



23 October 2015

**GATEWAY LIFESTYLE GROUP
ASX RELEASE**

2015 AGM Notice of Meeting

In accordance with Listing Rule 3.17, please find attached the Notice of Meeting and Proxy Form for the Gateway Lifestyle Annual General Meeting, to be held on Thursday 26 November 2015.

The Annual Report for the year ended 30 June 2015 was previously released to the ASX on 25 September 2015 and is available on the Company's website at:

<http://investor.gatewaylifestyle.com.au/Investor-Centre/?page=Annual-Reports>

The NOM and Proxy Form will be despatched to security holders today in accordance with their elections.

These documents are also available on the Group's website at

<http://investor.gatewaylifestyle.com.au/investor-centre/?page=agm>.

John Wong
Company Secretary



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of shareholders of Gateway Lifestyle Operations Limited A.C.N. 605 543 968 (**Company**) will be held in conjunction with a General Meeting of unit holders of Residential Parks No.2 Trust (ARSN 605 803 41) (**Trust**) (together, **Gateway Lifestyle**) (**Annual General Meeting**, or **AGM**), at Level 3, 7-9 Irvine Place, Bella Vista, New South Wales on 26 November 2015 at 10am (AEDT).

A G E N D A

Annual Financial Report, Directors' Report and Auditor's Report

1. To receive Gateway Lifestyle's Financial Statements, the Directors' Declaration and the Directors' Report and Independent Audit Report for the year ended 30 June 2015.

Note: There is no requirement for securityholders to approve these reports.

Adoption of Remuneration Report for Year Ended 30 June 2015

2. To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2015.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Directors

3. To elect Mr Andrew Love as a Director of the Company by passing the following resolution as an ordinary resolution:

"That Mr Andrew Love, a Non-Executive Director who retires by rotation in accordance the Constitution of the Company and being eligible, be elected as a Director of the Company".

4. To elect Mr Andrew Fay as a Director of the Company by passing the following resolution as an ordinary resolution:

"That Mr Andrew Fay, a Non-Executive Director who retires by rotation in accordance with the Constitution of the Company and being eligible, be elected as a Director of the Company".

Appointment of Auditors

5. To consider, and if thought fit, pass the following resolution as an ordinary resolution with or without amendment:

"That, for the purpose of section 327B(1) of the Corporations Act 2001 (Cth), Ernst & Young of 680 George Street, Sydney, New South Wales, having been duly nominated by a securityholder of the Company and having consented in writing to act, be appointed as auditor of the Company."

INFORMATION FOR SECURITYHOLDERS

This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Statement. The Explanatory Statement forms part of this Notice of Annual General Meeting

ELIGIBILITY TO VOTE

For the purposes of the Meeting, the Directors have determined that shares will be taken to be held by persons registered as securityholders of Gateway Lifestyle at **7pm (AEDT) on 24 November 2015**.

PROXIES

Each securityholder who is entitled to attend and vote at the AGM may appoint not more than two proxies to attend and vote at the AGM on the securityholder's behalf. A proxy need not be a securityholder of Gateway Lifestyle, and may be either an individual or a body corporate.

Where two proxies are appointed by a securityholder, the securityholder may specify the proportion or number of votes which each proxy is entitled to exercise on a poll. If the appointment does not specify the proportion or number of securityholder's votes, each proxy may exercise one half of the votes on a poll.

CORPORATE REPRESENTATIVES

A body corporate which is a securityholder or the proxy of a securityholder may appoint an individual as its representative to exercise all or any of its powers that it could exercise at the Meeting. The representative should bring to the meeting original documentation evidencing his or her appointment, including any authority under which the appointment is signed.

PROXY DEADLINE

A Proxy Form and, if the Proxy Form is not signed by the securityholder, 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 at least 48 hours before the time for holding the Meeting – that is, by **10 am (AEDT) on 24 November 2015**. Securityholders may lodge their proxy appointment online at www.linkmarketservices.com.au or by completing the enclosed Proxy Form and returning it in the envelope provided. Instructions on how to appoint a proxy are detailed on the back of the Proxy Form. Proxies may be lodged online or returned by mail or by fax on + 61 2 9287 0309.

ATTACHMENTS

- A. Voting Exclusion Statement.
- B. Explanatory Notes.
- C. Proxy Form.

Dated 23 October 2015

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John Wong
Executive Director and Company Secretary

VOTING EXCLUSION STATEMENT

GATEWAY LIFESTYLE GROUP

On 26 November 2015 at the Annual General Meeting of securityholders, Gateway Lifestyle will disregard any votes cast on the following proposed resolutions:

Item 2 *To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2015.*

- (a) by any key management personnel of Gateway Lifestyle, being those persons having authority and responsibility for planning, directing and controlling the activities of Gateway Lifestyle, directly or indirectly, including any director (whether executive or otherwise) of Gateway Lifestyle, details of whose remuneration are included in the Remuneration Report ("Key Management Personnel"); and
- (b) by any closely related party of any Key Management Personnel.

Closely related parties of Key Management Personnel are defined in the *Corporations Act 2001* (Cth) ("Corporations Act") and include certain family members and any companies controlled by Key Management Personnel.

However, Gateway Lifestyle need not disregard a vote if:

- it is cast by a proxy appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution; or
- the vote is not cast on behalf of any Key Management Personnel, or any closely related party of any Key Management Personnel.

ATTACHMENT B

EXPLANATORY NOTES

Item 1 Financial Statements and Reports

To receive Gateway Lifestyle's Financial Statements, the Directors' Declaration and the Directors' Report and Independent Audit Report for the year ended 30 June 2015.

This matter deals with the presentation of the Annual Financial Report, Directors' Report and the Auditor's report for Gateway Lifestyle for the year ended 30 June 2015. The Annual Report of Gateway Lifestyle has been made available to securityholders and is published on Gateway Lifestyle's website at www.gatewaylifestyle.com.au

The Chairman will allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the financial statements and reports and the management of Gateway Lifestyle.

Members will be given a reasonable opportunity to ask the auditor of Gateway Lifestyle questions about the conduct of the audit or the content of the Independent Audit Report.

No resolution is required to be moved in respect of this item of business.

Item 2 Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that at the annual general meeting of Gateway Lifestyle a resolution that the remuneration report be adopted must be put to the vote at the Annual General Meeting of Gateway Lifestyle.

The Chairman will allow a reasonable opportunity for the members as a whole to ask questions about, or make comments on, the remuneration report.

Sections 250U, 250V and 250W of the Corporations Act provide that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, members will be required to vote at the second of those annual general meetings on a resolution ("Spill Resolution") that another meeting be held at which all of the directors of Gateway Lifestyle, other than the Managing Director, must go up for re-election.

If more than 50% of members of Gateway Lifestyle vote in favour of the Spill Resolution, Gateway Lifestyle must convene the extraordinary general meeting within 90 days ("Spill EGM"). All directors, other than the Managing Director, will cease to hold office immediately at the annual general meeting but may stand for re-election at the Spill EGM.

The Chairman will vote undirected proxies FOR this Resolution.

Directors' Recommendation

The Directors unanimously recommend that securityholders vote in favour of the Remuneration Report.

Item 3 Election of Andrew Love

ASX Listing Rule 14.5 states that an election of directors must be held every year. ASX Listing Rule 14.4 states that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

However as no director has been appointed for over three years, rule 8.1(f) of the Constitution states that "*the director to retire is any director who wishes to retireotherwise it is the director who has*

been the longest in office since their last election or appointment (excluding the managing director). As between directors who were last elected or appointed on the same day, the director to retire must be decided by lot (unless they can agree among themselves)".

As such, in accordance with section 8.1 of the Constitution, Mr Andrew Love and Mr Andrew Fay will retire and submit themselves for election.

Mr Love's biography is set out below:

Mr Andrew Love

Andrew has over 35 years experience in restructuring and corporate insolvency, with a particular focus on the mining sector. Andrew is currently a non-executive director of Champion Iron Limited and has served on a number of boards including ROC Oil, Riversdale Mining and Charter Hall Office Trust. Andrew was a partner at Ferrier Hodgson Chartered Accountants for over 25 years until 2008, when as a senior partner he retired and remains as consultant. Andrew is a member of both the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors. Andrew holds a Bachelor of Commerce from the University of New South Wales.

Mr Love is the Chairman of the Remuneration and Nomination Committee and is a member of the Audit and Risk Committee.

The Chairman will vote undirected proxies FOR this Resolution.

Directors' Recommendation

The Directors (other than Mr Love) recommend that securityholders vote in favour of Mr Love's election as a Director of the Company

Item 4 Election of Mr Andrew Fay

As set out above, in accordance with section 8.1 of the Constitution, Mr Andrew Fay will retire and submit himself for election. Mr Fay's biography is set out below:

Mr Andrew Fay

Andrew has over 25 years experience in the financial services industry. Andrew currently holds the role of non-executive director of ASX-listed BT Investment Management and Spark Infrastructure. Andrew is also a non-executive director of Victoria Power Networks, South Australia Power Networks, JO Hambros Capital Management (a UK funds management company) and the chairman of Deutsche Managed Investments (Australia) Limited. Andrew also consults to Dexu Property Group in the area of capital markets and advises Microbiogen, a private company which operates in the renewal energy industry, on corporate development initiatives. Andrew has held a number of senior positions including chairman of Tasman Lifestyle Continuum Ltd and CEO Australia, Regional CIO Asia-Pacific and CIO of Deutsche Asset Management (Australia) Limited. Andrew holds a Bachelor of Agricultural Economics (Hons) from the University of Sydney and has also completed the Graduate Diploma of Applied Finance and Investment at the Securities Institute (now the Financial Services Institute of Australasia).

Mr Fay is a member of the Remuneration and Nomination Committee and is the Chairman of the Audit and Risk Committee.

The Chairman will vote undirected proxies FOR this Resolution.

Directors' Recommendation

The Directors (other than Mr Fay) recommend that securityholders vote in favour of Mr Fay's election as a Director of the Company.

Item 5 Appointment of Auditor

Ernst & Young was appointed as the auditor of the Company by the Board (having received the required written consent from Ernst & Young) in accordance with section 327A(1) of the Corporations Act on 15 May 2015 following the Company's incorporation.

In accordance with section 327A(2) of the Corporations Act, that appointment will lapse at the Company's first Annual General Meeting, and section 327B(1)(a) of the Corporations Act requires securityholders to approve the appointment of the auditor at the first Annual General Meeting.

Accordingly, the Company is seeking securityholder approval of the appointment of Ernst & Young as the Company's auditor. Ernst & Young has been duly nominated for appointment as the Company's auditor by a securityholder of the Company, as required by section 328B of the Corporations Act. A copy of the securityholder's written notice of nomination accompanies this Notice of Annual General Meeting is set out below.

29 September 2015

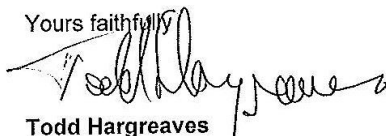
Mark Conroy
Ernst & Young
680 George Street
Sydney NSW 2000

Dear Mark

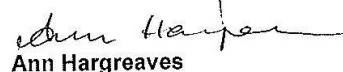
Notice of nomination of proposed auditor

Pursuant to section 328B(1) of the Corporations Act 2001, we, Todd Hargreaves and Ann Hargreaves being trustees of Montyd Super, a member of Gateway Lifestyle Operations Limited, hereby give you notice of the nomination of Ernst & Young of 680 George Street, Sydney, NSW 2000 as auditor of Gateway Lifestyle Operations Limited.

Yours faithfully



Todd Hargreaves



Ann Hargreaves

The Chairman will vote undirected proxies FOR this Resolution.

Directors' Recommendation

The Directors unanimously recommend that securityholders vote in favour of the appointment of Ernst & Young as auditor.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Gateway Lifestyle Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a Securityholder(s) of Gateway Lifestyle Group and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

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 or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 26 November 2015 at Level 3, 7-9 Irvine Place, Bella Vista, New South Wales** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Item 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 2, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Items

For Against Abstain*

2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Director – Mr Andrew Love

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Election of Director – Mr Andrew Fay

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Appointment of Auditor

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Item is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A 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's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

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 securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge 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.

CORPORATE REPRESENTATIVES

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 24 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link 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, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Gateway Lifestyle Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**