



Lifestyle Communities Limited
Level 2, 35 Market Street
South Melbourne Vic 3205
ABN 11 078 675 153

**Lifestyle Communities Limited
Annual General Meeting**

**Notice is hereby given of the Annual General Meeting of the company to be held at
Royce Hotel, 379 St Kilda Road, Melbourne
on Wednesday, 20 November 2013 at 10:00am.**

18 October 2013

Dear Shareholder,

On behalf of Lifestyle Communities Limited I would like to invite you to attend our Annual General Meeting on Wednesday 20 November 2013 at 10:00am to be held at the Royce Hotel, 379 St Kilda Road, Melbourne.

Full details of the meeting are set out in the enclosed Notice of Annual General Meeting. Also enclosed are a Proxy Form and information on the proposed resolutions for consideration by shareholders.

The company no longer mails a hard copy of the Annual Report to every shareholder. The 2013 Lifestyle Communities Limited Annual Report is now accessible at www.lifestylecommunities.com.au under the Investor Information section either to read online or shareholders may choose to download a copy from the website. If you would like us to send you a hard copy of the Annual Report and you have not previously requested a copy, please send a written request to our Company Secretary, Lifestyle Communities Limited, Level 2, 35 Market Street, South Melbourne, Victoria, 3205.

The Directors of Lifestyle Communities look forward to seeing you at our Annual General Meeting.

Yours sincerely



Tim Poole
Chairman



NOTICE OF ANNUAL GENERAL MEETING

AGENDA

Business

- Presentation of the Financial Statements for the year ended 30 June 2013.
- To receive and consider the Financial Report of the Company for the year ended 30 June 2013 and the related Directors' Report (including Remuneration Report), Directors' Declaration and Auditor's Report.

Resolution 1: Approval of the Lifestyle Communities Limited Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report that forms part of the Directors' Report of the Company for the financial year ended 30 June 2013 be adopted."

Please note that a vote on this resolution is advisory only and does not bind the Directors or the Company. The Board abstains from making a recommendation in relation to this resolution.

Voting Exclusion: The key management personnel (KMP), being Mr Bruce Carter, Mr James Kelly, Mr Tim Poole, Mr Jim Craig and Ms Philippa Kelly, and their closely related parties must not vote on Resolution 1.

An exception to this prohibition exists where the person is exercising a directed proxy (which specifies how the proxy is to vote on the proposed resolution) on behalf of someone other than the KMP or the closely related party.

A KMP or their closely related party that is appointed as a proxy must not exercise the proxy on a resolution connected directly or indirectly with the remuneration of a KMP if the proxy is undirected (that is, if the appointment does not specify the way the proxy is to vote on the resolution). However, the prohibition will not apply if the person is the chair of the meeting at which the resolution is voted on and the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP of the company or consolidated entity.

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 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 (other than Mr Carter) recommend that shareholders vote in favour of this resolution.



Resolution 3: Election of a Director

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

“That Mr Jim Craig, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits himself for election in accordance with Clause 8.1 of the Company’s constitution, is elected as a Director of the Company.”

The Directors of the Company (other than Mr Craig) recommend that shareholders vote in favour of this resolution.

Resolution 4: Election of a Director

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

“That Ms Philippa Kelly, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits herself for election in accordance with Clause 8.1 of the Company’s constitution, is elected as a Director of the Company.”

The Directors of the Company (other than Ms Kelly) recommend that shareholders vote in favour of this resolution.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Geoff Hollis', written in a cursive style.

Geoff Hollis
Company Secretary
18 October 2013



NOTES

WHO MAY VOTE

The Company has determined that the shares of the Company that are quoted on the Australian Stock Exchange as at 7pm on Monday, 18 November 2013 will be eligible to vote. Accordingly, those persons will be entitled to attend and vote at the meeting.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting by Proxy

- a) A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their 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.
- b) A proxy duly appointed need not be a member. In the case of joint holders, all must sign the proxy form.
- c) 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.
- d) 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.
- e) 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, mail, courier or facsimile) to the Company's share registry:

Computershare Registry Services Pty Ltd
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)

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www.intermediaryonline.com

- f) 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.

- g) Completion of a proxy form will not prevent individual members from attending the Meeting 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.
- h) 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.

HOW THE CHAIR OF THE MEETING WILL VOTE PROXIES

The Company notes that, if the chair of the meeting is appointed as proxy for any shareholder, the chair will vote the proxy in the manner specified by the shareholder in that proxy. The chair will vote undirected proxies on, and in favour of, all of the proposed resolutions, except resolution 1, where the chair will only vote undirected proxies on, and in favour of, the resolution if authorised to do so by the shareholder.



EXPLANATORY NOTES

Resolution 1: Approval of the Lifestyle Communities Limited 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 2013.

Members should note that, as specified in Section 250R(2) of the Corporations Act 2001, the resolution is advisory only and does not bind the Directors or the Company.

However, if the vote to approve the Remuneration Report receives a 'no' vote by at least 25% of the votes cast, this will constitute a 'first strike'. Where this occurs, the Company's subsequent remuneration report must include an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken.

If:

- a) a 'first strike' occurs at the 2013 Meeting; and
- b) the Company's subsequent remuneration report also receives a 'no vote' at the 2014 Annual General Meeting of at least 25% of the votes cast,

then at the 2014 Annual General Meeting shareholders will be asked to vote to determine whether the directors (other than the Managing Director) will need to stand for re-election. If this spill resolution passes with 50 per cent or more of eligible votes cast, then the 'spill meeting' will take place within 90 days.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel which includes the Chairman of the meeting. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

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 a 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 Limited, Bruce has more than 25 years' experience in financial and business management. He was the co-founder of the listed telecommunications company Pracom Limited serving as joint Managing Director from 1988 to 2002. Bruce has not held any directorships in any other listed entities during the past five years.

The Directors of the Company (other than Mr Carter) recommend that shareholders vote in favour of this resolution.



Resolution 3: Election of a Director

Mr Jim Craig, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits himself for election in accordance with Clause 8.1 of the Company's constitution, as a Director of the Company.

Jim was appointed as a Director of Lifestyle Communities Limited on 31 December 2012. Jim is also a member of the Audit Committee and Chairman of the HR & Remuneration Committee. After working as a lawyer in Australia and Japan, Jim joined Macquarie Group Limited. He has held a number of senior roles within Macquarie in the resources, infrastructure and fund management areas, including leading Macquarie's businesses in Europe from 2003 to 2008. He remains the Chairman of Macquarie Capital (Melbourne). Jim is a Director of a number of other organisations including the Murdoch Children's Research Institute, Cell Care Australia Pty Ltd, Trinity College (University of Melbourne), River Capital Pty Ltd and Australian United Investment Company Ltd. Jim was previously a Director of TFS Corporation Ltd and has not held any other directorships in any other listed entities during the past five years.

The Directors of the Company (other than Mr Craig) recommend that shareholders vote in favour of this resolution.

Resolution 4: Election of a Director

Ms Philippa Kelly, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits herself for election in accordance with Clause 8.1 of the Company's constitution, as a Director of the Company.

Philippa was appointed as a Director of Lifestyle Communities Limited on 17 September 2013. Philippa has over 25 years experience in the corporate sector, with a background in law and investment banking. She is Chief Operating Officer of the Julliard Group of Companies, a private property group. Philippa was previously an investment banker with Goldman Sachs JBWere where she was involved in equity raisings, corporate structuring and acquisitions and mergers for a broad range of resource companies. She has a longstanding exposure and involvement with public boards, with a strong governance and risk management focus. Philippa is also a non-executive Director of 3D Oil Limited, a member of the Deakin University Council and is Treasurer of the Australian Drug Foundation.

The Directors of the Company (other than Ms Kelly) recommend that shareholders vote in favour of this resolution.

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

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
10:00am (Melbourne time) Monday 18 November 2013**

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. Delete titles as applicable.

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 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

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



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

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Lifestyle Communities Limited to be held at Royce Hotel, 379 St Kilda Road, Melbourne on Wednesday, 20 November 2013 at 10:00am (Melbourne time) and at any adjournment or postponement of that 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 on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

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.

		For	Against	Abstain
Item 1	Approval of the Lifestyle Communities Limited Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of a Director - Mr Bruce Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of a Director - Mr Jim Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of a Director - Ms Philippa Kelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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 ____ / ____ / ____