



RAPTIS GROUP LIMITED

ABN 43 010 472 858

14 October 2022

Dear Sir/Madam

Level 16
1 Market Street
Sydney 2000



PO Box 25
Surfers Paradise
Queensland 4217
Australia
Tel (07) 5628 0474

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 via videoconference on 15 November 2022 at 2.30pm (AEST). You will be able to join us from your device by accessing the web address below on that day at that time.

<https://bit.ly/3EB7rZq>

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.

Yours faithfully
Raptis Group Limited

James Raptis
Chairman



RAPTIS GROUP LIMITED

ACN 010 472 858

Notice of Annual General Meeting

15 November 2022 2.30 pm

Level 3, 25 Elkhorn Avenue

Surfers Paradise 4217

ORDINARY BUSINESS

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 2022 be adopted”

Resolution 2 – Re-election of Malcolm Cory

“That Mr Malcolm Cory, 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 Pty Ltd as auditor

“That Nexia Sydney Audit Pty Ltd and or its Directors’ or Registered Company Auditor be removed as auditors of the Company”

Resolution 4 – Appointment of Hall Chadwick QLD as auditor

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Hall Chadwick QLD having been nominated by a Shareholder and consented in writing to act in the capacity of Auditor of the Company, be appointed as Auditor of the Company and the Directors be authorised to fix the remuneration of the Auditor.”

Note: Further comments appear in the Explanatory Statement. Also in accordance with section 328B(3) of the Corporations Act 2001(Cth) a copy of the notice of nomination of Auditor accompanies this Notice of Meeting.

By order of the Board
Dated 14 October 2022

Malcolm Cory
Company Secretary

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Raptis Group Limited (ABN 43 010 472 858) to be held at 2:30 p.m. AEST on Tuesday, 15 November 2022 at Level 3 25 Elkhorn Avenue, Surfers Paradise Queensland 4217 and at any adjournment or postponement of the meeting. This form must be completed and returned by 2:30 p.m. AEST on Friday, 11 November 2022.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Raptis Group Limited and entitled to attend and vote hereby appoint:

☐

the Chairperson of the Meeting (mark box with 'X')

OR

Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chairperson of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairperson of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Raptis Group Limited to be held at 2:30 p.m. AEST on Tuesday, 15 November 2022 at Level 3 25 Elkhorn Avenue, Surfers Paradise Queensland 4217 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

I/We acknowledge, if the Chairperson of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairperson of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairperson of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1

REMUNERATION REPORT

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairperson's voting intention: **Abstain**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 2

RE-ELECTION OF MALCOLM CORY AS A
DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 3

REMOVAL OF NEXIA SYDNEY AUDIT
PTY LIMITED AS AUDITOR.

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 4

APPOINTMENT OF HALL CHADWICK
QLD AS AUDITOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Note: Note: Further comments appear in the Explanatory Statement. Also in accordance with section 328B(3) of the Corporations Act 2001(Cth) a copy of the notice of nomination of Auditor accompanies this Notice of Meeting.

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM


Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:


EMAIL:

 mail@nextregistries.com.au

POST:

 PO Box H195
Australia Square NSW 1215

FAX:

 +61 2 9251 7138

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting ("Notice") of Raptis Group Limited ("the Company") to be held at 2.30pm (AEST) on 15 November 2022.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the year ended 30 June 2022 form part of the Annual Report that will be presented to the meeting for review and discussion. The Company's auditor will also be present to answer appropriate questions. Consideration of the Audited Financial Statements does not require a resolution.

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.

Directors remuneration

Directors have agreed to work for the period to 30 September 2023 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 30 September 2022.

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 2022 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 Malcolm Cory

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 Malcolm Cory retires at the meeting and being eligible, offers himself for re-election as a Director.

Mr Malcolm Cory (age 62) and currently acts as Director Secretary and Chief Financial Officer.

Malcolm is a Chartered Accountant and has over 30 years’ experience in the construction and property development industries.

Resolutions 3 & 4 Change of auditor

Members will be asked to consider and if thought fit, pass the following resolution.

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Hall Chadwick QLD having been nominated by a Shareholder and consented in writing to act in the capacity of Auditor of the Company, be appointed as Auditor of the Company and the Directors be authorised to fix the remuneration of the Auditor.”

The Corporations Act 2001 (Cth) requires that members approve the appointment of a new auditor.

The Company’s auditor Nexia Sydney Audit Pty Ltd has resigned as auditor, there are no disputes with the audit company or its representatives. The Board has been and continues to be satisfied with the audit services of Nexia Sydney Audit Pty Ltd. In accordance with the required process ASIC have advised they have no objection to their resignation. Hall Chadwick QLD have provided the Board with its written consent to act as statutory auditor for the company.

The Board recommends members vote in favour of the appointment of Hall Chadwick Qld as the Company's auditor.

Hanslow Holdings Pty Ltd a shareholder with a holding of more than 5% has provided a Notice of Intention to move a Resolution to propose the appointment of Hall Chadwick QLD as Statutory Auditor of the Company. A copy of the notice from Hanslow Holdings Pty Ltd is attached to this notice of meeting.

GLOSSARY

AGM or **Annual General Meeting** means the meeting convened by the Notice of Meeting.

Company means Raptis Group Limited ACN 010 472 858.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting means the notice of meeting including the explanatory statement.

Remuneration Report means the report on remuneration of Key Management Personnel contained within the Directors' Reports for the year ended 30 June 2022.

Resolution means a resolution set out in the Notice of Meeting.

Shareholder means the holder of a Share.

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

14 October 2022

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

Dear Sirs,

Hanslow Holdings Pty Ltd, a shareholder of the company hereby gives written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of Hall Chadwick QLD for appointment as Statutory Auditor of the Company at the next Annual General Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Raptis', with a stylized flourish at the end.

James Raptis
Director
Hanslow Holdings Pty Ltd