

Notice of Annual General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 29 November 2011

Time of Meeting: 3.30pm (Brisbane time)

Place of Meeting: Hopgood Ganim
Level 7, Waterfront Place
1 Eagle Street
Brisbane, Queensland

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Queensland, on 29 November 2011 at 3.30pm (Brisbane time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2011.

1. Resolution 1 - Remuneration report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2011 (as set out on pages 7 to 9 of the Directors' Report) is adopted."

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

ASIC Relief

The Company has obtained relief from ASIC allowing the Chairman to vote undirected proxies on the conditions set out in the Explanatory Memorandum.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution 1.

Notice of Annual General Meeting

2. Resolution 2 – Re-election of Nicasio Alacantara

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Nicasio Alacantara, who retires in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Resolution 3 - Election of Shaun Scott as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Shaun Scott, who retires in accordance with Rule 36.2 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director.”

4. Resolution 4 - Election of Darryl Somerville as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Darryl Somerville, who retires in accordance with Rule 36.2 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director.”

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



Andrew Bursill
Company Secretary
31 October 2011

Explanatory Statement

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 Annual General Meeting to be held at the offices of Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Queensland on 29 November 2011 commencing at 3.30 pm (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 7.

2. Consider the company's annual report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2011 were despatched to Shareholders and released to the ASX Limited on 30 September 2011. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Remuneration Report for the Company and its subsidiaries is submitted to the AGM for Shareholder approval. The Remuneration Report is set out on pages 7 to 9 of the Directors' Report section of the Annual Report.

The vote on the resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report details:

- the remuneration of Directors;
- the remuneration of the top 6 most highly paid executives of the consolidated entity;
- the remuneration of the 6 executives with the greatest authority for the strategic direction and management of the consolidated entity;
- any performance hurdles for the exercise of options; and
- the reasons for the granting of any specific short and long-term incentives.

Note: For the purposes of calculating remuneration, salary and bonuses (including options) are included.

The Company will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

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Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution (**Voting Restriction**) put to Shareholders that the remuneration report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where the chairperson or any other member of the Key Management Personnel is appointed in writing (by a shareholder who is not a member of the Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company.

It is not clear in the amendments to the Corporations Act whether the Management Proxy will be able to vote where the proxy appointment does not give specific instructions on how to vote on a resolution to adopt the remuneration report.

In order to resolve this, during 2011, the Federal Government proposes to amend the Corporations Act to make clear that a Chairperson is permitted to vote undirected proxies on remuneration report resolutions.

In order to ensure strict compliance with the relevant provisions of the Corporations Act in relation to the Voting Restrictions, the Company has obtained from the ASIC relief allowing the Chairman to vote undirected proxies. The relief applies to the casting of a vote of the Chairman in the following circumstances:

- (a) Vern Wills or, in the alternative, Darryl Somerville has been elected, by either the directors or the members of the Company, to be the chair of the AGM of the Company to be held on or about 30 November 2011 and at any adjournment or postponement of that meeting;
- (b) the chair has been appointed by a member of the Company who is not a person mentioned in paragraph (a) or (b) of subsection 250R(4) as the member's proxy to attend and vote for the member at the meeting in relation to the resolution;
- (c) the appointment does not specify the way the chair is to vote on the resolution;
- (d) the appointment expressly authorises the chair to exercise the proxy in relation to the resolution even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company which includes the chair;
- (e) the notice of meeting and the proxy form which accompanies the notice of meeting contains a statement as to how the chair, if appointed as they member's proxy and the appointment does not specify the way the chair is to vote on the resolution, intends to vote on the resolution; and
- (f) the proxy form which accompanies the notice of meeting is substantially in the form of the draft proxy form provided to ASIC on 26 October 2011.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1.

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4. Resolution 2- Re-election of Nicasio Alcantara as a director

Nicasio Alcantara retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr. Alcantara was appointed as a Director on 12th October 2010 and has been a director of Site Group Holdings since June 2009.

Nicasio is an experienced director with over 40 years' experience in both public and private companies and his diverse industry experience includes manufacturing, banking and finance, property, information technology, agriculture and power and energy.

Nicasio is currently a director of Alsons Corporation, Alsons Development & Investment Corporation, C. Alcantara & Sons Inc., Lima Land Inc, Sarangani Agricultural Co. Inc, Seafront Resources Corporation, The Philodrill Corporation and BDO Private Bank Inc.

Nicasio has also previously been Chairman and President of Alsons Consolidated Resources Inc, Iligan Cement Corporation, Alsons Cement Corporation, Northern Mindanao Power Corporation and the Refractories Corporation of the Philippines. He was also previously Chairman and Chief Executive Officer of Petron Corporation and a director of Bank One Savings and Bancasia Capital Corporation.

Nicasio holds an MBA from Santa Clara University in Clara University in California, USA.

The Directors (with Mr Alcantara abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 – Election of Shaun Scott as a director

Shaun Scott retires in accordance with the Company's Constitution and, being eligible, offers himself for election as a non-executive director.

Mr Scott was appointed on 2 August 2011 as an additional director

Mr Scott is a director of Dart Energy, prior to joining Dart Energy, Mr Scott was Chief Executive Officer of Arrow Energy, a leader in coal bed methane development in Australia. He previously held the roles of Chief Commercial Officer and Chief Financial Officer with the company. Shaun is a Chartered Accountant with over 20 years of experience in upstream and downstream projects, mergers and acquisitions and finance in the energy sector in Australia, Asia, and the United States.

Shaun is currently a director of AnaeCo and Acer Energy.

The Directors (with Mr Scott abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 – Election of Darryl Somerville as a director

Darryl Somerville retires in accordance with the Company's Constitution and, being eligible, offers himself for election as a non-executive director.

Mr Somerville was appointed Director of the company on 2 August 2011.

Mr Somerville has previously been a member of a number of public company Boards . He has served as the Chairman of two ASX listed companies, Devine Limited for three years and Brisbane Broncos Ltd for six years.

He has completed a number of Queensland Government appointments including Chairman of the Independent Panel which reviewed the Queensland Electricity Distribution and Service performance and reported in 2004, Chairman of the Queensland Government's Energy

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Competition Committee which oversaw the introduction of Full Retail Contestability for energy in the State and Chairman of the Premier of Queensland's Export Awards. He is currently Chairman of the Queensland Government Electricity Network Capital Program Expert Panel and a member of the Federal Department of Resources, Energy and Tourism's Energy Appointments Panel.

Mr Somerville spent 23 years with PricewaterhouseCoopers in Brisbane, including more than 19 years as a partner and 8 years as the Brisbane Office Managing Partner. His clients ranged from privately owned companies through to multinationals in the manufacturing, mining, energy and resources and retailing industries. He was a member of the firm's National Board of Partners.

Mr Somerville served a three year term as National Director of the Institute of Chartered Accountants from 2000 to 2003. He is a Fellow of the Institute of Chartered Accountants of Australia, a Fellow of the Australian Society of Certified Practising Accountants and a member of the Australian Institute of Company Directors.

In his most recent role Mr Somerville was a director of Careers Australia Group and the Chairman of its Compliance, Audit and Risk Management Committee.

The Directors (with Mr Somerville abstaining) recommend that you vote in favour of this Ordinary Resolution.

7. Interpretation

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ABN 98 008 624 691;

Board means the board of directors of the Company;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph;

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;

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

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of

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the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Queensland on 29 November 2011 at 3.30pm (Brisbane time);

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

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;

Shares means fully paid ordinary shares in the Company;

Shareholder means a holder of Shares in the Company.

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

Address: Suite 4, Level 9, 341 George Street, Sydney NSW 2000

Phone: +61 2 9299 9690

Proxy Form

Proxy, representative and voting entitlement instructions

Site Group International
ACN 003 201 910



FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Name and Address

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 3.30pm
SUNDAY 27TH NOVEMBER 2011**

Reference Number:

**Please note it is important you keep this
confidential**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space. For further information with respect to resolution 1 please see the instructions under the 'important note' heading.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **3.30pm on Tuesday, 29th November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Proxy Form

Site Group International

<Address 1>

<Address 2>

<Address 3>

<Address 4>

<Address 5>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Site Group International** and entitled to attend and vote hereby appoint

☐ the Chairman of
the Meeting
(mark with an
'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Site Group International to be held at Hopgood Ganim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Queensland on Tuesday the 29th of November 2011 at 3.30pm** and at any adjournment of that meeting, to act 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.

If you appoint a proxy, we encourage you to direct your proxy how to vote on each item of business.

Important Note – If the Chairman is appointed your proxy

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chairman of the meeting is your proxy (or becomes your proxy by default), you authorise the chairman to exercise your proxy on Resolution 1, that the Remuneration Report for the year ended 30 June 2011 (as set out in the Directors' Report) be adopted, even though the item is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman. If you do NOT wish to authorise the Chairman to vote in this way, you should direct your vote in accordance with Step 2 Below.

You acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (including but not limited to Resolution 1) and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with ☒.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Nicasio Alacantara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Shaun Scott as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Darryl Somerville as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011