointing a proxy (and the original power of attorney, if any, under which it is signed or a certified copy) must be received no later than 10.30am (Brisbane time) on Sunday, 13 November 2022 (48 hours before the time of the meeting). Documents may be lodged electronically, in person, by mail or by fax as follows:
  - (a) electronically: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link's website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).
  - (b) in person: Share Registry — Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138, Australia (during business hours Monday to Friday, 9:00am – 5:00pm).
  - (c) by mail: Share Registry — Sunland Group Limited C/- Link Market Services Limited, Locked Bag A 14, Sydney South NSW 1235, Australia.
  - (d) by fax: +61 2 9287 0309.
8. Any proxy form received after this deadline including at the meeting will be treated as invalid.
9. If you appoint a proxy, you may still attend at the meeting. However, your proxy's rights to speak and vote at the meeting are suspended while you are present and, therefore, you will be asked to revoke your proxy upon registering your presence at the meeting.

**Important information**

1. This Notice is dated 14<sup>th</sup> October 2022.
2. A copy of this Notice has been lodged with ASX in accordance with Listing Rule 15.1 and ASIC in accordance with section 218 of the Corporations Act. Neither ASX nor ASIC take any responsibility for the contents of this Notice.
3. This Notice does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the resolutions set out in this Notice.
4. This Notice is governed by the law in force in Queensland, Australia.

**Enquiries**

If you have any queries about the matters set out in this Notice, please contact Grant Harrison, Company Secretary, on +61 7 3456 5700 during business hours (Brisbane time) or by email [gharrison@sunlandgroup.com.au](mailto:gharrison@sunlandgroup.com.au).

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist the Company's Shareholders with their consideration of the resolutions to be put to the annual general meeting to be held on Tuesday, 15 November 2022. It describes in more detail the matters to be considered and should be read in its entirety.

### 1. Financial Statements and Reports

The Company's financial report, Directors' report and auditor's report will be put before the meeting.

The Directors will take questions on the management of the Company and the Company's auditor will be available to take questions and receive comments on the content of the auditor's report and the conduct of the audit. The report can be viewed at [www.sunlandgroup.com.au](http://www.sunlandgroup.com.au).

### 2. Remuneration Report

The Company's remuneration report for the financial year ended 30 June 2022 is set out on pages 9 through 11 of the financial statements for the Company (**Remuneration Report**). This Remuneration Report sets out the arrangements for the remuneration of the Company's Directors and Key Management Personnel.

The Corporations Act requires that the members be asked to vote on the Remuneration Report. This vote, however, is of an advisory nature only and does not bind the Company or its Directors. The report can be viewed via the annual report at [www.sunlandgroup.com.au](http://www.sunlandgroup.com.au).

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Sunland'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 of the Company's Directors (other than the Managing Director) must go up for re-election.

### 3. Re-election of Ron Eames as a Director

ASX Listing Rule 14.4 and article 6.1(e) of the Company's constitution sets out the requirements for the retiring of directors and a director's rights for re-election. In accordance with those rules, Mr Ron Eames retires at this AGM of the Company and, being eligible for re-election as a director of the Company, offers himself for re-election.

Following is a summary of the qualifications and experience of Mr Ron Eames:

- Non-Executive Director - Director since March 2006
- Member of Sunland's Audit and Risk Committee
- Member of the Australian Institute of Company Directors

Mr Eames is a partner in the Brisbane offices of law firm Holding Redlich and brings to the role more than 25 years' experience in the legal sector, specialising in front-end project work and project structure financing in the energy, resource, construction and tourism industries.

The Board recommend that Shareholders vote in favour of this resolution.

## 4. Glossary and Interpretation

### 4.1 Definitions

In this Notice, unless the context requires otherwise, the terms listed below have the adjacent meanings ascribed to them:

Term	Definition
<b>ASX</b>	the securities exchange operated by ASX Limited ACN 008 624 691 or the financial market which it operates, as applicable.
<b>Board</b>	the board of Directors of Sunland.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	the directors of Sunland as at the date of this Notice.
<b>Directed Proxy Form</b>	a proxy form which specifies how the proxy is to vote.
<b>AGM</b>	annual general meeting of Shareholder to be held on [Tuesday, 15 November] 2022 as described in the Notice.
<b>Explanatory Statement</b>	this document accompanying the Notice.
<b>GST</b>	means any form of goods and services tax payable under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth).
<b>Key Management Personnel</b>	are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2022.
<b>Listing Rules</b>	the listing rules of ASX.
<b>Notice</b>	this notice of AGM dated 14 <sup>th</sup> October 2022 and including the Explanatory Statement.
<b>Record Date</b>	7:00pm (Sydney time), 13 November 2022 or such other date as Sunland determines in accordance with the Corporations Act and Listing Rules for determination of entitlement to participate in relation to the AGM.
<b>Registry</b>	Link Market Services Limited ACN 083 214 537, in its capacity as Sunland's share registrar.
<b>Remuneration Report</b>	has the meaning given in section 2 of the Explanatory Statement.
<b>Share</b>	an issued fully paid ordinary share of the capital of Sunland.
<b>Shareholder</b>	a person registered as a holder of a Share at the Record Date.
<b>Sunland or Company</b>	Sunland Group Limited ACN 063 429 532.



<b>Sunland Group</b>	the Company and its controlled entities for the year ended 30 June 2022.
<b>Undirected Proxy</b>	a proxy which does not specify how the proxy is to vote.
<b>Undirected Proxy Form</b>	means a proxy form which does not specify how the proxy is to vote.
<b>Voting Restrictions</b>	Means the exclusions and prohibitions referred to in section 2 of the Notice.
<b>Voting Power</b>	voting entitlements of the Shareholders to attend and to vote at the AGM, subject to the Voting Restrictions.

## 4.2 Interpretation

In this Notice, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this Notice have a corresponding meaning;
- (d) terms used in this Notice and defined in the Corporations Act or Listing Rules have the meanings assigned to them in the Corporations Act or Listing Rules (unless expressly provided to the contrary in this Notice);
- (e) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (f) a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this Notice, as relevant;
- (g) a reference to legislation or a legislative provision includes any statutory modification or substitution of that legislation or legislative provision and any subordinate legislation issued under that legislation or legislative provision;
- (h) a reference to a body or authority which ceases to exist is a reference to either a body or authority that the parties agree to substitute for the named body or authority or, failing agreement, to a body or authority having substantially the same objects as the named body or authority;
- (i) headings and bold type are for convenience only and do not affect the interpretation of this Notice;
- (j) monetary amounts are expressed in Australian dollars;
- (k) a reference to time is to Sydney time, unless otherwise noted; and
- (l) a reference to writing includes all modes of representing or reproducing words in a legible, permanent and visible form.

This Notice is governed by the laws of Queensland.