

000001 000 LIC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**

**For your vote to be effective it must be received by 10.30am (AEDT) Tuesday 17 November 2009**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lifestyle Communities Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Lifestyle Communities Limited to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St. Michaels Church) on Thursday 19 November 2009 at 10:30am (AEDT) and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

#### ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Approval of the Lifestyle Communities Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of a Director retiring by rotation - Mr. Dael Perlov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of a Director retiring by rotation - Mr. Bruce Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_



Lifestyle Communities Ltd, Level 2, 35 Market Street South Melbourne Vic 3205  
**Telephone:** 03) 9682 2249 **Facsimile:** 03) 9682 1236  
**Email:** [info@lifestylecommunities.com.au](mailto:info@lifestylecommunities.com.au) [www.lifestylecommunities.com.au](http://www.lifestylecommunities.com.au)

Lifestyle Communities Limited

ABN 11 078 675 153

ASX Code: LIC

Lifestyle Communities Limited

Annual General Meeting

Notice is hereby given of the Annual General Meeting of the company  
to be held at St. Michaels Centre, 120 Collins Street, Melbourne  
(behind St Michaels Church) on Thursday 19 November 2009 at 10:30am.



Lifestyle Communities Ltd, Level 2, 35 Market Street South Melbourne Vic 3205  
**Telephone:** 03) 9682 2249 **Facsimile:** 03) 9682 1236  
**Email:** [info@lifestylecommunities.com.au](mailto:info@lifestylecommunities.com.au) [www.lifestylecommunities.com.au](http://www.lifestylecommunities.com.au)

**20 September 2009**

Dear Shareholder,

On behalf of Lifestyle Communities Limited, I would like to invite you to attend our Annual General Meeting on Thursday 19 November 2009 at 10.30am (AEDT) to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St. Michaels Church).

Full details of the meeting are set out in the enclosed Notice of Annual General Meeting and accompanying documentation, including a Proxy Nomination Form and information on the proposed resolutions for consideration by members.

The company no longer mails a hard copy of the Annual Report to every member. The 2008/09 Lifestyle Communities Limited Annual Report (including Auditors Report and Directors Report) is now accessible at [www.lifestylecommunities.com.au](http://www.lifestylecommunities.com.au) under the Investor Information section to either read online or shareholders may choose to download a copy from the website. However should you like us to send you a hard copy of the Annual Report and have not previously requested a copy, please make the request in writing to Investor Relations, Lifestyle Communities Limited, Level 2, 35 Market Street, South Melbourne Vic 3205.

As detailed in the 2008/09 Annual Report, your Board is pleased to report some outstanding successes over the last 12 months, which I believe lay the foundation for continued strong financial performance that will benefit all shareholders. It is particularly pleasing to report a Net Profit After Tax of \$705,000, a significant increase over the previous year.

The next twelve months for your company promises to continue with our program of selling, building and settling homes within the villages under construction. Lifestyle Communities is in an exciting phase of development and I look forward to your continued support of the Company.

Yours sincerely

A handwritten signature in black ink that reads "David Paranthoiene". The signature is written in a cursive style with a small flourish at the end.

David Paranthoiene  
Chairman  
20 September 2009



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at St Michaels Centre, 120 Collins Street, Melbourne (behind St Michaels Church) on Thursday 19 November 2009 at 10:30am.

### AGENDA

#### Business

- Presentation of the Financial Statements for the year ended 30 June 2009; and
- To receive and consider the Financial Report of the Company for the year ended 30<sup>th</sup> June 2009 and the related Directors' Report, Directors' Declaration and Auditor's Report.

#### **Resolution 1: Approval of the Lifestyle Communities Remuneration Report**

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

"That the Remuneration Report that forms part of the Company's Directors' Report of the Company for the financial year ended 30 June 2009 be adopted."

Please note that a vote on this resolution is advisory only and does not bind the Directors or the Company. Directors of the Company recommend you vote in favour of this resolution.

#### **Resolution 2: Re-election of a Director retiring by rotation**

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

"That Mr. Dael Perlov, having retired by rotation in accordance with Clause 8.1 of the Company's Constitution, being eligible and offering himself for re-election be re-elected."

The Directors of the Company recommend you vote in favour of this resolution.

#### **Resolution 3: Re-election of a Director retiring by rotation**

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

"That Mr. Bruce Carter, having retired by rotation in accordance with Clause 8.1 of the Company's Constitution, being eligible and offering himself for re-election be re-elected."

The Directors of the Company recommend you vote in favour of this resolution.



## NOTES AND EXPLANATORY INFORMATION

### 1. VOTING

- a) The Company has determined that the shares of the Company that are quoted on the Australian Stock Exchange as at 10:30am on Tuesday 17<sup>th</sup> November 2009 will be eligible to vote. Accordingly, those persons will be entitled to attend and vote at the meeting.
- b) A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, each proxy may be allocated a proportion or number of the member's voting rights. If a proportion or number is not specified, each proxy may exercise half the member's voting rights.
- c) A proxy duly appointed need not be a member. In the case of joint holders, all must sign the proxy form.
- d) A proxy form accompanies this notice. To be effective, the proxy form and any document necessary to show the validity of the proxy form must be lodged in accordance with note (f) below not less than 48 hours before the time appointed for the meeting. Any proxy form lodged after that time will be treated as invalid.
- e) Directors and officers of all corporate shareholders should note that, unless the corporate shareholder:
  - i) completes and lodges with the Company a valid proxy form; or
  - ii) appoints an individual representative in accordance with the provisions of Section 250D of the Corporations Act 2001 ("the Act") and provides evidence of the appointment at the meeting ; or
  - iii) has appointed an attorney,

and the proxy, representative or attorney attends the meeting, then the corporate shareholder will be unable to exercise any votes at the meeting.



- f) Proxy forms and corporate representative appointment forms may be returned to the Company in any of the following ways:
- i) by delivery (by hand, mail, courier or facsimile) to the Company Secretary, Lifestyle Communities Limited at its registered office:
    - Level 2, 35 Market Street
    - South Melbourne
    - VIC 3205
    - Facsimile : +61 3 9682-1236
  - ii) by delivery (by hand, mail, courier or facsimile) to the Company's share registry:
    - Computershare Registry Services Pty Limited
    - Yarra Falls
    - 452 Johnston Street, Abbotsford VIC 3067
    - Or
    - GPO Box 242, Melbourne 3001
    - Or Facsimile: +61 3 9473 2555 (outside Australia), 1800 783 447 (within Australia)
    - For Intermediary Online subscribers only (custodians)
    - [www.intermediaryonline.com](http://www.intermediaryonline.com)
- g) Corporate members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act. That section provides that a company may execute a document without using its common seal if the document is signed by:
- i) 2 directors of the company; or
  - ii) a director and a company secretary of the company; or
  - iii) for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2) of the Act. This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable.

In particular, if a person who executes the document or witnesses the affixing of a common seal is the sole director and sole company secretary of the company, he or she must state that next to his or her signature.



- h) Completion of a proxy form will not prevent individual members from attending the meetings in person if they wish. Where a member completes and lodges a valid proxy form and attends the meeting in person and votes on a resolution, the proxy is not entitled to vote, and must not vote, on the resolution.
- i) Where a proxy form or form of appointment of or certificate of appointment of a corporate representative is lodged and is executed under power of attorney the power of attorney must be lodged in the same manner as a proxy form.

## 2. VOTING EXCLUSION STATEMENT

The Company will, in relation to each resolution, disregard any votes cast on the resolution by any director that will benefit from or named in that resolution or any associate of that Director within the meaning of the Act.

However, the Company will not disregard a vote if:

- i) it is cast by any such person or any of its associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## 3. **Resolution 1: Approval of the Lifestyle Communities Remuneration Report**

Resolution 1 on the Notice of Meeting provides for approval of the Remuneration Report which formed part of the report of the directors in the Annual Report of the Company for the financial year ended 30 June 2009. As stated in the Notice of Meeting the resolution is advisory only and does not bind the directors or the Company.

## 4. **Resolution 2: Re-election of a Director retiring by rotation**

Under the Company's constitution, one third of the directors of the Company (other than the Managing Director) and any director appointed by the directors since the last AGM must retire from office as directors at each AGM.

Mr Dael Perlov is due to retire from the Board in accordance with the constitution, but, being eligible, offers himself for re-election.



A founding member of Lifestyle Communities, Dael was appointed as Executive Director, Operations in 2007. With more than 20 years sales and marketing experience, Dael has a strong background in business innovation and service delivery to both consumer and corporate markets. This experience is invaluable in establishing the robust systems and procedures needed to operate Lifestyle Communities.

**5. Resolution 3: Re-election of a Director retiring by rotation**

Under the Company's constitution, one third of the directors of the Company (other than the Managing Director) and any director appointed by the directors since the last AGM must retire from office as directors at each AGM.

Mr Bruce Carter is due to retire from the Board in accordance with the constitution, but, being eligible, offers himself for re-election.

A founding member of Lifestyle Communities, Bruce has more than 22 years experience in financial and business management. Bruce brings to Lifestyle Communities extensive knowledge and experience in financial markets including building and managing complex Australian stock exchange-listed companies.



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Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Lifestyle Communities Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**David Paranthoieni**  
Chairman

