

Sunland Group

ESTABLISHED

1983

20 January 2025

Dear Shareholder

Results of Scheme Meeting and Notice of Second Court Hearing

Results of Scheme Meeting

Following today's Scheme Meeting, Sunland Group Limited (**Sunland**) is pleased to announce that Sunland Shareholders have voted in favour of the proposed acquisition of Sunland by Sun Holdings GC Pty Ltd (ACN 677 077 771) (**Sun Holdings**) by way of scheme of arrangement (**Scheme**).

In accordance with the Notice of Scheme Meeting included in the scheme booklet dated 3 December 2024 (**Scheme Booklet**) and section 411(4)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Sunland advises that the Scheme Resolution to approve the Scheme was passed by the Requisite Majorities of Sunland Shareholders at the Scheme Meeting earlier today.

In summary:

- 89.66% of Sunland Shareholders present and voting at the Scheme Meeting (either in person or by proxy) were in favour of the Scheme Resolution; and
- 93.17% of the votes cast by Sunland Shareholders were in favour of the Scheme Resolution.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet.

Notice of Second Court Hearing

To all members of Sunland, **TAKE NOTICE** that at 3:00pm on Monday, 3 February 2025, the Supreme Court of New South Wales (**Court**) at 184 Phillip Street, Sydney NSW 2000 will hear an application by Sunland (**Second Court Hearing**) seeking the approval of the scheme of arrangement between Sunland and its members as proposed by the resolution passed by the extraordinary meeting of Sunland Shareholders held on 20 January 2025.

The proposed Scheme as approved by the meeting is in the form of scheme of arrangement previously sent to shareholders by email and post by Link Market Services, on behalf of Sunland, on or around 9 December 2024. The Scheme Booklet in relation to the arrangement can be accessed via this link:

<https://www.sunlandgroup.com.au/assets/uploads/files/SunlandSchemeBooklet03.12.2024.pdf>

If you wish to oppose the approval of the Scheme, you must file and serve on Sunland a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely on at the hearing. The notice of appearance and affidavit must be served on Sunland at its address for service 1 day before the date fixed for hearing of the application.

The address for service of Sunland is c/o Holding Redlich, Level 65, 25 Martin Place, Sydney NSW 2000. Attention Darren Pereira, Partner at Holding Redlich on behalf of Sunland.

Next steps

If the Court approves the Scheme under section 411(4)(b) of the Corporations Act at the Second Court Hearing, the Scheme will be formally approved. Following this, Sunland will receive Court orders to confirm that the Scheme will be legally binding on Sunland Shareholders.

Sunland proposes to lodge an office copy of the Court orders with the Australian Securities and Investments Commission (ASIC) on 4 February 2025, at which time the Scheme will become Effective.

It is then expected that:

- Sunland members who were on the share register on the Permitted Dividend Record Date on 14 January 2025 will receive the Permitted Dividend from Sunland on 19 February 2025; and
- the Scheme will be implemented on 20 February 2025 and Sunland members who are on the share register on the Record Date will receive their elected Scheme Consideration.

Indicative Key Dates

An indicative timetable of the key dates for implementation of the Scheme and payment of the Permitted Dividend is set out below*:

Event	Date
Second Court Hearing Second Court Hearing for approval of the Scheme by the Court	3 February 2025
Effective Date Effective Date of the Scheme is the date the Scheme Orders are lodged with ASIC, the Scheme becomes Effective and is legally binding on Sunland Shareholders	4 February 2025
Record Date Date for determining entitlement to Scheme Consideration	13 February 2025
Permitted Dividend Payment Date The Permitted Dividend is distributed by Sunland the day that is 1 Business Day before the Implementation Date	19 February 2025
Implementation Date The Scheme is implemented and the Scheme Consideration is distributed by Sunland on behalf of Sun Holdings	20 February 2025

*The above timetable is indicative only and the included dates are subject to change.

Further Information

If you have any further questions, please call the Scheme Information Line on 1800 642 133 (within Australia) or +61 1800 642 133 (outside Australia), Monday to Friday (excluding public holidays), 8:30am to 5:30pm (Sydney time).

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Grant Harrison', with a small dot at the end.

Grant Harrison
Company Secretary

Note this notice has not been lodged with ASIC as Sunland intends disclosing material information on its website in accordance with the good practice guidance in ASIC Regulatory Guide 198