

22 September 2015

Dear Shareholder,

**RE: Annual General Meeting Notices and Proxy Forms**

Thank you for your patience and support for the restructure of the company. The support of major shareholders has enabled the company to be in a position to seek to return to trade over the next six to ten weeks.

The attached documents include for your consideration resolutions for the restructure and bringing up to date the business of the company.

The enclosed notice of meeting covers the following matters:

1. Annual General Meetings for the years ending 30 June 2008 to 30 June 2014. Including the resolutions for normal items of business.
2. Resolutions 5 and 6 concerning approval of share transactions involving interests associated with two of the Directors.

We are pleased to be approaching the return to business and the return of value to Shareholders and Creditors who will soon hold shares.

Yours faithfully  
Raptis Group Limited



James Raptis  
Director

Level 29  
Suncorp Centre  
259 George Street  
Sydney



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



# RAPTIS GROUP LIMITED

ACN 010 472 858

## Notice of Annual General Meeting

Notice is hereby given that the 2008 to 2014 Annual General Meetings of Raptis Group Limited (Company) will be held at the office of Russell Bedford Chartered Accountants Level 29 Suncorp Place 259 George Street Sydney on 22 October 2015 at 11.00am.

### ORDINARY BUSINESS

#### Financial Reports

To receive and consider the Financial Reports of the Company and the consolidated entity and the Reports of the Directors and Auditor for each of the financial years ended 30 June 2008 to 30 June 2014 (inclusive).

#### Resolution 1 - Remuneration Reports.

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

"That the Remuneration Reports for each of the years ended 30 June 2008 to 30 June 2014 (inclusive) be adopted."

#### Resolutions 2, 3 and 4 - Re-election of Directors

##### Resolution 2 - Mr James Raptis OBE

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

"That Mr James Raptis who retires as a Director 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 - Mrs Helen Raptis

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

"That Mrs Helen Raptis, who was appointed to fill a casual vacancy since the last shareholder meeting and retires in accordance with rule 12.5 of the Constitution, and being eligible, be re-elected as a Director of the Company."

##### Resolution 4 - Mr Malcolm Cory

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

"That Mr Malcolm Cory, who was appointed to fill a casual vacancy since the last shareholder meeting and retires in accordance with rule 12.5 of the Constitution, and being eligible, be re-elected as a Director of the Company."

### SPECIAL BUSINESS

#### Resolution 5 – Shares to be transferred to Hanslow Holdings Pty Ltd pursuant to DOCA

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

"That for the purposes of Section 611 of the Corporations Act 2001 and for all other purposes, Shareholders approve the transfer of 8,286,833 ordinary shares in the capital of the Company from Mr Brian Silvia and Andrew Cummins (acting as Trustees of the Raptis Group Creditors Trust) to Hanslow Holdings Pty Ltd, an entity associated with directors James and Helen Raptis, in accordance with the terms of the DOCA as set out in the Explanatory Statement."

Resolution 6 – Shares to be issued to Hanslow Holdings Pty Ltd for historical funding and support.

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

"That for the purposes of Sections 208 and 611 of the Corporations Act 2001, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Issue of forty million ordinary shares in the capital of the Company to Hanslow Holdings Pty Ltd, an entity associated with James and Helen Raptis, on the terms and conditions set out in the Explanatory Statement."

Further information specific to resolutions 1–6 is set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

By order of the Board

Dated this 22<sup>nd</sup> day of September, 2015.

A handwritten signature in black ink, appearing to be 'M. Cory', written in a cursive style.

Malcolm Cory  
Company Secretary

## Voting Exclusion Statements

### Resolution 1

The Company will disregard any votes cast in respect of resolutions 1 by any Director and other key management personnel of the Company and their closely related parties.

However, the Company need not disregard a vote in respect of resolution 1 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 resolution 1.

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's Remuneration Reports for the financial years ended 30 June 2008 to 30 June 2014 identify the Company's key management personnel for each of those financial years. Their "closely related parties" are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

### Resolutions 5 and 6

The Company will disregard any votes cast on resolution 5 and 6 by any person who is to participate in the issue of shares referred to in resolution 5 and 6 or any associate of any such person, unless the vote is cast as proxy for a person who is entitled to vote, in accordance with directions on the proxy form specifying how the proxy is to vote; or the vote is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Determination of entitlement to vote

For the purpose of the Meeting, the Directors have determined that shares will be taken to be held by persons registered as shareholders as at 11.00am (Sydney time) on 28 September 2015.

### Proxies

Each shareholder may appoint a proxy, who need not be a shareholder, to attend and vote at the AGM on the shareholder's behalf. A shareholder who is entitled to attend and cast two or more votes at the Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll. A proxy form and, if not signed by the shareholder, the power of attorney or other authority (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company at least 48 hours before the time for holding the Meeting – that is, by 11.00 am (Sydney time) on 20 October 2015.

Proxy forms may be lodged with the Company by:

- (i) posting, them in the accompanying reply-paid envelope to Raptis Group Limited, PO Box 25, Surfers Paradise QLD 4217; or
- (ii) sending them by fax to the share registry, RB Registries on + 61 2 9251 1275; or
- (iii) delivering them by hand to the share registry, RB Registries at, Level 29, Suncorp Place, 259 George Street, Sydney NSW 2000

### Corporate representatives

A company wishing to appoint a person to act as its representative at the meeting must provide that person with a letter executed in accordance with the company's constitution and the Corporations Act authorising him or her to act as the member's representative.

### Voting Intentions of Chairman

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

## **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 the Company.

### **PRESENTATION OF AUDITED FINANCIAL STATEMENTS**

The Audited Financial Statements for the years ended 30 June 2008 to 30 June 2014 form part of the Annual Reports 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 REPORTS**

Each of the Annual Reports 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(s) 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, for other reasons, each of the Directors are standing for re-election at this meeting in any event.

### **RESOLUTION 2 – RE-ELECTION OF JAMES RAPTIS OBE**

Rule 12.9 of the Company's Constitution and ASX Listing Rule 14.4 requires that a Director must not hold office without re-election past his third AGM following the Director's appointment or 3 years, whichever is longer. Accordingly Mr James Raptis OBE retires by rotation and being eligible, offers himself for re-election as a Director.

Mr James Raptis OBE (68 years) 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 35 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.

### **RESOLUTION 3 – RE-ELECTION OF MRS HELEN RAPTIS**

Rule 12.5 of the Company's Constitution requires that a Director who was appointed to fill a casual vacancy since the last Shareholder meeting, retire at the next meeting and stand for re-election by Shareholders. Accordingly Mrs Helen Raptis retires by rotation and being eligible, offers herself for re-election as a Director.

Mrs Helen Raptis (58 years) has fulfilled marketing roles with Raptis Group since 2002. She holds a degree in education and her experience includes property investment, marketing, and event management. Helen was appointed to the Board on 19 June 2009 and holds a position as Executive Director. Helen is married to James Raptis and has supported the Company by acting as a Director during the difficult 2009 to 2015 period whilst the group was restructured. It is proposed Mrs Raptis will retire consequent upon the appointment of new independent directors following relisting on the ASX.

### **RESOLUTION 4 – RE-ELECTION OF MALCOLM CORY**

Rule 12.5 of the Company's Constitution requires that a Director who was appointed to fill a casual vacancy since the last Shareholder meeting, retire at the next meeting and 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 (55 years) holds a position as an Executive Director. He is a Chartered Accountant and commenced working with the company in 1989 as Chief Financial Officer and was also appointed as joint Company Secretary in 1993. Malcolm was appointed to the Board on 17 March 2015 and is currently nominated as Director by his company, Campion Cottages Pty Ltd, which holds 4,000,000 shares in the Company.

### **RESOLUTIONS 5 & 6 – ISSUE OF SHARES TO HANSLOW HOLDINGS PTY LTD, A COMPANY ASSOCIATED WITH JAMES AND HELEN RAPTIS**

Resolutions 5 seeks shareholder approval for the acceptance of 8,286,833 shares by Hanslow Holdings Pty Ltd ("Hanslow") that are proposed to be transferred pursuant to the Creditors Trust created by the 2009 DOCA. Hanslow's pari passu entitlement to the Creditors Trust shares arose as a consequence of paying out certain former secured creditors. Notably those shares have already been issued to the Trustee of the Creditors Trust to complete the terms of the DOCA and is not a new issue of shares.

Resolution 6 seeks shareholder approval for a new issue of 40 million shares to Hanslow for no consideration having regard to approximately \$6 million in funds arranged by Hanslow and expended by its associates to meet settlements, litigations and other legal costs, administration costs and other expenses of the Company and certain controlled entities since the Company was placed in administration in 2009 together with existing and further efforts to identify an appropriate property development project to restore the Company to trading and enable re-listing on the ASX for the benefit of all shareholders.

Any further acquisition and/or issue of new shares by Hanslow, an associate of James and Helen Raptis who are Related Parties and which company already holds more than 20% of the voting securities of Raptis Group Limited, requires the Company to obtain prior shareholder approval for the following reasons:

- ❖ Section 606 of the Corporations Act 2001 (the takeover provisions) prohibits an acquisition of a relevant interest in the issued voting shares of a company, if as a result of the transaction, a person's or company's voting power in the company:
  - increases from under 20% to more than 20%; or

- increases from a starting point which is above 20%, but less than 90%.

However, certain acquisitions of relevant interests are exempt from this rule including, among others, acquisitions approved by Shareholders pursuant to Section 611, Item 7 of the Act.

- ❖ Section 208 of the Corporations Act 2001, requires a public company to obtain the approval of the company's shareholders before the company gives a financial benefit to a related party of the public company. Section 228 (2) identifies directors of the company as Related Parties and Section 228 (4) confirms an entity controlled by a related party is also a related party of the public company. Section 229 (3)(e) includes the issuing of securities to a related party as "giving a financial benefit".
- ❖ ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party unless an exception in Listing Rule 10.12 applies, such as obtaining non-associated shareholder approval.

### **Financial Position of Raptis Group Limited**

Whilst the DOCA and reorganisation has eliminated all debt, Raptis Group Limited currently has no assets or any activity. Consequently, the shares are considered to have nil or only nominal value.

### **Hanslow's Intentions**

Subject to the approval of all resolutions to be put at this meeting, it is the intention of Hanslow to provide support to finalise a new property development project for the Company, to recommence trading and to seek re-listing of the Company's securities on the ASX. It is anticipated this progress will be achieved before the end of the 2015 year.

To acquire development assets and re-listing on the ASX, Raptis Group Limited will need to raise new capital. As major shareholder Hanslow expects to fund the initial capital required for these purposes on terms to be agreed by shareholders. Accordingly, provided the resolutions are approved and following finalisation of negotiations for the initial new project and consequent capital funding requirements, the Company proposes to hold a further shareholder meeting (the 2015 AGM) at which time it seek shareholder approval for a placement to Hanslow for cash consideration to fund the capital requirements.

In the alternative, if the resolutions are not approved and Hanslow withdraws support, the Company is unlikely to successfully complete the restructure. In this case no return would be expected to shareholders.

### **Resolution 5 - Transfer of shares to Hanslow Holdings Pty Ltd pursuant to DOCA**

On 18 September 2009 the Raptis Group Limited Creditors Trust was approved pursuant to the Deed of Company Arrangement (DOCA) with Brian Silvia and Andrew Cummins of BRI Ferrier NSW Pty Ltd (the DOCA Administrators) appointed as trustees. The Raptis Group Limited Creditors Trust includes provision to issue 35 million shares in the Company to former creditors of Raptis Group Limited. Similarly, the DOCA for Rapcivic Contractors Pty Ltd includes the provision to issue 5 million shares in the Company to the subcontractors and suppliers of that formerly controlled building company. The Company issued those shares to the Trustees on 18 September 2009 and the Trustees have now determined the Creditors individual entitlements.

On 30 June 2014 Hanslow arranged the payment of \$400,000 for:

- the release of Raptis Group Limited from the Fixed and Floating Charge that was originally granted to Capital Finance Australia Pty Ltd on 1 August 2008;
- the lifting of the partial receivership over Raptis Group Limited; and
- the release of the charge over Rapcivic Contractors Pty Ltd.

The release of these securities was necessary to enable the Company to acquire assets and recommence its traditional business of property development and in due course, seek relisting on the ASX.

As a consequence of making the payment to the secured parties, Hanslow became entitled, *pari passu* with other scheme creditors, to receive shares in Raptis Group Limited pursuant to the DOCA and the Creditors Trust. However there is no automatic exemption from the takeover rules for an acquisition of shares under a DOCA. To resolve this impediment, the Company and Hanslow seek shareholder approval for the further acquisition of voting shares by Hanslow in accordance with Section 611 of the Act.

Pursuant to the requirements of Section 611, Item 7 of the Corporations Act and the ASIC Regulatory Guide 74 "Acquisitions Agreed to by Shareholders", the following information is provided in relation to the proposed acquisition of voting shares by Hanslow.

- (i) the identity of the person proposing to make the acquisition is Hanslow Holdings Pty Ltd ACN 600 765 213, a company associated with directors, James and Helen Raptis.
- (ii) the maximum extent of the increase in Hanslow's voting power that would result from the acquisition of the subject 8,286,833 shares is 8%
- (iii) the voting power Hanslow would have as a result of the acquisition is 47,509,937 shares equating to 46.2%.
- (iv) the maximum extent of the increase in voting power of each of Hanslow's associates that would result from the acquisition is nil.
- (v) the voting power that each of Hanslow's associates would have as a result of the acquisition is nil.
- (vi) the proposed acquisition is expected to occur within 7 days following approval by shareholders of the Company.
- (vii) Hanslow is considered to already have practical control of the Company and as such, no premium for control is warranted. Notwithstanding, in paying out the former secured creditors at a cost of \$400,000, Hanslow has effectively paid 4.8 cents per share entitlement which is considered to constitute a significant premium.
- (viii) The Directors believe the acquisition of Creditors Trust shares by Hanslow to be both Fair and Reasonable to the non-associated shareholders as:
  - (a) whilst no funds are receivable by the Company and therefore the formal comparison of "fairness" is not relevant, the entitlements were acquired at a premium to the assessed share value; and
  - (b) the non-associated shareholders will be better off if the transaction is approved and Hanslow continues to support the company with the prospect it will recommence trading and be relisted on the ASX restoring, at least, some shareholder value. In



the alternative, if the resolutions are not approved and Hanslow withdraws support, the Company is unlikely to successfully complete the restructure. In this case no return would be expected to shareholders.

- (ix) Mr James Raptis and Mrs Helen Raptis decline to make a recommendation to shareholders in relation to Resolution 5 due to their material personal interest in the outcome on the basis that their associate, Hanslow is to acquire ordinary shares in the Company. Mr Malcolm Cory recommends shareholders vote in favour of the motion in order to recognise Hanslow's contribution consistent with the terms of the Creditors Trust and to maintain that support with the view to restore value to all shareholders.
- (x) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

### **Resolution 6 - Issue of shares to Hanslow Holdings Pty Ltd**

Shareholders would be aware that the Company was placed in Voluntary Administration on 31 January 2009 following the appointment of Receivers to certain controlled entities by Capital Finance Australia Pty Ltd on 9 September 2008 and it ceased normal trading.

Subsequent to that appointment, Mr James and Mrs Helen Raptis, together with their associates, have arranged substantial financial support and other efforts to the Company to resolve claims of various creditors, including funding significant litigation, due to material disputes, meet Administrators fees, enable the Company reconstruction, administration costs to maintain the Company's existence, and the identification of a potential property development project with the intention to restore the company business and arrange its relisting on the ASX, for the benefit of all shareholders. Hanslow has identified in excess of \$6 million it has arranged and associates have expended on these activities over the 7 year period.

In recognition of that support and the continuing assistance necessarily provided to achieve a successful restructure, Mr James & Mrs Helen Raptis seek the issue of 40 million ordinary shares to their associate entity, Hanslow.

As noted above, that issue of shares requires approval by the non-associated shareholders pursuant to several statutory and ASX heads.

Pursuant to the requirements of Section 611, Item 7 of the Corporations Act and the ASIC Regulatory Guide 74 "Acquisitions Agreed to by Shareholders", the following information is provided in relation to the proposed issue of 40 million new voting shares to Hanslow for no consideration:

- (i) the identity of the person proposing to make the acquisition is Hanslow Holdings Pty Ltd ACN 600 765 213, a company associated with directors, James and Helen Raptis.
- (ii) the maximum extent of the increase in Hanslow's voting power that would result from the acquisition of the subject 40,000,000 shares is 28%
- (iii) assuming Resolution 5 is passed, the voting power Hanslow would have as a result of the acquisition is 87,509,937 shares equating to 61.3%.
- (iv) the maximum extent of the increase in voting power of each of Hanslow's associates that would result from the acquisition is nil.

- (v) the voting power that each of Hanslow's associates would have as a result of the acquisition is nil.
- (vi) the proposed acquisition is expected to occur within 7 days following approval by shareholders of the Company.
- (vii) Hanslow is considered to already have practical control of the Company and as such, no premium for control is warranted.
- (viii) The Directors believe the issue of 40 million new shares to Hanslow at nil consideration to be both Fair and Reasonable to the non-associated shareholders as:
  - (a) Over the last 7 years, Hanslow has arranged and its associates have provided funding and/or incurred costs in excess of \$6 million relevant to the restructuring process, funding litigation to determine the Company's liabilities, administration and maintenance costs (excluding any director salaries) together with assisting identify a suitable property development project to enable the Company to recommence trading. The \$6 million quantum of financial assistance implies an acquisition cost of 15c cents per share; and
  - (b) the non-associated shareholders will be better off if the transaction is approved and Hanslow continues to support the company with the prospect it will recommence operations and resume trading on the ASX whereby some value will accrue to the benefit of all shareholders. In the alternative, if the resolutions are not approved and Hanslow withdraws support, the Company is unlikely to successfully complete the restructure. In this case no return would be expected to shareholders.

In addition to the above, the following specific information is provided pursuant to the requirements of Section 219 of the Corporations Act and ASX Listing Rule 10.12.

- (ix) the related parties to whom the proposed resolution would permit financial benefits to be given are James and Helen Raptis, by virtue of being Directors.
- (x) the nature of the financial benefit is 40 million fully paid ordinary voting shares in the capital of the company for no consideration.
- (xi) Mr James Raptis and Mrs Helen Raptis decline to make a recommendation to shareholders in relation to Resolution 6 due to their material personal interest in the outcome on the basis that their associate, Hanslow is to be issued ordinary shares in the Company. Mr Malcolm Cory recommends shareholders vote in favour of the motion in order to recognise James and Helen's support over the period during reconstruction and to maintain that support with the view to restore value to all shareholders.
- (xii) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

**(xiii) Independent Experts Report**

As acknowledged in ASIC Regulatory Guide 74: "Acquisitions agreed to by Shareholders" (RG 74:40), it is not always appropriate to provide an independent experts analysis of the proposed transactions. In the current circumstances, the Directors have commented on the fairness and reasonableness of the proposed transactions and possible change of control. The Directors believe the matters are simple, in difference to most "acquisitions" and that further independent analysis would

not be of material benefit to the non-associated shareholders. The Directors note the company does not presently have means to undertake that expense, and that any further delay in effecting the restructure would be detrimental to the shareholders entitled to vote. Accordingly, no Independent Experts report is included with this Explanatory Statement.

## CHANGES IN VOTING INTERESTS

The following table sets out the changes in voting interests of Hanslow in the Company should the Resolutions be approved.

Ordinary shares	Hanslow shares	Total shares on issue	Hanslow voting %
Prior to distribution of shares from Creditors Trust	39,223,104	62,842,247	62.4%
Increase in voting rights from Creditors Trust distribution (Resolution 5)	8,286,833	40,000,000	8.0%
Voting interests after distribution	47,509,937	102,842,247	46.2%
Increase in voting rights due to proposed new issue (Resolution 6)	40,000,000	40,000,000	28.0%
Voting interests after proposed new issue	87,509,937	142,842,247	61.3%

## GLOSSARY

**\$ or cents** means Australian Dollars or Cents.

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

**ASX** means ASX Ltd, or the Australian Securities Exchange, as the context requires.

**Board** means the current board of directors of the Company.

**Chairman** means the Chairman of the Board.

**Company** means Raptis Group Limited ACN 010 472 858.

**Constitution** means the Company's constitution.

**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.

**Hanslow** means Hanslow Holdings Pty Ltd ACN 600 765 213

**Listing Rules** means the ASX Listing Rules.

**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 years ended 30 June 2014.

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

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means the holder of a Share.

## **How to Complete the following Proxy Form**

### **1. Your Name and Address**

If lodging by facsimile please complete the name and address on the front of the Proxy Form as it appears on the Company's share register. If the mailing information is incorrect, please make the correction on 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.

### **Lodgment 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 11.00 am on 20 October 2015 being not later than 48 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 Raptis Group Ltd's share registry as follows:**

RB Registries  
Level 29, Suncorp Place,  
259 George Street,  
Sydney NSW 2000

Facsimile: 02 9251 1275



# RAPTIS GROUP LIMITED

ACN 010 472 858

## PROXY FORM FOR ANNUAL GENERAL MEETING

Name:.....  
Address:.....  
Address:.....  
Address:.....  
Address:.....

HIN/SRN

I/We being a member(s) 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 22 October at 11.00 am 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*
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr James Raptis OBE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director - Mrs Helen Raptis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director - Mr Malcolm Cory	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Acquisition of voting shares pursuant to <i>pari passu</i> distribution from the Creditors Trust by Hanslow Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Shares to Hanslow Holdings Pty Ltd	<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.

### D. SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Security holder 1  
(Individual)

Sole Director and  
Sole Company Secretary

Joint Security holder 2  
(Individual)

Director/ Company Secretary  
(delete one)

Joint Security holder 3  
(Individual)

Director

SEE PREVIOUS PAGE FOR NOTES ON HOW TO COMPLETE THIS FORM