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23 May 2014

ASX RELEASE

Notice of General Meeting Dispatched

A General Meeting for Site Group International Limited ("Site", ASX:SIT) will be held at the company's offices at 10.00am Monday 23 June 2014. The attached notice of meeting has been dispatched to all shareholders on 22 May 2014.

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Site Group International Limited ACN 003 201 910

Notice of General Meeting and Explanatory Memorandum

Date of Meeting: 23 June 2014

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Site Group International Limited

Level 4, 96 Albert Street

Brisbane, Queensland

Notice of General Meeting

Notice is given that a General Meeting of shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of Site Group International Limited, Level 4, 96 Albert Street, Brisbane Queensland, on 23 June 2014 at 10.00 am (Brisbane time).

Agenda

Ordinary business

1. Resolution 1 – Approval of issue of Captain Cook Initial Shares

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue a total of 46,428,572 Shares to the shareholders of Productivity Partners Pty Ltd ACN 085 570 547 trading as Captain Cook College (**Captain Cook**) (collectively the **Captain Cook Vendors**) (on the terms and in the proportions set out in the Explanatory Memorandum), in partial consideration for the acquisition by the Company of all of the issued share capital of Captain Cook (**Captain Cook Initial Shares**).”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Captain Cook Vendors; and
- any associate of the Captain Cook Vendors.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

2. Resolution 2 – Approval of issue of Captain Cook Earn Out Shares

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to the Captain Cook Vendors, in proportion to their existing shareholding in Captain Cook, the number of ordinary shares in the Company calculated as two thirds of the EBIT of Captain Cook for FY2015 at a deemed issue price of the VWAP of Shares for the 10 trading days up to and including 30 June 2015 (on the terms and in the proportions set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Captain Cook (**Captain Cook Earn Out Shares**).”*

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Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Captain Cook Vendors; and
- any associate of the Captain Cook Vendors.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

3. Resolution 3 – Ratification of issue of Initial CPM Shares to Philip David Costelloe

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 19,863,340 Shares at an issue price of \$0.14 per share to Philip David Costelloe (on the terms set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Competent Project Management Pte Ltd (CPM) (CPM Initial Shares).”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Philip David Costelloe;
- any associate of Philip David Costelloe.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

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4. Resolution 4 – Approval of issue of CPM Milestone Shares to Philip David Costelloe

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to Philip David Costelloe, the number of Shares in the Company with a value equal to the amount by which the EBITDA of CPM for FY2015 or any consecutive 12 month period prior to 30 June 2015 exceeds USD\$1,000,000, at a deemed issue price of the VWAP of Shares for the thirty trading days up to 30 June 2015 (on the terms set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Competent Project Management Pte Ltd (CPM Milestone Shares).”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Philip David Costelloe;
- any associate of Philip David Costelloe.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

5. Resolution 5 - Ratification of the issue of Shares to Paul Beresford Robertson

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That for the purpose of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue by the Company of 9,999,999 Shares in the Company to Paul Beresford Robertson (TESOL Vendor) (on the terms set out in the Explanatory Memorandum) as partial consideration for the acquisition by the Company of the business and assets of TESOL Asia and other entities related to the TESOL Vendor”.

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Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the TESOL Vendor;
- any associate of the TESOL Vendor.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

6. Resolution 6 - Ratification of the issue of Shares to Jennifer Anne Saw and Leng Him Saw

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That for the purpose of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue of 1,000,000 Shares to Jennifer Anne Saw and 4,000,000 Shares to Leng Him Saw (on the terms set out in the Explanatory Memorandum) as partial consideration for the acquisition by the Company of all of the issued share capital of Romea Consulting Pty Ltd ACN 086 328 832.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Jennifer Anne Saw and Leng Him Saw;
- any associate of Jennifer Anne Saw and Leng Him Saw.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board



Craig Dawson
Company Secretary
20 May 2014

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Site Group International Limited ACN 003 201 910 (**Company**) to explain the resolutions to be put to Shareholders at the General Meeting to be held at the offices of Site Group International Limited, Level 4, 96 Albert Street, Brisbane, Queensland on 23 June 2014 commencing at 10.00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 6.

2. Resolutions 1 and 2 – Issue of Shares as consideration for the acquisition of Captain Cook

2.1 Background

As announced to the market on 7 May 2014, the Company has entered into a share sale agreement with Productivity Partners Pty Ltd ACN 085 570 547 trading as Captain Cook College (**Captain Cook**) and the Captain Cook Vendors to acquire all of the issued share capital of Captain Cook (**Captain Cook Agreement**). Subject to completion, the Captain Cook Agreement will have an effective date of 2 May 2014.

The Captain Cook Vendors together with their respective shareholdings in Captain Cook are summarised below:

Captain Cook Vendor	Class	Number	Percentage Shareholding
Company Files SEQ Pty Ltd ACN 164 269 729 as trustee for the Cook Family Company Trust 2	Ordinary	15	15%
Ryden Enterprises Pty Ltd ACN 167 040 842 as trustee for the Ian Cook Trust	Ordinary	15	15%
JGC Assets Pty Ltd ACN 164 056 786 as trustee for the Judi Cook Trust	Ordinary	55	55%
HDDSA Pty Ltd ACN 167 040 628 as trustee for the HDDSA Family Trust	Ordinary	15	15%

Pursuant to the Captain Cook Agreement, the consideration for the acquisition of the issued share capital of Capital Cook is comprised of the following:

- (a) an initial payment at completion of \$9,750,000 adjusted in accordance with the terms of the Captain Cook Agreement and payable by way of:
 - (1) the issue of 46,428,572 Shares to the Captain Cook Vendors in proportion to their existing shareholding in Captain Cook (**Captain Cook Initial Shares**); and
 - (2) a cash payment of \$3,250,000 adjusted in accordance with the terms of the Captain Cook Agreement and payable to the Captain Cook Vendors in proportion to their existing shareholding in Captain Cook; and
- (b) an earn out payment equal to the EBIT of Captain Cook for the 12 months ending 30 June 2015 (**FY2015 EBIT**) calculated in accordance with the terms of the Captain Cook Agreement and payable by way of:

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- (1) the issue of the number of Shares calculated as two thirds of the FY2015 EBIT at a deemed issue price of the VWAP of Shares for the 10 trading days up to and including 30 June 2015 to the Captain Cook Vendors in proportion to their existing shareholding in Captain Cook (**Captain Cook Earn Out Shares**); and
- (2) a cash payment of an amount equal to one third of the FY2015 EBIT payable to the Captain Cook Vendors in proportion to their existing shareholding in Captain Cook.

A summary of the consideration payable to each Captain Cook Vendor is set out below:

Captain Cook Vendor	Percentage Holding in Captain Cook	Initial Cash Consideration	Captain Cook Initial Shares	Earn Out Cash Consideration	Captain Cook Earn Out Shares
Company Files SEQ Pty Ltd ACN 164 269 729 as trustee for the Cook Family Company Trust 2	15%	\$487,500	6,964,286 Shares	15%	15%
Ryden Enterprises Pty Ltd ACN 167 040 842 as trustee for the Ian Cook Trust	15%	\$487,500	6,964,286 Shares	15%	15%
JGC Assets Pty Ltd ACN 164 056 786 as trustee for the Judi Cook Trust	55%	\$1,787,500	25,535,714 Shares	55%	55%
HDDSA Pty Ltd ACN 167 040 628 as trustee for the HDDSA Family Trust	15%	\$487,500	6,964,286 Shares	15%	15%
TOTAL	100%	\$3,250,000.00	46,428,572	100%	100%

Pursuant to Resolutions 1 and 2, the Company is seeking shareholder approval in accordance with Listing Rule 7.1 and for all other purposes for the issue of the Captain Cook Initial Shares and the Captain Cook Earn Out Shares to the Captain Cook Vendors in the proportions set out above.

2.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

In accordance with Listing Rule 7.1, shareholder approval is sought to issue the Captain Cook Initial Shares and the Captain Cook Earn Out Shares. The effect of Resolutions 1 and 2 will be to:

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- (a) allow the Company to issue the Captain Cook Initial Shares during the 3 month period after the Meeting, without using the Company's 15% annual placement capacity, pursuant to Listing Rule 7.1; or
- (b) allow the Company to issue the Captain Cook Earn Out Shares within an 18 month period after the Meeting (subject to ASX granting the Company a waiver of Listing Rule 7.3.2), without using the Company's 15% annual placement capacity pursuant to Listing Rule 7.1 and avoiding the need to seek further Shareholder approval or ratification at the time of issue of the Captain Cook Earn Out Shares. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2015 financial year.

For the purposes of Listing Rule 7.3, the Company provides the following information:

- (a) Number of Securities to be issued
 - (1) The number of Captain Cook Initial Shares to be issued to the Captain Cook Vendors in the proportions noted above is 46,428,572.
 - (2) The maximum number of Captain Cook Earn Out Shares cannot be determined definitively at this time given that the number of Shares to be issued is dependent upon certain contingences at the time of issue. However, the number of Captain Cook Earn Out Shares to be issued to the Captain Cook Vendors is required to be calculated according to the following formula:

$$N = (2/3 \times A) / B$$

N is the total number of Captain Cook Earn Out Shares to be issued.

A is Captain Cook's earnings before interest and tax normalised and adjusted to take account of:

- (A) unusual or one-off items, including but not limited to voluntary employer superannuation contributions;
- (B) market based salaries for key management and advisors;
- (C) market based rent charges;
- (D) any other adjustments agreed by the parties,

for the 12 months ending 30 June 2015 and calculated in accordance with the terms of the Captain Cook Agreement.

B is the VWAP of Shares for the 10 trading days up to and including 30 June 2015.

- (b) Date by which the Company will issue the Securities
 - (1) The Company proposes to issue the Captain Cook Initial Shares at completion of the acquisition of Captain Cook which is intended to be undertaken as soon as practicable following the date of the Meeting and Shareholder approval being obtained and, in any event, no later than three (3) months from the date of the Meeting.
 - (2) Pursuant to the Captain Cook Agreement, the earliest that the Captain Cook Earn Out Shares may be issued is following 30 June 2015 and the latest they may be issued is in November 2015 noting that:

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- (A) a determination of the FY2015 EBIT in accordance with the procedure set out in the Captain Cook Agreement is to occur within 3 months after 30 June 2015 (**EBIT Determination**) and;
- (B) subject to obtaining shareholder approval, the Company is to issue the Captain Cook Earn Out Shares within two months of the EBIT Determination.

Listing Rule 7.3.2 provides that a notice of meeting must state the date by which an entity will issue the securities which must be no later than 3 months after the date of the Meeting.

The Company has applied for a waiver of LR 7.3.2 to enable it to issue the Captain Cook Earn Out Shares not later than 18 months from the date of the Meeting, being outside the stipulated 3 month period for the issue of the shares in LR 7.3.2. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2015 financial year.

- (c) Issue price of the Securities issued
 - (1) The Captain Cook Initial Shares are to be issued at a deemed issue price of \$0.14.
 - (2) The Captain Cook Earn Out Shares are to be issued at a deemed issue price that is equal to the VWAP of Shares for the 10 trading days up to and including 30 June 2015.
- (d) Recipients of the Securities
 - (1) The Captain Cook Initial Shares and Captain Cook Earn Out Shares will be issued to the Captain Cook Vendors in proportion to their existing shareholding in Captain Cook as follows:

Captain Cook Vendor	Existing shareholding in Captain Cook	Captain Cook Initial Shares to be issued	Captain Cook Earn Out Shares to be issued
Company Files SEQ Pty Ltd ACN 164 269 729 as trustee for the Cook Family Company Trust 2	15	6,964,286 Shares	15% of Captain Cook Earn Out Shares
Ryden Enterprises Pty Ltd ACN 167 040 842 as trustee for the Ian Cook Trust	15	6,964,286 Shares	15% of Captain Cook Earn Out Shares
JGC Assets Pty Ltd ACN 164 056 786 as trustee for the Judi Cook Trust	55	25,535,714 Shares	55% of Captain Cook Earn Out Shares
HDDSA Pty Ltd ACN 167 040 628 as trustee for the HDDSA Family Trust	15	6,964,286 Shares	15% of Captain Cook Earn Out Shares
TOTAL	100	46,428,572	100%

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(e) Terms of the issued Securities

- (1) The Captain Cook Initial Shares will be fully paid ordinary shares and rank equally with other Shares on issue. The Captain Cook Initial Shares will be issued to each Captain Cook Vendor in three tranches with the number of Shares in each tranche being equal to one third of the total Captain Cook Initial Shares to be issued to each Captain Cook Vendor. The Captain Cook Initial Shares will be subject to voluntary escrow from the date of issue of the Shares as follows:

Captain Cook Vendor	Captain Cook Initial Shares issued by tranche	Escrow Period
Company Files SEQ Pty Ltd ACN 164 269 729 as trustee for the Cook Family Company Trust 2	2,321,429	18 months
	2,321,429	24 months
	2,321,428	30 months
Ryden Enterprises Pty Ltd ACN 167 040 842 as trustee for the Ian Cook Trust	2,321,429	18 months
	2,321,429	24 months
	2,321,428	30 months
JGC Assets Pty Ltd ACN 164 056 786 as trustee for the Judi Cook Trust	8,511,905	18 months
	8,511,905	24 months
	8,511,904	30 months
HDDSA Pty Ltd ACN 167 040 628 as trustee for the HDDSA Family Trust	2,321,429	18 months
	2,321,429	24 months
	2,321,428	30 months

- (2) The Captain Cook Earn Out Shares will be fully paid ordinary shares and rank equally with other Shares on issue. The Captain Cook Earn Out Shares will be issued to each Captain Cook Vendor in three tranches with the number of Shares in each tranche being equal to one third of the total Captain Cook Earn Out Shares to be issued to each Captain Cook Vendor. The Captain Cook Earn Out Shares will be subject to voluntary escrow from the date of issue of the Shares as follows:

- (A) Tranche One – 18 months;
- (B) Tranche Two – 24 months; and
- (C) Tranche Three – 30 months.

(f) Use of funds

- (1) No funds will be raised by the issue of the Captain Cook Initial Shares as they will be issued as partial consideration for the acquisition by the Company of all of the issued share capital of Captain Cook.
- (2) No funds will be raised by the issue of the Captain Cook Earn Out Shares as they will be issued as partial consideration for the acquisition by the Company of all of the issued share capital of Captain Cook.

The Directors recommend that you vote in favour of Resolutions 1 and 2.

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3. Resolutions 3 and 4 –Ratification and issue of Shares as consideration for the acquisition of CPM

3.1 Background

On 5 May 2014, the Company announced to the market the completion of the acquisition by the Company of all of the issued share capital in Competent Project Management Pte Ltd (**CPM**). In order to facilitate the acquisition, the Company entered into a sale and purchase agreement with Philip David Costelloe (**CPM Vendor**), the holder of the 50,000 issued and fully paid ordinary shares in CPM, dated 1 May 2014 (**CPM Agreement**).

Pursuant to the CPM Agreement, the consideration for the acquisition is as follows:

- (a) an initial payment of USD\$3,000,000 payable by way of:
 - (1) the issue of 19,863,340 Shares to the CPM Vendor on or before completion (with a value of USD\$2,500,000 at an agreed exchange rate of AUD/USD = 0.899 and an issue price of AUD\$0.14) (**Initial CPM Shares**); and
 - (2) a cash payment of USD\$500,000 payable at completion; and
- (b) within 30 days from 30 June 2015, the issue to the CPM Vendor of the number of Shares calculated as (FY2015 EBITDA or any consecutive 12 month period prior to – USD\$1,000,000/ 30 day VWAP of Shares at 30 June 2015) (**CPM Milestone Shares**).

Resolution 3 seeks the ratification of Shareholders in accordance with Listing Rule 7.4 and for all other purposes for the issue of the Initial CPM Shares to the CPM Vendor as set out above. Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 and for all other purposes for the issue of the CPM Milestone Shares to the CPM Vendor as set out above.

3.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

In accordance with Listing Rule 7.4, the Company seeks ratification from Shareholders for the issue of the Initial CPM Shares. If Resolution 3 is approved it will have the effect of refreshing the Company's ability, to issue further Shares during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution 3 is not passed, the Initial CPM Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

In accordance with Listing Rule 7.1, Shareholder approval is sought to issue the CPM Milestone Shares. The effect of Resolution 4 will be to allow the Company to issue the CPM Milestone Shares within an 18 month period after the Meeting (subject to the ASX granting the Company a waiver of Listing Rule 7.3.2), without using the Company's 15% annual placement capacity, pursuant to Listing Rule 7.1. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2015 financial year. If Resolution 4 is not passed, when issued, the CPM Milestone Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1

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for a period of 12 months from the date of issue or alternatively, the Company will have to seek the approval or ratification of Shareholders of the issue at a further meeting

For the purposes of Listing Rules 7.3 and 7.5, the Company provides the following information:

(a) Number of Securities to be issued

- (1) The number of CPM Initial Shares issued to the CPM Vendor was 19,863,340. The Initial CPM Shares were issued to the CPM Vendor on the condition that the CPM Vendor and its related entities achieve a minimum EBITDA for 2015 of USD\$1,000,000, failing which, the Company will, subject to obtaining any required Shareholder approval, be able to buy-back on a pro-rata basis such part of the Initial CPM Shares equal to the shortfall between the actual EBITDA for 2015 and the target EBITDA of USD\$1,000,000 for consideration of AUD\$1.00.
- (2) The maximum number of CPM Milestone Shares cannot be determined definitively at this time given that the number of shares to be issued is dependent upon certain contingences at the time of issue. However, the number of CPM Milestone Shares to be issued to the CPM Vendor is required to be calculated according to the following formula:

$$N = (A - B) / C$$

N is the total number of CPM Milestone Shares to be issued.

A is the earnings before interest, tax, depreciation and amortisation of CPM for the financial year ending on 30 June 2015 as determined by reference to the audited accounts and set out in the CPM Agreement including all new projects relating to Operations & Maintenance.

B is USD\$1,000,000.

C is the 30 day VWAP of Shares at 30 June 2015.

The CPM Agreement provides that the consideration payable is calculated on the assumption that the current assets less the current liabilities of CPM as at 30 April 2014 (**Net Current Assets**) is zero. In the event that the Net Current Assets is a negative amount, the consideration shall be reduced by the amount of the Net Current Assets which in turn will be offset against the CPM Milestone Shares. The CPM Vendor is to provide to the Company management accounts of CPM as soon as reasonably practicable after 30 April 2014 for the purpose of determining the Net Current Assets. The Company has not yet received from the CPM Vendor, the accounts referred to. However, the Directors are of the view that all indications are the Net Current Assets will be positive and therefore will not result in any adjustment to the CPM Milestone Shares to be issued. In the event that the Net Current Assets are positive, the consideration is to be increased by the Net Current Asset amount and shall be payable to the CPM Vendor out of the receivables of CPM under identified invoices within 10 days from the date of receipt by CPM of same.

(b) Date by which the Company will issue the Securities

Pursuant to the CPM Agreement, the CPM Milestone Shares are to be issued by the Company within 30 days from 30 June 2015.

Listing Rule 7.3.2 provides that a notice of meeting must state the date by which an entity will issue the securities which must be no later than 3 months after the date of the Meeting.

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The CPM Milestone Shares will be issued at the earliest, following 30 June 2015 and at the latest on 30 July 2015, that is, outside the three month period after the date of the Meeting.

The Company has applied for a waiver of LR 7.3.2 to enable it to issue the CPM Milestone Shares not later than 18 months from the date of the Meeting, being outside the stipulated 3 month period for the issue of the shares in LR 7.3.2. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2015 financial year.

(c) Issue price

- (1) The CPM Initial Shares were issued at a deemed issue price of \$0.14.
- (2) The CPM Milestone Shares are to be issued at a deemed issue price that is equal to the 30 day VWAP of Shares at 30 June 2015.

(d) Recipients of the Securities

The CPM Initial Shares were issued to the CPM Vendor and the CPM Milestone Shares will be issued to the CPM Vendor.

(e) Terms of the issued Securities

The CPM Initial Shares and CPM Milestone Shares are fully paid ordinary shares and rank equally with other Shares on issue. The CPM Initial Shares will be subject to voluntary escrow from the date of issue of the Shares until the determination and settlement of the earn out consideration in the form of CPM Milestone Shares.

(f) Use of funds

No funds will be raised by the issue of the CPM Initial Shares or the CPM Milestone Shares as they will be issued as partial consideration for the acquisition by the Company of all of the issued share capital of CPM.

The Directors recommend that you vote in favour of Resolutions 3 and 4.

4. Resolution 5 – Ratification of the issue of Shares to Paul Beresford Robertson

4.1 Background

On 10 April 2014, the Company announced to the market the issue of Shares as settlement for the acquisition of TESOL Asia Group. The Company entered into a sale of business agreement with Paul Beresford Robertson (**TESOL Vendor**) dated 19 February 2014 (**TESOL Agreement**) pursuant to which the Company acquired the business and assets conducted by the TESOL Vendor and his related entities in the linguistics field (**TESOL Business**).

Pursuant to the TESOL Agreement, the consideration for the acquisition is as follows:

- (a) cash payment of \$100,000 to the TESOL Vendor at completion. This payment was made on 3 April 2014;
- (b) issue of 2,142,857 Shares with a deemed issue price of \$0.14 to the TESOL Vendor 14 business days following completion (**Initial TESOL Shares**);
- (c) issue of 7,857,142 Shares with a deemed issue price of \$0.14 to the TESOL Vendor 14 business days following completion (**TESOL Milestone 1 Shares**); and

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- (d) issue of Shares with a value of \$1,000,000 at a deemed issue price of the VWAP of Shares for the 30 day period up to and including the business day immediately preceding the date of issue (**TESOL Milestone 2 Shares**).

The TESOL Milestone 1 Shares are subject to voluntary escrow and are to remain in escrow until the achievement of \$7 million in revenue (as shown in the audited accounts of the Company) and \$1.5 million in earnings before interest, taxes, depreciation and amortisation from the revenue received by the Company attributable to the operations of the TESOL Business for any calendar year ending on or before 30 December 2016 (**Required Revenue**). If the Required Revenue is achieved before 30 December 2016, the TESOL Milestone 1 Shares are to be released from escrow within seven business days of 9 April 2017.

If the Required Revenue is not achieved prior to 30 December 2016, the TESOL Milestone 1 Shares will be subject to a deemed buy-back by the Company for a total consideration of \$1.00 (subject to Shareholder approval). Any such buy-back must be completed by the Company within 18 months from the date immediately following 30 December 2016.

The TESOL Milestone 2 Shares are to be issued by the Company (subject to Shareholder approval at that time) within 30 days of 30 December 2016, should the Required Revenue be achieved by 30 December 2016. If the Required Revenue is not achieved prior to 30 December 2016, the Company has no obligation to issue the TESOL Milestone 2 Shares.

On 9 April 2014, the Company issued to the TESOL Vendor the Initial TESOL Shares and the TESOL Milestone 1 Shares. By Resolution 5, the Company seeks ratification by Shareholders of the issue of the Initial TESOL Shares and the TESOL Milestone 1 Shares.

The Company intends to seek Shareholder approval for the issue of the TESOL Milestone 2 Shares at its 2016 annual general meeting.

4.2 Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

In accordance with Listing Rule 7.4, the Company seeks ratification from Shareholders for the issue of the Initial TESOL Shares and the TESOL Milestone 1 Shares. If Resolution 5 is approved it will have the effect of refreshing the Company's ability, to issue further Shares during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution 5 is not passed, the Initial TESOL Shares and the TESOL Milestone 1 Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

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For the purpose of Listing Rule 7.5, the Company provides the following information:

(a) Number of Securities issued

The Company issued a total of 9,999,999 Shares to the TESOL Vendor as follows:

Shares issued	Number of shares issued
Initial TESOL Shares	2,142,857
TESOL Milestone 1 Shares	7,857,142

(b) Issue price

The Initial TESOL Shares and the TESOL Milestone 1 Shares were issued at a deemed issue price of \$0.14.

(c) Recipients of the Securities

The Initial TESOL Shares and the TESOL Milestone 1 Shares were issued to the TESOL Vendor.

(d) Terms of the issued Securities

The Initial TESOL Shares and the TESOL Milestone 1 Shares are fully paid ordinary shares and rank equally with other Shares on issue. The Initial TESOL Shares and the TESOL Milestone 1 Shares are subject to voluntary escrow periods as follows commencing on the date of issue of the Shares:

Shares issued	Tranche	Escrow Period
Initial TESOL Shares	1,071,428	24 months
	1,071,429	36 months
TESOL Milestone 1 Shares	7,857,142	36 months

(e) Use of funds

No funds will be raised by the issue of the Initial TESOL Shares or the TESOL Milestone 1 Shares as they were issued as partial consideration for the acquisition by the Company of the business and assets of the TESOL Asia Group.

The Directors recommend that you vote in favour of Resolution 5.

5. Resolution 6 - Ratification of the issue of Shares to Jennifer Anne Saw and Leng Him Saw

5.1 Background

On 10 December 2013, the Company announced to the market the completion of the acquisition of all of the issued share capital in Romea Consulting Pty Ltd ACN 086 328 832 (**Romea**). To facilitate the acquisition, the Company entered into a share sale agreement dated 31 October 2013 with Romea and its shareholders, Leng Him Saw and Jennifer Anne Saw (**Romea Vendors**), pursuant to which, the Company acquired each of the ordinary shares held by the Romea Vendors in consideration for (**Romea Agreement**):

Explanatory Memorandum

- (a) a cash payment of \$750,000 to the Romea Vendors which was made at completion; and
- (b) the issue of 2,000,000 Shares to the Romea Vendors in proportion to their shareholding in Romea, namely, 1,000,000 to Mrs Saw and 1,000,000 to Mr Saw (**Initial Romea Shares**).

In addition, the Company caused Romea to enter into an employment agreement with Mr Saw dated 31 October 2013, pursuant to which, Mr Saw is employed by Romea in the position of Technical Manager – Energy Skills (**Employment Agreement**). Pursuant to the Employment Agreement, the Company is to issue to Mr Saw 3,000,000 Shares within one month of the commencement date of completion of the Romea Agreement (**Saw Milestone Shares**). The Saw Milestone Shares were issued on 6 December 2013.

The Saw Milestone Shares are subject to voluntary escrow and are to remain in escrow until the achievement of the required revenue set out in the table below, being the revenue received from the operations of Romea for the 12 month period ending on the relevant Milestone Due Date:

Milestone Tranche	Required Revenue	Milestone Due Date	Milestone Shares
1	\$2.5 million	6 December 2016	2,000,000
2	\$3 million	6 December 2016	200,000
3	\$3.5 million	6 December 2016	200,000
4	\$4 million	6 December 2016	200,000
5	\$4.5 million	6 December 2016	200,000
6	\$5 million	6 December 2016	200,000

If any of the Milestone Tranches noted above are not achieved, the portion of Saw Milestone Shares relating to those unachieved milestones will be subject to a deemed buy-back by the Company for a total consideration of \$1.00 (subject to Shareholder approval). Any such buy-back must be completed by the Company within 18 months from the date immediately following the Milestone Due Date.

By Resolution 6, the Company seeks ratification by Shareholders of the issue of the Initial Romea Shares and the Saw Milestone Shares.

5.2 Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1.

In accordance with Listing Rule 7.4, the Company seeks ratification from Shareholders for the issue of the Initial Romea Shares and the Saw Milestone Shares. If Resolution 6 is approved it will have the effect of refreshing the Company's ability, to issue further Shares during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution 6 is not passed, the Initial

Explanatory Memorandum

Romea Shares and the Saw Milestone Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

For the purpose of Listing Rule 7.5, the Company provides the following information:

(a) Number of Securities issued

The Company issued a total of 5,000,000 Shares to the Romea Vendors as follows:

Shares issued	Number of shares issued
Initial Romea Shares to Mr Saw and Mrs Saw as to 50% each	2,000,000
Saw Milestone Shares as to 100% to Mr Saw	3,000,000

(b) Issue price

The Initial Romea Shares and the Saw Milestone Shares were issued as partial consideration for the acquisition of all of the issued share capital in Romea.

(c) Recipients of the Securities

The Initial Romea Shares and the Saw Milestone Shares were issued to the Romea Vendors as follows:

Shares issued	Number of Shares issued to Mr Saw	Number of Shares issued to Mrs Saw
Initial Romea Shares	1,000,000	1,000,000
Saw Milestone Shares	3,000,000	-
TOTAL	4,000,000	1,000,000

(d) Terms of the issued Securities

The Initial Romea Shares and the Saw Milestone 1 Shares are fully paid ordinary shares and rank equally with other Shares on issue. The Initial Romea Shares and the Saw Milestone Shares are subject to voluntary escrow periods as follows commencing on the date of issue of the Shares:

Shares issued	Shares to be issued by Tranche	Escrow Period
Initial Romea Shares – Mr Saw	333,333	12 months
	333,333	24 months
	333,334	36 months
Initial Romea Shares – Mrs Saw	333,333	12 months
	333,333	24 months
	333,334	36 months
Saw Milestone Shares	3,000,000	36 months subject to milestone achievements

Explanatory Memorandum

- (e) Use of funds

No funds will be raised by the issue of the Initial Romea Shares or the Saw Milestone Shares as they were issued as partial consideration for the acquisition by the Company of all of the issued share capital of Romea.

The Directors recommend that you vote in favour of Resolution 6.

6. Interpretation

ASX means the ASX Limited ABN 98 008 624 691;

Board means the board of directors of the Company;

Company means Site Group International Limited ACN 003 201 910;

Corporations Act means the Corporations Act 2001 (Cth) as amended from time to time;

Directors mean directors of the Company;

EBIT in respect of Captain Cook means the earnings before interest and tax normalised and adjusted to take account of:

- (a) unusual or one-off items, including but not limited to voluntary employer superannuation contributions;
- (b) market based salaries for key management and advisors;
- (c) market based rent charges;
- (d) any other adjustments agreed by the parties,

EBITDA in respect of CPM means is the earnings before interest, tax, depreciation and amortisation of CPM for the financial year ending on 30 June 2015 as determined by reference to the audited accounts and set out in the CPM Agreement including all new projects relating to Operations & Maintenance;

Equity Securities has the meaning given to that term in the Listing Rules;

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting;

Listing Rules means the official listing rules of the ASX as amended from time to time;

Meeting or General Meeting means the General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 4, 96 Albert Street, Brisbane, Queensland on 23 June 2014 commencing at 10.00 am (Brisbane time);

Notice of Meeting or Notice means the notice of meeting convening the Meeting and the Explanatory Memorandum;

Options mean an option to subscribe for ordinary Shares in the capital of the Company;

Ordinary Resolution means a Resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

Resolution means a Resolution to be proposed at the Meeting;

Explanatory Memorandum

Shareholder means a holder of Shares in the Company;

Shares means ordinary fully paid shares in the issued capital of the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution; and

VWAP means the volume weighted average price of Shares as traded on ASX.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Craig Dawson (Company Secretary):

Address: Level 4, 96 Albert Street, Brisbane, Queensland 4000

Phone: +61 7 3114 5188

Explanatory Memorandum

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be, **posted to, or sent by facsimile transmission to the address listed below, or the Share Registry at the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne, Victoria, 3001 Australia

Tel: +61 (03) 9415 4000 (outside Australia) 1300 552 270 (within Australia)

Fax: +61 (03) 9473 2555 (outside Australia) 1800 783 447 (within Australia)

Alternatively, you can submit your proxy online at www.investorvote.com.au and quoting the 6 digit control number found on the front of your proxy form. You may also scan the QR code on the front of the accompanying proxy form with your mobile device and insert your postcode. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

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. A form of the certificate may be obtained from the Company's share registry.

A proxy form is **attached** to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 20 June 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy 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, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document 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. |

Explanatory Memorandum

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



SITEGROUP


International

ABN 73 003 201 910



Lodge your vote:

  **Online:**
www.investorvote.com.au

 **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 552 270
(outside Australia) +61 3 9415 4000

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

Proxy Form



Vote online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 10.00am (Brisbane time), Saturday 21 June 2014**

How to Vote on Items of Business

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

Appointment of 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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting. If you have directed your proxy how to vote on a Resolution and your named proxy either does not attend the meeting or attends the Meeting but does not vote on a poll on a Resolution, the Chairman of the Meeting will become your proxy in respect of that Resolution on a poll.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

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.



I 9999999999

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 Site Group International 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 General Meeting of Site Group International Limited to be held at Site Group International Limited, Level 4, 96 Albert Street, Brisbane, Queensland, on Monday 23 June 2014 at 10.00am (Brisbane time) and at any adjournment or postponement of that meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

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
Resolution 1 Approval of issue of Captain Cook Initial Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of issue of Captain Cook Earn Out Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of issue of Initial CPM Shares to Philip David Costelloe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of issue of CPM Milestone Shares to Philip David Costelloe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of the issue of Shares to Paul Beresford Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of the issue of Shares to Jennifer Anne Saw and Leng Him Saw	<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 ____ / ____ / ____