
RAPTIS GROUP LIMITED

ABN 43 010 472 858

18 October 2016

Dear Sir/Madam

Level 16
1 Market Street
Sydney 2000



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

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 in Sydney on 18 November 2016. 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.

Raptis Group Limited has reported a profit of \$55,146 for the period to 30 June 2016.

The first project on relaunch of the company is a 57 townhouse development in Springwood Brisbane. Development approvals are in place and works on site have commenced. With completion and settlement due prior to June 2017. The development was released to the market in late July 2016 and has achieved strong sales to date indicating a favourable market acceptance.

The company is researching other development opportunities and will keep the market informed.

Yours faithfully
Raptis Group Limited



James Raptis
Chairman



RAPTIS GROUP LIMITED

ACN 010 472 858

Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of Raptis Group Limited ("Company") will be held at the offices of Nexia Australia Chartered Accountants, Level 16, 1 Market Street, Sydney on 18 November 2016 at 2.30 pm.

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 2016.

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 2016 be adopted."

Resolution 2 – Re-election of Malcolm Cory

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

"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 – Confirmation of Auditor Appointment

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

"That Nexia Sydney Audit Pty Ltd be reappointed statutory auditors of the company"

Please refer to the attached explanatory statement and proxy form for further details of the business of the meeting.

By order of the Board
Dated 18 October, 2015.

Malcolm Cory
Company Secretary

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in the accompanying Notice of General Meeting ("Notice") of Raptis Group Limited ("the Company") to be held on 18 November 2016.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the year ended 30 June 2016 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 stood for re-election on 22 October 2015 and that no remuneration was paid to Directors or Executives in the period.

Directors remuneration

Directors have agreed to work for the period to 30 June 2017 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 June 2017.

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 2016 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 Malcom Cory (56 years) holds the 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

Resolution 3 – Confirmation of Auditor Appointment

During the year, the company's auditors formerly known as Russell Bedford NSW, merged and rebranded as Nexia Sydney Audit Pty Ltd. The larger merged audit practice potentially provides additional resources that will benefit the company. Whilst the auditors are continuing and no new appointment is required, the Directors thought it appropriate to provide shareholders the opportunity to reconfirm the appointment of Nexia Sydney Audit Pty Ltd as statutory auditors of the company.

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 2016.

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

Shareholder means the holder of a Share.



RAPTIS GROUP LIMITED

ACN 010 472 858

PROXY FORM FOR 2016 ANNUAL GENERAL MEETING

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 18 November at 2.30 pm 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

To consider and if thought fit pass the following resolutions as ordinary resolutions.

	For	Against	Abstain*
1. That the Remuneration Report for the year ended 30 June 2016 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Nexia Sydney Audit Pty Ltd be reappointed statutory auditors of the Company	<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 2.30 pm on 16 November 2016 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 the Raptis Group Ltd share registry as follows:

NextRegistries
PO Box H195
Australia Square NSW 1215
Facsimile: 02 9251 7138
mail@nextregistries.com.au