

**Principal & Registered Office**

Level 4, 96 Albert Street

Brisbane QLD 4000

GPO Box 3335, Brisbane QLD 4001

**4 December 2013**

**ASX RELEASE**

**Non-Renounceable Rights Issue**

**Letter to Foreign Shareholders**

The Directors of Site Group International Limited ("Site", ASX:SIT) advise that the following letter has been dispatched to all shareholders with a registered address outside Australia and New Zealand.

**Mailing of Prospectus**

The Prospectus and Entitlement & Acceptance Form pursuant to the Non-Renounceable Rights Issue announced on 20 November 2013 has been mailed to all eligible shareholders today.

The Closing Date for acceptances is 3 January 2014.

A revised Appendix 3B is also attached noting the correct rounding of entitlements being to the nearest whole number.

**About Site Group International Limited**

Site Group International (ASX: SIT "Site") is an ASX listed company providing Australian accredited and non-accredited training programs that are specifically tailored to employer needs. Training is delivered through high quality facilities in the Philippines (Clark Freeport Zone) and in Australia through Site Skills Training. Site Skills Training has major training facilities in Perth, Gladstone, Darwin and Landsborough. At these locations our experienced team assesses, up-skills and trains industry experienced candidates in the mining & processing, oil & gas, construction, camp services, hospitality and logistic sectors.

In addition, Site delivers on-site training for clients and major projects throughout Australia and countries such as PNG, Indonesia, Singapore, China, UAE, Azerbaijan and others.

The strategic location of our 300,000m<sup>2</sup> facility at Clark Freeport Zone in the Philippines allows the company to deliver Australian standard training in a low cost and controlled environment. This facility has the capacity to complete large scale residential training programs customised to meet client specific requirements. The facility is currently delivering training and assessment services to a multi-national oil and gas company under a long term contract with a specific focus on health and safety. All vocational training is delivered with tailored job specific English language and cultural sensitivity training. In addition vocational training in areas such as fabrication, heavy diesel maintenance and refrigeration mechanics is delivered.

Site also delivers workforce planning solutions through Site WorkReady. Site WorkReady achieves “ready to work” international employees through an end to end “Source-Train-Deploy” service utilising the training and assessment facility at Clark Freeport Zone. Working closely with their clients the Site WorkReady team identifies workers, completes assessment services and develops appropriate training. Employment candidates receive instruction in English, workplace health and safety systems as well as employer orientation training to support their transition to employment.

Site Group International is an emerging Australian company with a strategic business model run by an experienced board and management team.

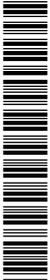
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**For further information contact**

Vernon Wills +61 7 3114 5188 [vern.wills@site.edu.au](mailto:vern.wills@site.edu.au)

Craig Dawson +61 7 3114 5188 [craig.dawson@site.edu.au](mailto:craig.dawson@site.edu.au)

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

Dear Shareholder,

### Non-Renounceable Entitlement Offer

On 20 November 2013, Site Group International Limited (**the Company**) announced a non-renounceable rights issue to eligible shareholders, on the basis of one new fully paid ordinary share for every 10 shares held, at an issue price of 14 cents per share (**New Shares**), to raise approximately \$4,687,983million before costs (**Offer**). The Offer is fully underwritten by Wayburn Holdings Pty Ltd (an entity associated with Vernon Wills, Managing Director and CEO), Cameron Richard Pty Limited and Stuart Andrew Pty Ltd, Smithley Super Pty Ltd and Linwierек Super Pty Ltd.

The funds raised under the Offer (after payment of expenses in connection with the Offer) will be used to continue to develop the Company's business and meet its strategic goals. More particularly, funds raised under the Offer have been earmarked to facilitate organic growth and development in conjunction with an acquisition strategy and working capital purposes.

The Offer is being undertaken pursuant to a prospectus issued under section 713 of the Corporations Act (**Prospectus**), which was lodged with ASIC and ASX on 20 November 2013 and is available on the ASX website. The Offer is open to eligible shareholders on the register as at 7.00pm (AEDT time) on 28 November 2013 (**Record Date**) with registered addresses in Australia and New Zealand. Entitlements to New Shares pursuant to the Offer are non-renounceable and accordingly will not be traded on the ASX.

In accordance with the ASX Listing Rules, the Company has considered the number of shareholders with registered addresses outside of Australia and New Zealand, the number and value of the shares held by those shareholders, and the number and value of New Shares those shareholders would be offered pursuant to the Rights Issue. Taking this into consideration, as well as taking into consideration the costs of complying with the legal requirements and the requirements of the regulatory authorities of those relevant jurisdictions outside of Australia and New Zealand, the Company believes it to be unreasonable to extend the Rights Issue to all shareholders. Accordingly, the offer pursuant to the Rights Issue will only be extended to those who are Australian or New Zealand shareholders as at 7.00pm on the Record Date, and who have registered addresses in Australia or New Zealand. Entitlements to New Shares pursuant to the Rights Issue are non-renounceable and accordingly will not be traded on the ASX.

As you are a shareholder with a registered address outside of Australia and New Zealand, the offer pursuant to the Rights Issue will not be extended to you. However, the Company has appointed Claymore Capital Pty Ltd to act as a nominee for the purposes of section 615 of the Corporations Act 2001 (Cth). Accordingly, the Company must issue to Claymore Capital Pty Ltd the New Shares that are not issued to those shareholders who, as at the Record Date, have a registered address outside of Australia or New Zealand. Claymore Capital Pty Ltd will pay the Company the issue price of \$0.14 per New Share issued to it.

Claymore Capital Pty Ltd must then sell such New Shares at a price and otherwise in a manner determined by Claymore Capital Pty Ltd in its sole discretion. Neither the Company nor Claymore Capital Pty Ltd will be held liable for the sale by Claymore Capital Pty Ltd of any such New Shares, at any particular price or for the timing of such sale. The proceeds of sale of such New Shares will be distributed to those shareholders for whose benefit the shares are sold in proportion to their entitlement as at the Record Date (after deducting the issue price and the costs of sale).

#### Indicative timetable for the Offer

Date	Event(s)
20 November 2013	Announce Issue
22 November 2013	"Ex" Date – securities are quoted on an ex basis
28 November 2013	Record Date
4 December 2013	Despatch offer documents to shareholders
4 December 2013 (9am AEDT)	Issue Opens
3 January 2014 (5pm AEDT)	Issue Closes
13 January 2014	Issue New Shares applied for
14 January 2014	Trading in new shares commences

*This timetable is indicative only and may be subject to change subject to the requirements of the Corporations Act 2001 (Cth) and the ASX Listing Rules.*

For further information, please contact Craig Dawson on 61 7 3114 5188 or by email at [craig.dawson@site.edu.au](mailto:craig.dawson@site.edu.au).

Yours sincerely,



**Vernon Wills**  
**Managing Director and CEO**  
Site Group International Limited

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Site Group International Limited

ABN

73 003 201 910

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Ordinary fully paid shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 33,485,590 share pursuant to a one for ten fully underwritten entitlement offer, subject to the reconciliation of entitlements and rounding |

+ See chapter 19 for defined terms.

3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Ordinary fully paid shares
4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes – ordinary shares (SIT)
5	Issue price or consideration	\$0.14 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds raised under the Offer (after payment of expenses in connection with the Offer) will be used to continue to develop SIT’s business and meet its strategic goals. More particularly, funds raised under the Offer have been earmarked to facilitate organic growth and development in conjunction with an acquisition strategy and for working capital purposes.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes

6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	33,485,590 shares pursuant to a one for ten fully underwritten entitlement offer, subject to the reconciliation of entitlements and rounding.
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	13 January 2014

+ See chapter 19 for defined terms.

	Number	+Class
8	349,634,879	Ordinary Shares
	17,590,615	Ordinary Shares voluntary escrow with various escrow dates
	367,225,494	Total ordinary shares

	Number	+Class
9	1,116,000	Party Paid Shares to 1 C
	6,675,000	Unlisted Options (various exercise prices and expiry dates)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	One new shares for every ten shares held at the record date
14	+Class of +securities to which the offer relates	Ordinary fully paid shares
15	+Record date to determine entitlements	7.00pm (AEDT) 28 November 2013
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements under the entitlement offer they will be rounded to the nearest whole number
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	All countries other than Australia and New Zealand, unless otherwise determined by the directors
19	Closing date for receipt of acceptances or renunciations	3 January 2014
20	Names of any underwriters	Wayburn Holdings Pty Ltd Cameron Richard Pty Ltd and Stuart Andrew Pty Ltd Smithley Super Pty Ltd Linwierik Super Pty Ltd
21	Amount of any underwriting fee or commission	3%

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	4 December 2013
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	20 November 2013
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	15 January 2014

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+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

DP Cornish  
Company Secretary  
4 December 2013

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	304,642,114
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	31,077,790
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	(6,630,000)
<b>“A”</b>	329,089,904

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	49,363,486
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	(4,650,000)
“C”	(4,650,000)
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	49,363,486
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	(4,650,000)
<b>Total</b> [“A” x 0.15] – “C”	44,713,486  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	329,089,904
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	32,908,991
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>“E”</b>	32,908,991

+ See chapter 19 for defined terms.

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10  <i>Note: number must be same as shown in Step 2</i>	32,908,991
<b>Subtract "E"</b>  <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	32,908,991  <i>Note: this is the remaining placement capacity under rule 7.1A</i>