



Residential
Community
Living



2010 Notice of General Meetings

Notice of General Meetings

NOTICE OF

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF RCL GROUP LIMITED (ABN 49 119 517 985) (COMPANY)

AND

MEETING OF UNITHOLDERS OF RCL GROUP TRUST (ARSN 119 613 848) (TRUST)

ISSUED BY THE COMPANY AND RCL GROUP SERVICES LIMITED (RESPONSIBLE ENTITY) (ABN 40 118 364 499; AFSL No. 298 788) AS RESPONSIBLE ENTITY OF THE TRUST

THE COMPANY AND THE TRUST ARE TOGETHER REFERRED TO AS RCLG

NOTICE IS GIVEN that the 2010 Annual General Meeting of the shareholders of the Company will be held concurrently with a General Meeting of unitholders of the Trust as follows:

TIME: 10.30am Sydney time

DATE: Wednesday, 17 November 2010

PLACE: Level 1, 33 Erskine Street, Sydney New South Wales 2000

ORDINARY BUSINESS

1. Financial Report – Company and Trust

To receive and consider the combined consolidated financial report of the Company and the separate financial report of the Trust, as well as the reports of the Directors and Auditor for the year ended 30 June 2010.

There is no vote on this item.

2. Remuneration Report – Company only

Resolution 1

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

“That the Remuneration Report for the year ended 30 June 2010 be adopted.”

The Remuneration Report is set out on pages 27 to 30 of the RCLG 2010 Annual Report.

This is a non-binding advisory vote.

3. Director Re-election of Mr Robert Wright – Company only

Resolution 2

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

“That Mr Robert Wright, being a Director of the Company, who retires as a Director by rotation in accordance with article 64.1 of the Constitution of the Company and, being eligible offers himself for re-election, is re-elected as a Director of the Company.”

4. Director Re-election of Mr Christopher Langford – Company only

Resolution 3

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

“That Mr Christopher Langford, being a Director of the Company, who retires as a Director by rotation in accordance with article 64.1 of the Constitution of the Company and, being eligible offers himself for re-election, is re-elected as a Director of the Company.”

By order of the Boards of RCL Group Limited and RCL Group Services Limited

Dated: 24 September 2010



Austin James
Company Secretary

RCL Group Limited (ABN 49 119 517 985) and
RCL Group Services Limited (ABN 40 118 364 499; AFSL No. 298 788) as Responsible Entity of the RCL Group Trust (ARSN 119 613 848)

Explanatory Notes

These Explanatory Notes are intended to provide shareholders of the Company and unitholders of the Trust (together **Securityholders**) with information to assess the merits of the proposed resolutions contained in the accompanying Notice of Meetings.

The Directors recommend that Securityholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

Item 1: Financial Report – Company and Trust

RCLG has distributed both the RCLG 2010 Annual Report and the Trust 2010 Annual Financial Report to Securityholders. The financial reports, as well as the Directors' and Auditor's reports, are included within these Annual Reports. The RCLG 2010 Annual Report and the Trust 2010 Annual Financial Report are both available at RCLG's website at www.rclgroup.com.au and have been sent to those Securityholders who have elected to receive a printed copy in the mail.

Securityholders are not required to vote on the financial reports and the Directors' and Auditor's reports. However, an opportunity for Securityholders to discuss the financial and other reports will be provided at the meetings.

Item 2: To adopt the Remuneration Report – Company only

Shareholders are asked to consider and adopt the Remuneration Report by way of a non-binding resolution. The Remuneration Report is set out on pages 27 to 30 of the RCLG 2010 Annual Report and is also available from RCLG's website, www.rclgroup.com.au.

An opportunity to discuss the Remuneration Report will be provided at the meetings.

The Directors consider that the Remuneration Report discloses that the nature and level of the remuneration paid to Directors and Senior Executives is fair, reasonable and comparable to other organisations of similar scale.

The vote on the Remuneration Report is advisory only, and does not bind the Directors. The Board of the Company will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

The Board of the Company unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

Item 3: Director Re-election of Mr Robert Wright – Company only

Mr Robert Wright retires as a Director of the Company and, being eligible, offers himself for re-election.

Robert has over 30 years' financial management experience, having held a number of chief financial officer positions, including finance director of David Jones Limited. Robert was the executive director of The Adelaide Steamship Company during the restructure of that Group from 1991 to 1995. He is currently the Chairman of SAI Global Limited and Super Cheap Auto Group Limited and is a director of Australian Pipeline Limited.

Robert holds a Bachelor of Commerce from the University of Canterbury and is a FCPA.

Mr Wright abstains from recommending this item of business due to his personal interest in the resolution. The other Directors of the Company unanimously and strongly recommend that shareholders vote in favour of the resolution.

Item 4: Director Re-election of Mr Christopher Langford – Company only

Mr Christopher Langford retires as a Director of the Company and, being eligible, offers himself for re-election.

Chris has over 20 years' experience in a range of roles within the property industry and brings significant knowledge to his role as an independent director. Having worked with Lend Lease and Mirvac on a variety of projects and property classes, Chris has a good understanding of the complex issues involved in the delivery of large scale projects. More recently, Chris was CEO of Mirvac Retail Projects until mid-2005, before forming Spyglass Property to focus commercial and retail property ventures.

Chris is also a commissioner of the Australian Football League and a director of Macarthur Cook Funds Management.

Chris holds a Bachelor of Architecture from the University of Melbourne.

Mr Langford abstains from recommending this item of business due to his personal interest in the resolution. The other Directors of the Company unanimously and strongly recommend that shareholders vote in favour of the resolution.

Securityholder Information – Voting and Attendance

1. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. Under the Corporations Act, if a shareholder or unitholder appoints more than one proxy, neither proxy may vote on a show of hands if both attend, but both proxies will be entitled to vote on a poll.
2. On a poll:
 - in the case of a resolution of the Company, each shareholder present in person has one vote for each share they hold. Also, each person present as a proxy, attorney or duly appointed corporate representative of a shareholder has one vote for each share held by the shareholder that the person represents; and
 - in the case of a resolution of the Trust, each unitholder present in person has one vote for each one dollar of the value of the units in the Trust held by the unitholder. Also, each person present as proxy, attorney or duly appointed corporate representative of a unitholder has one vote for each one dollar of the value of the units in the Trust held by the unitholder that the person represents.
3. A proxy form accompanies this Notice of Meeting. A Securityholder entitled to attend and vote is entitled to appoint not more than two proxies.
4. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the Securityholder's voting rights. If no proportion or number is specified, each proxy may exercise half of the Securityholder's voting rights.
5. A proxy need not be a Securityholder and may be an individual or body corporate.
6. Proxy forms (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by RLG's security registry, Link Market Services:
 - by **mail** to Locked Bag A14, Sydney South NSW 1235; or
 - by **hand** to Level 12, 680 George Street, Sydney NSW 2000; or
 - by **fax** to +61 2 9287 0309.

If you wish to submit your appointment of proxy and voting instructions electronically, visit the share registry website, **www.linkmarketservices.com.au** and follow the prompts and instructions. (You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is shown in the top right hand side of the Voting Form.) You must complete and submit your appointment and instructions so that they are received no later than 10.30am Monday, 15 November 2010. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions provided on the website.

All proxies must be received by RCL's security registry prior to 10.30am Sydney time on Monday, 15 November 2010.

7. The Board of the Company and the Board of the responsible entity of the Trust have determined that, for the purposes of the meetings, shares and units will be taken to be held by the persons who are registered as Securityholders as at 7.00pm Sydney time on Monday, 15 November 2010. Accordingly, share transfers and transfers of units registered after that time will be disregarded in determining any entitlement to attend and vote at the meetings.



RCL Group Limited
 ABN 49 119 517 985
 RCL Group Services Limited
 ABN 40 118 364 499
 as responsible entity for
 RCL Group Trust
 ARSN 119 613 848

LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



By mail:
 RCL Group Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia



By fax: (02) 9287 0309



All enquiries to: Telephone: 1800 645 238 or (02) 8280 7586



X99999999999

SECURITYHOLDER VOTING FORM

I/We being a member(s) of RCL Group Limited and entitled to attend and vote hereby appoint:

STEP 1

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 (excluding the registered securityholder) 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 and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am on Wednesday, 17 November 2010, at Level 1, 33 Erskine Street, Sydney, New South Wales, 2000 and at any adjournment or postponement of the meeting.

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 **X**

STEP 2

VOTING DIRECTIONS

Resolution 1

Remuneration Report - Company only

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Director Re-election of
 Mr Robert Wright - Company only

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

Resolution 3

Director Re-election of
 Mr Christopher Langford - Company only

<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.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

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).

RLG PRX001



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 securityholder of the company. A proxy may be an individual or a body corporate.

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:

- (a) 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.
- (b) 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.

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 10:30am on Monday, 15 November 2010, 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

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, 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 mail:

RCL Group Limited
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, Level 12, 680 George Street, Sydney NSW 2000.

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.