

Sunland Group Limited

ACN 063 429 532

Notice of Annual General Meeting

to be held

Date: Thursday 28 November 2024

Time: 10:30am (Brisbane time)

Place: Cypress Room 1, RACV Royal Pines Resort Hotel, Ross Street, Benowa, QLD 4217

Important:

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Sunland Group Limited (the **Company** or **Sunland**) will be held at Cypress Room 1, RACV Royal Pines Resort Hotel, Ross Street, Benowa, QLD 4217 at 10:30am (**Brisbane time**) on **Thursday 28 November 2024**.

Capitalised words in this Notice have the meaning given to them in the Glossary and Interpretation section 4 of the Explanatory Statement that accompanies and forms part of this Notice.

The Explanatory Statement describes in more detail the matters to be considered.

1. Items of Business

Item 1 Financial Statements and Reports

To receive and consider the Company's (including its controlled entities) Annual Report for the year ended 30 June 2024 comprising the financial reports, directors' report and the auditor's report.

Item 2 Resolution 1: Re-election of Mr Ron Eames as a Director

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

"That Mr Ron Eames, who retires as a Director of the Company at this Annual General Meeting in accordance with clause 6.1(e) of the Company's constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 3 Resolution 2: Election of Mr Grant Harrison as a Director

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

"That Mr Grant Harrison, a Director of the Company who will cease to hold office at the end of this Annual General Meeting in accordance with clause 6.1(d) of the Company's constitution, and being eligible, offers himself for election, be elected as a Director of the Company."

Item 4 General Business

To consider any other business which may be brought forward in accordance with the Constitution of the Company.

2. Chair of the meeting

Mr Chris Freeman, or his appointee, will act as Chairman of the meeting.

3. Voting intentions of the Chairman

The Chair intends to vote all Undirected Proxies in favour of each resolution.

By order of the Board

Grant Harrison

Company Secretary

1st November 2024

Notes

1. A copy of the Company's Constitution is available for inspection at the registered office of the Company or on the Company's website at www.sunlandgroup.com.au.
2. The Company's Annual Report 2024 is available for inspection at the registered office of the Company or on the Company's website www.sunlandgroup.com.au.
3. The Board has determined that the shareholding of each Shareholder for the purposes of ascertaining their Voting Power at the AGM will be as it appears in the Share register at 7.00pm (Sydney time) Tuesday, 26 November 2024 (**Record Date**). Accordingly, those persons are entitled to attend and vote at the meeting.
4. A Shareholder entitled to attend and vote at this AGM of the Company may appoint a proxy or attorney to vote on their behalf. A Shareholder who is a body corporate may appoint a representative to attend and vote on its behalf.
5. A Shareholder who is entitled to cast two or more votes at the AGM may appoint two proxies or attorneys and must specify the proportion each proxy or attorney is entitled to exercise. If two proxies or attorneys are appointed and the appointment does not specify the proportion or number of the Shareholder's votes, then the appointment is of no effect and neither of them may vote. A proxy or attorney need not be a Shareholder.
6. The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by a corporation must be executed in accordance with the *Corporations Act* and the constitution of that corporation.
7. To be effective, the instrument appointing a proxy (and the original power of attorney, if any, under which it is signed or a certified copy) must be received no later than 10.30am (Brisbane time) on Tuesday 26 November 2024 (48 hours before the time of the meeting). Documents may be lodged electronically, in person, by mail or by fax as follows:
 - (a) electronically: www.linkmarketservices.com.au

Login to the Link's 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, Shareholders will need their Securityholder Reference Number (SRN) as shown on the front of the Proxy Form).
 - (b) in person: Share Registry — Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 (during business hours Monday to Friday, 9:00am – 5:00pm).
 - (c) by mail: Share Registry — Sunland Group Limited C/- Link Market Services Limited, Locked Bag A 14, Sydney South NSW 1235, Australia.
 - (d) by fax: +61 2 9287 0309.
8. Any proxy form received after this deadline including at the meeting will be treated as invalid.
9. If you appoint a proxy, you may still attend at the meeting. However, your proxy's rights to speak and vote at the meeting are suspended while you are present and, therefore, you will be asked to revoke your proxy upon registering your presence at the meeting.

Important information

1. This Notice is dated 1st November 2024.
2. A copy of this Notice has been lodged with ASIC in accordance with section 218 of the Corporations Act. ASIC does not take any responsibility for the contents of this Notice.
3. This Notice does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the resolutions set out in this Notice.
4. This Notice is governed by the law in force in Queensland, Australia.

Enquiries

If you have any queries about the matters set out in this Notice or the Explanatory Statement, please contact Grant Harrison, Company Secretary, by email gharrison@sunlandgroup.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist the Company's Shareholders with their consideration of the resolutions to be put to the annual general meeting to be held on Thursday, 28 November 2024.

The purpose of this statement is to provide shareholders with all information known to the Company that is material to a decision on how to vote on the resolution in the accompanying notice of meeting.

This Explanatory Statement should be read in conjunction with the notice of meeting, both of which should be read in its entirety.

Capitalised terms used in this Explanatory Statement, unless the context otherwise requires, have the meaning given to them in Part 4 of the Notice.

1. Financial statements and reports

The Company's financial report, Directors' report and auditor's report will be put before the meeting.

The Directors will take questions on the management of the Company and the Company's auditor will be available to take questions and receive comments on the content of the auditor's report and the conduct of the audit. The report can be viewed at www.sunlandgroup.com.au.

2. Resolution 1: Re-election of Mr Ron Eames as a Director

Clause 6.1(e) of the Company's constitution sets out the requirements for the retiring of directors and a director's rights for re-election. In accordance with this clause, Mr Ron Eames retires at this AGM from the Company and, being eligible for re-election as a director of the Company, offers himself for re-election. Following is a summary of the qualifications and experience of Mr Eames:

Non-Executive Director - appointed March 2006.

LLB (Queensland University of Technology)

Mr Eames is a partner in the Brisbane offices of law firm Holding Redlich and brings to the role more than 25 years' experience in the legal sector, specialising in front-end project work and project structured financing in the energy, resource, construction, and tourism industries. Mr Eames is a member of the Australian Institute of Company Directors. Mr Eames is the chair of Sunland's Audit and Risk Committee.

The Board (other than Mr Eames, the subject of this resolution) recommends that Shareholders vote in favour of this resolution.

3. Resolution 2: Election of Mr Grant Harrison as a Director

Clause 6.1(c) of the Company's constitution provides that the Directors may appoint any natural person to be a director, either as an addition to the existing directors or to fill a casual vacancy. That director must retire from office at the next Annual General Meeting of the Company following the appointment, and is eligible for election.

Mr Grant Harrison was appointed by the Board as a director of the Company on 15 November 2023. Accordingly Mr Harrison's appointment will cease at the end of this Annual General Meeting. Being eligible, Mr Harrison offers himself for election. Following is a summary of Mr Harrison's qualifications and experience:

Executive Director – appointed 15 November 2023

Company Secretary - appointed November 2003.

Associate Diploma Business (Accounting), GAIDC.

Mr Harrison joined Sunland Group in 2000, following 16 years in the banking sector with Westpac specialising in commercial, property and corporate finance transactions. Mr Harrison was appointed Chief Financial Officer in December 2004. Mr Harrison is a Graduate of the Australian Institute of Company Directors.

4. Glossary and Interpretation

4.1 Definitions

In this Notice, unless the context requires otherwise, the terms listed below have the adjacent meanings ascribed to them:

Term	Definition
AGM	annual general meeting of Shareholder to be held Thursday 28 November 2024, as described in the Notice.
Board	the board of Directors of Sunland.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of Sunland as at the date of this Notice.
Explanatory Statement	this document accompanying the Notice.
Notice	this notice of AGM dated 1 st November 2024 and including the Explanatory Statement.
Record Date (for voting at AGM)	7:00pm (Sydney time), Tuesday 26 November 2024 or such other date as Sunland determines in accordance with the Corporations Act for determination of entitlement to participate in relation to the AGM.
Registry	Link Market Services Limited ACN 083 214 537, in its capacity as Sunland's share registrar.
Share	an issued fully paid ordinary share of the capital of Sunland.
Shareholder	a person registered as a holder of a Share at the Record Date.
Sunland or Company	Sunland Group Limited ACN 063 429 532.
Sunland Group	the Company and its controlled entities for the year ended 30 June 2024.
Undirected Proxy	a proxy which does not specify how the proxy is to vote.
Voting Power	voting entitlements of the Shareholders to attend and to vote at the AGM, subject to the Voting Restrictions.

4.2 Interpretation

In this Notice, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this Notice have a corresponding meaning;
- (d) terms used in this Notice and defined in the Corporations Act have the meanings assigned to them in the Corporations Act (unless expressly provided to the contrary in this Notice);
- (e) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (f) a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this Notice, as relevant;
- (g) a reference to legislation or a legislative provision includes any statutory modification or substitution of that legislation or legislative provision and any subordinate legislation issued under that legislation or legislative provision;
- (h) a reference to a body or authority which ceases to exist is a reference to either a body or authority that the parties agree to substitute for the named body or authority or, failing agreement, to a body or authority having substantially the same objects as the named body or authority;
- (i) headings and bold type are for convenience only and do not affect the interpretation of this Notice;
- (j) a reference to time is to Brisbane time, unless otherwise noted; and
- (k) a reference to writing includes all modes of representing or reproducing words in a legible, permanent and visible form.