

12 October 2015

Dear Shareholder,

RE: 2015 Annual General Meeting Notice and Proxy Forms

Thank you for your patience and support for the restructure of the company. The 2015 Annual General Meeting is scheduled for 12 November 2015.

If the resolutions for this and the meeting on 22 October 2015 are approved by shareholders, Raptis Group Limited intends to apply for reinstatement of official quotation on the Australian Securities Exchange.

The enclosed Notice of Meeting covers the following matters:

1. Annual General Meeting for the year ended 30 June 2015, including consideration of the financial report and resolution for adoption of the Remuneration Report.
2. A special resolution to approve the issue of shares to interests associated with Directors, James & Helen Raptis, at 15 cents cash per share to provide working capital
3. A notice to request printed annual reports in future rather than an online version. If you wish to view the online reports no action is required.

We are pleased to be approaching the return to trading.

Yours sincerely
Raptis Group Limited



James Raptis OBE
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 2015 Annual General Meeting of Raptis Group Limited ("Company") will be held at the offices of Russell Bedford Chartered Accountants, Level 29, Suncorp Place, 259 George Street, Sydney on 12 November 2015 at 11.00am.

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 Auditor for the financial year ended 30 June 2015.

Resolution 1 - Remuneration Report.

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

"That the Remuneration Report for the year ended 30 June 2015 be adopted."

SPECIAL BUSINESS

Resolution 2 – Shares to be issued to Hanslow Holdings Pty Ltd for cash.

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 ten million ordinary fully paid shares in the capital of the Company to Hanslow Holdings Pty Ltd, an entity associated with James and Helen Raptis, to be issued at 15 cents per share (\$1.5 million dollars in total) on the terms and conditions set out in the Explanatory Statement."

Further information specific to resolutions 1 and 2 is set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

By order of the Board
Dated this 12th day of October, 2015.

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 Remuneration Report for the financial year ended 30 June 2015 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

The Company will disregard any votes cast on resolution 2 by any person who is to participate in the issue of shares referred to in resolution 2 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 30 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 12 November 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 at RB Registries, 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 Raptis Group Limited ("the Company") to be held 12 November 2015.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the year ended 30 June 2015 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, for other reasons, each of the Directors are standing for re-election on 22 October 2015 and that no remuneration was paid to Directors or Executives in the period.

RESOLUTION 2 – ISSUE OF SHARES TO HANSLOW HOLDINGS PTY LTD

Resolution 2 seeks shareholder approval for a new issue of 10 million fully paid ordinary shares to Hanslow Holdings Pty Ltd ("Hanslow"), a company associated with related party Directors, James and Helen Raptis, at a price of 15 cents per share (\$1,500,000 in aggregate). This issue will assist compliance with Australian Securities Exchange (ASX) listing rule 12.2 under which a company seeking to resume trading is required to have adequate cash working capital, net of liabilities.

Hanslow and its associates currently hold more than 20% of the voting securities of Raptis Group Limited. Any further acquisition of shares by Hanslow 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, prior to this issue and re-quotations, the shares are considered to have only nil or nominal value.

Hanslow's Intentions

Subject to the approval of all resolutions at the meeting on 22 October 2015 and this meeting on 12 November 2015, it is the intention of Hanslow to subscribe for \$1.5 million shares, continue to provide support to finalise a new property development project for the Company, to seek re-listing of the Company's securities on the ASX and to resume development activities. It is anticipated this will be achieved before the end of the 2015 calendar year.

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.

Issue of shares to Hanslow Holdings Pty Ltd

The Directors draw shareholders attention to the 22 October 2015 Notice of Meeting and Explanatory Statement disclosed on the ASX website (asx.com.au company code RPG) and mailed to members under cover of letter of 22 September 2015. These documents provide details of proposals for the acquisition of shares by Hanslow pursuant to the Creditors Trust and a new issue

The information and table below providing details Hanslow's equity interests assumes the resolutions are passed at the 22 October 2015 meeting and the shares transferred and /or issued.

The following information is provided in respect of the further proposed new acquisition of voting shares by Hanslow, the subject of this meeting in accordance with the requirements of Section 611, Item 7 of the Corporations Act and the ASIC Regulatory Guide 74 "Acquisitions Agreed to by Shareholders":

- (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 10,000,000 shares is 6.5%
- (iii) the voting power Hanslow would have as a result of the acquisition is 97,509,937 shares equating to 63.8%.
- (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 14 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 shares to Hanslow to be both Fair and Reasonable to the non-associated shareholders as:

- (a) Prior to this issue and the restructure, the company has no assets and the shares are considered to be of nil or nominal value. The proposed issue price of 15 cents per share is a substantial premium to the assessed share value.. Accordingly, the price paid by Hanslow is considered "fair" to the non-associated shareholders; 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 the circumstances the share issue transaction is also considered "reasonable" to the non-associated shareholders.
- (ix) Mr James Raptis and Mrs Helen Raptis decline to make a recommendation to shareholders in relation to Resolution 2 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 satisfy the listing requirement, as a practical consideration of providing working capital, and notes the issue price of 15 cents is a premium to the value of shares in the absence of support by Hanslow.
- (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.

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 the issue of 10 million fully paid ordinary voting shares in the capital of the company for 15 cents per share consideration.

CHANGES IN VOTING INTERESTS

The following table sets out the changes in voting interests of Hanslow in the Company should the Resolution 2 be approved.

Ordinary shares	Hanslow shares	Total shares on issue	Hanslow voting %
Voting interests (assuming the 22 October 2015 resolutions are passed and shares acquired/issued)	87,509,937	142,842,247	61.3%
Increase in voting rights due to proposed issue (being Resolution 2 at meeting of 12 November 2015)	10,000,000	10,000,000	6.5%
Resulting aggregate voting interests	97,509,937	152,842,247	63.8%

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 year ended 30 June 2015.

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.



RAPTIS GROUP LIMITED

ACN 010 472 858

PROXY FORM FOR 2015 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 12 November 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

1. Remuneration Report

2. Issue of 10 million new Shares to Hanslow Holdings Pty Ltd

For **Against** **Abstain***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 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.

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 10 November 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

All correspondence to:

Raptis Group Limited Share Registry
C/- RB Registries
Level 29, 259 George Street
Sydney NSW 2000 Australia

Telephone 61 2 9032 3000
Facsimile 61 2 9251 1275
Email: Registry@rbnsw.com.au

12 October 2015

Name.....
Address.....
Address.....
Address.....
Address.....
Address.....

HOLDER NO:

IMPORTANT NOTICE

The default option for receiving your Annual Report has changed from a printed copy to an electronic version via our website www.raptisgroup.com.au. You have the choice of receiving your Annual Report online or continuing to receive a printed Annual Report.

**MAKE YOUR SELECTION ON THE NEXT PAGE,
"YOUR ANNUAL REPORT OPTIONS"**

Dear shareholder

ANNUAL REPORT DELIVERY CHANGE – WHAT THIS MEANS FOR YOU

The Australian Government has introduced legislation allowing the default option for receiving Annual Reports to be online via a company's website. You will now receive timely, cost effective and "greener" online Annual Reports unless you request a printed copy.

Please note that if you would like to receive your annual report online, ***simply do nothing***. You will be advised of the download details with your Notice of AGM. However if you would like us to continue to send you a printed version please mark the box on the back of this form and return it to our share registry at the address at the top of this form. .

If you have any questions about this form please contact us on (07) 55318100.

Yours sincerely
Malcolm Cory
Company Secretary

YOUR ANNUAL REPORT OPTIONS

Holder Number:

--

OPTION 1 To receive an email when your annual report becomes available online, enter your email address below and send it to RB Registries, Level 29, 259 George Street, Sydney, NSW, Australia.

@

[illegible]

OPTION 2 To continue receiving a printed version of the Annual Report, please tick the box below.



PRINTED ANNUAL REPORT

NO ACTION



If you take no action, information on accessing your Annual Report online will be provided in your Notice of AGM each year. If you select this option please **do not** return this form.