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10 October 2013

ASX RELEASE

Notice of Annual General Meeting Dispatched

The Annual General Meeting for Site Group International Limited ("Site", ASX:SIT) will be held at the company's offices at 10.00am Friday 8 November 2013. The attached notice of meeting has been dispatched to all shareholders today. In addition the company's annual report for the 2013 financial year has also been dispatched to those shareholders electing to receive a paper copy.

For further information contact:

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Notice of Annual General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 8 November 2013

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Site Group International Limited

Level 4, 96 Albert 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 Site Group International Limited, Level 4, 96 Albert Street, Brisbane Queensland, on 8 November 2013 at 10.00 am (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, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013.

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 2013 (as set out on pages 19 to 24 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; 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; and
- (c) either:
 - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a

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consolidated entity, for the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

2. Resolution 2 – Re-election of Nicasio Alcantara 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 Nicasio Alcantara, 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.”

Special Business

3. Resolution 3 – Ratification of Issue of April 2013 Placement Shares

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

*“That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 24,941,920 fully paid ordinary shares in the Company at an issue price of \$0.135 per Share (**April 2013 Placement Shares**) to raise a total of \$3,367,160 to various existing shareholders of the Company being investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth) (**April 2013 Placement Recipients**) on 5 April 2013.”*

Notes:

- The rights attaching to the April 2013 Placement Shares are identical in all respects to the existing ordinary shares on issue in the Company.
- Further details of the April 2013 Placement Shares and the use of funds raised from the issue of the April 2013 Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- the April 2013 Placement Recipients; and
- any associate of any of the April 2013 Placement Recipients.

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 Shares to Wayburn Holdings Pty Ltd

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

*“That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 2,465,500 fully paid ordinary shares at an issue price of \$0.135 per share to Wayburn Holdings Pty Ltd ACN 009 320 852 (an entity associated with Vernon Wills, Executive Director of the Company) (**Wayburn Placement Shares**) to raise a total of \$332,843, being part of the placement announced on 26 March 2013.”*

Notes:

- The Company intends to issue the Wayburn Placement Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Wayburn Placement Shares will be identical in all respects to the existing ordinary shares then on issue in the Company.
- Further details of the Wayburn Placement Shares and the use of funds raised from the issue of the Wayburn Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- Wayburn Holdings Pty Ltd; and
- any associate of Wayburn Holdings Pty Ltd.

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 – Approval of issue of Shares to Darryl Somerville

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

*“That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 370,370 fully paid ordinary shares at an issue price of \$0.135 per share to Darryl Somerville (or nominee) being a non-executive director of the company (**Somerville Placement Shares**) to raise a total of \$50,000, being part of the placement announced on 26 March 2013.”*

Notes:

- The Company intends to issue the Somerville Placement Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Somerville Placement Shares will be identical in all respects to the existing ordinary shares then on issue in the Company.

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- Further details of the Somerville Placement Shares and the use of funds raised from the issue of the Somerville Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- Darryl Somerville; and
- any associate of Darryl Somerville.

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 Issue of Sign-On and Bonus Shares to Full or Part Time Employees

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

“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 3,000,000 fully paid ordinary shares in the Company (as a result of the issue of sign-on and bonus shares on or about 29 July 2013) to eight full or part time employees of the Company (**Sign-On and Bonus Recipients**).”

Voting exclusion statement

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

- the Sign-On and Bonus Recipients;
- any associate of the Sign-On and Bonus Recipients.

However, subject to the Key Management Personnel voting exclusion statement below, 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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Voting Restriction pursuant to Section 250BD of the Corporations Act

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

- any be Key Management Personnel (which includes the Chairman) of the Company or if the Company is part of a consolidated entity, of the entity; or
- a Closely Related Party of Key Management Personnel,

who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity.

7. Resolution 7 – Approval of issue of Shares to Blake Wills

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

“That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 250,000 fully paid ordinary shares to Blake Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in this Explanatory Memorandum.”

Voting exclusion statement

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

- Blake Wills; and
- any associate of Blake Wills.

However, subject to the Key Management Personnel voting exclusion statement below, 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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Voting Restriction pursuant to Section 250 BD of the Corporations Act

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

- any be Key Management Personnel (which includes the Chairman) of the Company or if the Company is part of a consolidated entity, of the entity; or
- a Closely Related Party of Key Management Personnel,

who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the resolution.

- However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity. decides even if the

8. Resolution 8 – Approval of issue of Shares to Jamie Wills

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

“That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 50,000 fully paid ordinary shares to Jamie Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in this Explanatory Memorandum.”

Voting exclusion statement

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

- Jamie Wills; and
- any associate of Jamie Wills.

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.

9. Resolution 9 – Proportional Takeover Approval Provisions

To consider and, if thought fit, pass the following Special Resolution, of the Company with or without modification:

“That in accordance with section 648G of the Corporations Act and Rule 75 of the Company's Constitution, the proportional takeover approval provisions in the Company's Constitution be renewed with immediate effect from this Resolution 10 being passed.”

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10. Resolution 10 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**).”*

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by a person and any associates of that person who:

- may participate in the issue of the Placement Securities; or
- might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

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.

Important Note:

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

11. Resolution 11- Buy back and Cancellation of Shares issued to Graham Yerbury

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

“That for the purposes of section 257D of the Corporations Act and for all other purposes, the Company be authorised to undertake the selective buy-back of 500,000 Shares in the company from Graham Yerbury (Yerbury Buy-Back Shares) in consideration for the payment by the Company of \$1.00 for all Yerbury Buy-Back Shares and otherwise on the terms set out in the Explanatory Memorandum to this Notice.”

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Voting exclusion statement

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

- Graham Yerbury; and
- any associate of Graham Yerbury.

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.

12. Resolution 12- Buy back and Cancellation of Shares issued to Paul Scaysbrook

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

“That for the purposes of section 257D of the Corporations Act and for all other purposes, the Company be authorised to undertake the selective buy-back of 1,000,000 Shares in the company from Paul Scaysbrook (Scaysbrook Buy-Back Shares) in consideration for the payment by the Company of \$1.00 for all Scaysbrook Buy-Back Shares and otherwise on the terms set out in the Explanatory Memorandum to this Notice”.

Voting exclusion statement

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

- Paul Scaysbrook; and
- any associate of Paul Scaysbrook.

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



Andrew Bursill
Company Secretary
10 October 2013

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 Annual General Meeting to be held at the offices of Site Group International Limited, Level 4, 96 Albert Street, Brisbane, Queensland on 8 November 2013 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 14.

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, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013 were released to the ASX Limited on 29 August 2013. 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 consideration and adoption by way of a non-binding Advisory Resolution. The Remuneration Report is set out on pages 19 to 24 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 (amongst other things):

- (a) the remuneration of Directors;
- (b) the remuneration of the executives with the greatest authority for the strategic direction and management of the consolidated entity;
- (c) any performance hurdles for the exercise of options; and
- (d) 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.

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

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

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on Resolution 1 (**Voting Restriction**) put to Shareholders that the Remuneration Report of the Company be adopted. Details are set out in Resolution 1 of the Notice of Meeting and below. 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.

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The Voting Restriction does not apply where:

- (a) 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 or a Closely Related Party of 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; or
- (b) the chairperson is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the chairperson to do so.

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

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.

Under Article 38.1 of the Constitution, one-third of the Directors are required to retire at each general meeting (excluding any Managing Director).

Mr Alcantara was appointed as a Director on 12 October 2010 and has been a director of Site Group Holdings Pty Ltd since June 2009. Mr Alcantara is an experienced director with over 40 years' experience in both public and private companies and his diverse industry experience includes manufacturing, banking & finance, property, information technology, agriculture and power & energy.

Mr Alcantara 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 (appointed 1995), the Philodrill Corporation (appointed 1991), Indophil Resources NL (appointed 29/12/2011) and BDO Private Bank Inc.

Mr Alcantara has also previously been Chairman and President of Alsons Consolidated Resources Inc., Iligan Cement Corporation, Alsons Cement Corporation, Northern Mindanao Power Corporation and 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.

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

5. Resolutions 3 – 5 April 2013 Placement Overview

Resolutions 3, 4 and 5 relate to a Placement announced by the Company on 26 March 2013 comprising:

- (a) a placement of 24,941,920 shares at \$0.135 per share to raise a total of \$3,367,160 to various existing shareholders of the Company being investors that fall within one or more of the classes of exemptions specified in section 708 of the *Corporations Act 2001 (Cth)* (**April 2013 Placement Recipients**) (**April 2013 Placement**); and
- (b) A commitment by the Chairman to 370,370 Shares and by the CEO to 2,465,500 Shares (being Darryl Somerville and Vernon Wills) totalling 2,835,870 Shares at \$0.135 per share to raise a total of \$382,860 (**Wayburn Placement Shares**) and (**Somerville Placement Shares**) respectively.

The funds raised from the April 2013 Placement including the Wayburn Placement Shares and Somerville Placement Shares (provided resolutions 4 and 5 are passed) will be used by the Company to:

- (a) provide additional capital to fund an expected increase of receivables as revenues grow; and

Explanatory Memorandum

- (b) fund the limited capital expenditure associated with the expansion of training facilities in Perth and Darwin and elsewhere as required.

6. Resolution 3 – Ratification of Issue of April 2013 Placement Shares

6.1 Background

Resolution 3 seeks the ratification of shareholders for the issue of 24,941,920 fully paid ordinary shares in the Company at an issue price of \$0.135 per Share (**April 2013 Placement Shares**) to raise a total of \$3,367,160, to various existing shareholders of the Company being investors that fall within one or more of the classes of exemptions specified in section 708 of the *Corporations Act 2001 (Cth)* (**April 2013 Placement Recipients**) on 8 April 2013

6.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, shareholder approval is sought to ratify the issue of the April 2013 Placement Shares, being an issue of securities made by the Company during the previous 12 months for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit.

Listing Rule 7.4 provides that an issue of equity securities made without approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it. If Resolution 3 is approved, this would have the effect of enlivening the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further shareholder approval (subject to the Corporations Act and other requirements of the Listing Rules).

For the purposes of Listing Rule 7.5 the Company advises as follows:

- (a) The number of April 2013 Placement Shares issued to the April 2013 Placement Recipients was 24,941,920 fully paid ordinary shares.
- (b) The April 2013 Placement Shares were issued at \$0.135 per April 2013 Placement Share raising a total of \$3,367,160 and the funds raised will be applied as set out in Section 5 of this Explanatory Memorandum.
- (c) The April 2013 Placement Shares were issued to various existing shareholders of the Company being investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth).
- (d) The date of issue of the April 2013 Placement Shares was 8 April 2013.
- (e) The April 2013 Placement Shares issued to the April 2013 Placement Recipients rank *pari passu* with the existing ordinary shares on issue in the Company.

The Directors recommend that you vote in favour of this Ordinary Resolution.

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7. Resolution 4 – Approval of issue of Shares to Wayburn Holdings Pty Ltd

7.1 Background

Resolution 4 seeks the approval of shareholders for the issue by the Company of 2,465,500 fully paid ordinary shares at an issue price of \$0.135 per share (**Wayburn Placement Shares**) to Wayburn Holdings Pty Ltd ACN 009 320 852 (**Wayburn Holdings**) an entity associated with Vernon Wills, Executive Director of the Company, to raise a total of up to \$332,843 being part of the placement of shares as announced to the market on 26 March 2013.

The Company has entered an agreement with Wayburn Holdings pursuant to which Wayburn Holdings will subscribe for the Wayburn Placement Shares subject to and conditional upon the Company obtaining all Shareholder approvals required pursuant to the Corporations Act and the Listing Rules.

7.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval for a company to issue equity securities to a related party.

A “related party” for the purposes of the Listing Rules is defined widely and includes a director of the public company or an entity controlled by a director of the public company.

As noted above, Wayburn Holdings is an entity associated with Vernon Wills who is an Executive Director of the Company.

Accordingly, approval for the issue of the Wayburn Placement Shares is sought in accordance with the provisions of Listing Rule 10.11. If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

The Company believes that all information required pursuant to Listing Rule 10.13 is contained in the Notice of Meeting and this Explanatory Memorandum.

For the purposes of Listing Rule 10.13, the Company advises as follows:

- (a) The number of Wayburn Placement Shares to be issued to Wayburn Holdings is 2,465,500 fully paid ordinary shares.
- (b) The Wayburn Placement Shares are to be issued at \$0.135 per Share raising a total of \$332,843.
- (c) The Wayburn Placement Shares will be issued as soon as practicable after the date of the Meeting (and shareholder approval being obtained) but in any event, within one month after the date of the Meeting.
- (d) The Wayburn Placement Shares to be issued to Wayburn Holdings will rank *pari passu* with the Shares on issue in the Company.
- (e) Funds raised from the issue of the Wayburn Placement Shares will be used as set out in section 5 of this Explanatory Memorandum.

The Directors (excluding Vernon Wills) recommend that you vote in favour of this Ordinary Resolution.

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8. Resolution 5- Approval of issue of Shares to Darryl Somerville

8.1 Background

Resolution 5 seeks the approval of shareholders for the issue by the Company of up to 370,370 fully paid ordinary shares at an issue price of \$0.135 per share (**Somerville Placement Shares**) to Darryl Somerville (or nominee) an Non- Executive Director of the Company, to raise a total of up to \$50,000 being part of the placement of shares as announced to the market on 26 March 2013.

The Company has entered an agreement with Darryl Somerville pursuant to which Darryl Somerville (or nominee) will subscribe for the Somerville Placement Shares subject to and conditional upon the Company obtaining all Shareholder approvals required pursuant to the Corporations Act and the Listing Rules.

8.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval for a company to issue equity securities to a related party.

A “related party” for the purposes of the Listing Rules is defined widely and includes a director of the public company or an entity controlled by a director of the public company.

As noted above, Darryl Somerville is a Non-Executive Director of the Company and the Chairman.

Accordingly, approval for the issue of the Somerville Placement Shares is sought in accordance with the provisions of Listing Rule 10.11. If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

The Company believes that all information required pursuant to Listing Rule 10.13 is contained in the Notice of Meeting and this Explanatory Memorandum.

For the purposes of Listing Rule 10.13, the Company advises as follows:

- (a) The number of Somerville Placement Shares to be issued to Darryl Somerville (or nominee) is 370,370 fully paid ordinary shares.
- (b) The Somerville Placement Shares are to be issued at \$0.135 per Share raising a total of \$50,000.
- (c) The Somerville Placement Shares will be issued as soon as practicable after the date of the Meeting (and shareholder approval being obtained) but in any event, within one month after the date of the Meeting.
- (d) The Somerville Placement Shares to be issued to Darryl Somerville (or nominee) will rank pari passu with the Shares on issue in the Company.
- (e) Funds raised from the issue of the Somerville Placement Shares will be used as set out in section 5 of this Explanatory Memorandum.

The Directors (excluding Darryl Somerville) recommend that you vote in favour of this Ordinary Resolution.

9. Resolution 6- Ratification of Issue of Sign-On and Bonus Shares to Full or Part Time Employees

9.1 Background

On or about 29 July 2013 the Company issued 3,000,000 Shares as sign-on and bonus shares to the employees of the Company (**Sign-On and Bonus Recipients**). The Shares are subject to voluntary restriction as follows:

No. of Shares	Voluntary Restriction Terms
400,000	<ul style="list-style-type: none">• Shares restricted until 14 March 2014

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No. of Shares	Voluntary Restriction Terms
225,000	<ul style="list-style-type: none">• Shares restricted until 29 April 2014
600,000	<ul style="list-style-type: none">• Shares restricted until 14 March 2015
225,000	<ul style="list-style-type: none">• Restricted until 29 April 2015
516,665	<ul style="list-style-type: none">• Restricted until 26 July 2014
516,665	<ul style="list-style-type: none">• Shares restricted until 26 July 2015
516,670	<ul style="list-style-type: none">• Restricted until 26 July 2016

Pursuant to this Resolution 6 the Company is seeking ratification of the issue of 3,000,000 Shares to the Sign-On and Bonus Recipients.

9.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Shares in the Company to full or part time employees, being issues of 3,000,000 Shares by the Company for which Shareholder approval has not already been obtained.

If this Resolution 12 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further Shareholder approval.

9.3 Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

- The Company issued 3,000,000 Shares;
- The Shares issued will rank pari passu to all existing Shares on issue;
- The Shares were issued to the Sign-On and Bonus Recipients;
- The Shares were issued in consideration for each of the Sign-On and Bonus Recipients agreeing to employment terms with the Company and as a reward and incentive to existing employees and accordingly no funds were raised by the issue; and
- The Shares were issued pursuant to section 708 of the Corporations Act.

By passing Resolution 6, the ratifying of the issue of the 3,000,000 Shares to the Sign-On and Bonus Recipients will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

There are restrictions on voting on this resolution by Sign-On and Bonus Recipients and their associates and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statements in Resolution 6 of the Notice of Meeting.

The Directors recommend that you vote in favour of this Ordinary Resolution.

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10. Resolution 7&8- Approval of issue of Shares to Blake Wills and Jamie Wills

10.1 Background

The Company proposes to issue Shares under the Site Group International Limited Employee Share Plan as approved by Shareholders on 15 June 2012 (**Plan**) to Blake Wills and Jamie Wills, in accordance with Listing Rule 10.14 of the Official Listing Rules. As the Shares will be issued under Plan, the Company intends to fund the issue of the Shares through a loan under the Plan which will be limited in recourse to the Shares themselves.

Listing Rule 10.14 requires an entity to obtain the approval of shareholders for a director (or associate of a director) to acquire securities under an employee incentive scheme. Each of Blake and Jamie Wills are children of Vernon Wills, who is a Director of the Company and therefore each of Blake and Jamie Wills are themselves related parties of the Company and in ASX's opinion a person for whom approval under Listing Rule 10.14 should be obtained. Accordingly because the issue of Shares will result in a related party of the Company acquiring securities under the Plan, approval under Listing Rule 10.14 is required. If approval under Listing rule 10.14 is obtained, approval under Listing Rule 10.11 is not required (Exception 4, Listing Rule 10.12).

The Company is of the view that the Shares proposed to be issued to both Blake and Jamie Wills fall within two exemptions to the related party requirements under Chapter 2E of the Corporations Act, namely Arm's length terms (section 210) and the reasonable remuneration exemption(section 211). In particular, the Company is of the view that the proposed issues under Resolutions 7 & 8 of this Notice of Meeting are on terms no more favourable than Shares that would be issued to other employees under the Plan. Additionally, the Company is of the view that the benefit, being the issue of shares, is reasonable given the circumstances of the Company and the responsibility allocated to each of Blake and Jamie Wills in the course of their employment. As such, the Company does not propose to seek Shareholder approval in accordance with section 208(1) (Chapter 2E) of the Corporations Act.

However, the Company is seeking Shareholder approval pursuant to Listing Rule 10.14 and for this reason, and for all other purposes, the following information is provided to Shareholders.

10.2 Listing Rule 10.14

As noted above, Listing Rule 10.14 requires an entity to obtain the approval of shareholders for a Director or associate of a Director or other persons considered by ASX to require approval to acquire securities under an employee incentive scheme. Accordingly the issue of Shares (under the Plan) by the Company to Blake Wills and Jamie Wills will require approval under Listing Rule 10.14.

For the purposes of Listing Rule 10.15, the Company advises as follows:

- (a) 250,000 Shares will be issued to Blake Wills.
- (b) 50,000 Shares will be issued to Jamie Wills.
- (c) The Shares to be issued are intended to be issued as soon as possible after the Meeting and in any event, no later than one month from the date of the Meeting.
- (d) The Shares are to be issued at \$0.20 per Share.
- (e) The Company will provide a loan to each of Blake Wills totalling \$50,000 and Jamie Wills totalling \$10,000 for the payment of the issue price for the Shares. The loans are limited in recourse to the Shares and are interest free. A summary of the terms of the loans is set out below:

Loan: A participant who is invited to subscribe for Shares under the Plan may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the participant (**Loan**), on the following terms:

- (1) the Loan will be interest free;

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- (2) the Loan made available to a participant shall be applied by the Company directly toward payment of the issue price of the Shares;
 - (3) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;
 - (4) a participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;
 - (5) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to buy back and cancel or sell those Shares in accordance with the terms of the Plan;
 - (6) a Loan will be non-recourse except against the Shares held by the participant to which the Loan relates;
 - (7) the Board may, in its absolute discretion, agree to forgive a Loan made to a participant; and
 - (8) The Board may, in its absolute discretion, extend the due date for repayment (including any extended date for repayment) of a Loan which has been granted to a participant in accordance with the terms of the Plan.
- (f) The Shares to be granted will rank pari passu to all existing Shares on issue.
- (g) As at the date of this Explanatory Memorandum, the following Shares have been issued to Directors or associates of Directors under the Plan:

Name of Recipient	Number of Shares Issued	Date Issued	Price per Share
Shaun Scott	1,000,000	2 July 2012	\$0.20
Darryl Somerville	1,000,000	2 July 2012	\$0.20
Nicasio Alcantara	1,000,000	2 July 2012	\$0.20
Vernon Wills	2,000,000	2 July 2012	\$0.20
Blake Wills	250,000	18 June 2012	\$0.20
Jamie Wills	250,000	18 June 2013	\$0.20

- (h) All Executive Directors and eligible employees are entitled to participate in the Plan. As at the date of this Explanatory Memorandum, the Executive Directors of the Company, their associates and other related parties include:
- (1) Vernon Wills;
 - (2) Blake Wills; and
 - (3) Jamie Wills.
- (i) The issue of the Shares to Executive Directors under the Plan will be funded by way of loan from the Company as set out above and therefore no funds will be raised by the issue.

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- (j) The Non-Executive Directors may participate in an incentive scheme on the same terms as the Plan. As at the date of this Explanatory Memorandum, the Non-Executive Directors of the Company, their associates and other related parties include:
 - (1) Shaun Scott;
 - (2) Darryl Somerville; and
 - (3) Nicasio Alcantara.
- (k) The issue of the Shares to Non-Executive Directors on the same terms as under the Plan will be funded by way of loan from the Company as set out above and therefore no funds will be raised by the issue.

There are restrictions on voting on Resolution 7, by Blake Wills and his associates and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statements in Resolution 7 in the Notice of Meeting.

There are restrictions on voting on this Resolution 8 by Jamie Wills and his associates, for additional details please refer to the Voting Exclusion Statement in Resolution 8 in the Notice of Meeting.

11. Resolution 9- Proportional Takeover Approval Provisions

11.1 Introduction

Rule 75 of the Company's Constitution contains provisions dealing with proportional takeover bids for the Company's Shares that are made in accordance with the Corporations Act. The current Constitution was adopted on 22 November 2010.

Under section 648G of the Corporations Act, the provisions must be renewed every 3 years or they will cease to have effect. The Company is now seeking to renew the proportional takeover approval provisions in its Constitution.

If Resolution 9 is approved, the current provisions will have effect for 3 years from the date the Resolution is passed.

In accordance with the Corporations Act, the Company provides the following information to shareholders when considering the inclusion of the proportional takeover approval provisions the Company's constitution.

11.2 What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid includes the bidder offering to buy a proportion only of each Shareholder's Shares in the Company. This means that control of the Company may pass without members having the chance to sell all their Shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its constitution that:

- (a) in the event of a proportional takeover bid being made for shares in the Company, members are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all individual members.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

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11.3 What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the directors must ensure that members vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's constitution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

11.4 Potential advantages and disadvantages

The renewal of the proportional takeover provisions approval will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in rule 75 of the Constitution will ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

11.5 Existing proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

12. Resolution 10 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

12.1 Introduction

Pursuant to Resolution 10, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the

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Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within 5 trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 10.

12.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 24 September 2013 the Company's market capitalisation was \$40.5 million based on the Closing Trading Price on that date. The calculation of market capitalisation will be based on the Closing Price of the Shares, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 6, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 10 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(b) 10% Placement Period – Listing Rule 7.1A.1

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Assuming Resolution 10 is passed, Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM; or
- (2) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

(c) Calculation for Additional 10% Placement – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. [Note: This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval];
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10 percent.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4

(d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are the Shares. The Company presently has 338,350,034 Shares as at the date of this Notice of Meeting.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or

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- (B) if the relevant Placement Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

- (e) Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 10 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
 - (A) details of the dilution to the existing holders of Equity Securities caused by the issue;
 - (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
 - (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (D) any other fees or costs incurred in connection with the issue.

- (f) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 338,350,034 Shares. Assuming the ratification resolutions are approved and no other securities are issued prior to the date of the Meeting, the Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 46,822,170 Shares under Listing Rule 7.1; and
- (2) subject to Shareholder approval being obtained under Resolution 11, 31,214,780 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

12.3 Specific Information required by Listing Rule 7.3A

- (a) Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

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(b) Risk of economic and voting dilution – Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 11 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 338,350,034 Shares. Assuming the ratification resolutions are approved and no other securities are issued prior to the date of the Meeting, the Company could issue 31,214,780 Shares on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- (2) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued Shares have increased and the Market Price of the Shares has decreased.

Table 1

Issued Share Capital (No. of Shares)	50% decrease in Market Price		Current Market Price		100% increase in market price	
	\$ 0.060 10% Voting Dilution	Capital Raised \$	\$ 0.120 10% Voting Dilution	Capital Raised \$	\$ 0.240 10% Voting Dilution	Capital Raised \$
Present Share Capital 338,350,034	33,835,003	2,030,100	33,835,003	4,060,200	33,835,003	8,120,401
50% Increase in Share Capital 507,525,051	50,752,505	3,045,150	50,752,505	6,090,301	50,752,505	12,180,601
100% Increase in Share Capital 676,700,068	67,670,007	4,060,200	67,670,007	8,120,401	67,670,007	16,240,802

Assumptions and explanations

- *The Market Price is \$0.12, based on the closing price of the Shares on ASX on 24 September 2013.*
- *The above table only shows the dilutionary effect based on the issue of the Securities and not any Shares issued under the 15% under Listing Rule 7.1.*
- *The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.*
- *The Company issues the maximum number of Securities.*
- *The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A (2) as at 24 September 2013.*

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- *The issue price of the Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).*

(c) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 8 November 2013. The approval under Resolution 10 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

(d) Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

(e) Shares Issued for Non-cash consideration – Listing Rule 7.3A.4

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

(f) Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

(g) Company has previously obtained shareholder approval under listing rule 7.1A

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued in the previous 12 months preceding the date of the AGM (that is, since 8 November 2012).

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Listing Rule 7.3A.6 (a): Total equity securities issued in previous 12 months

Number of equity securities on issue on at commencement of 12 month period	305,619,984
Equity securities issued in prior 12 month period*	32,730,050
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	10.71%

* This includes the placement securities that were issued pursuant to 7.1A as announced to the market on 5 April 2013

Listing Rule 7.3A.6 (b): Details of equity securities issued in previous 12 months

Date of issue:	6 November 2012
Number issued:	138,130
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Final payment to the vendor shareholder in agreement for the acquisition of Axis Training Group Pty Ltd
Price at which equity securities were issued:	\$0.1638
Discount to market price (if any):	\$0.0038
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The Shares were issued as the final payment to the vendor shareholder pursuant to the agreement for the acquisition of Axis Training Group Pty Ltd
Current value of that non-cash consideration:	\$17,960 (based on closing price of \$0.13 on 8 October 2013)

Date of issue:	5 April 2013
Number issued:	24,941,920
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Sophisticated investors
Price at which equity securities were issued:	\$0.135
Discount to market price (if any):	\$0.005
For cash issues	
Total cash consideration received:	\$3,213,801.22
Amount of cash consideration spent:	\$2,000,000
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow and place the company in a debt free position.
Intended use for remaining amount of cash (if any):	As above
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

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Date of issue:	2 August 2013
Number issued:	3,000,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected executives of the company in lieu of cash based remuneration, in recognition of the early stage development of the company.
Price at which equity securities were issued:	0
Discount to market price (if any):	\$0.12
For cash issues	
Total cash consideration received:	The shares were issued to the executives of the company in lieu of cash based remuneration. No cash consideration was paid by the recipients on the basis that this formed part of the remuneration package for each recipient.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$390,000 (based on closing price of \$0.13 on 8 October 2013)

Date of issue:	6 September 2013
Number issued:	4,650,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company pursuant to the employee share plan. These shares are issued to reward past performance and incentivise future performance.
Price at which equity securities were issued:	\$0.20
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	The shares were issued to employees pursuant to the employee share plan approved by shareholders on 15 June 2012. The Company provided loans to the eligible employees in order to fund the purchase of the shares. As at the date of this meeting no loans have been repaid and as such no cash consideration has been received by the Company. In the event that no loans are repaid the Company will not receive any cash consideration. In the event that loans are repaid, the shares will be released from escrow and the Company anticipates that funds raised will be applied towards working capital of the Company.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	

Explanatory Memorandum

Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$604,500 (based on closing price of \$0.13 on 8 October 2013)

12.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

13. Resolutions 11 & 12 – Buy back and Cancellation of Shares issued to Graham Yerbury and Paul Scaysbrook

The Company has entered into separate Buy-Back Agreements with Graham Yerbury and Paul Scaysbrook (**Selling Shareholders**) which is subject to shareholder approval (**Buy-Back Agreements**). The Buy-Back Agreements are on identical terms, save for the number of Shares which the Company proposes to buy-back from each Selling Shareholder. The Company intends to buy-back 500,000 Shares from Graham Yerbury and 1,000,000 Shares from Paul Scaysbrook (**Buy-Back Shares**) at \$1.00 for the Yerbury Buy-Back Shares and \$1.00 for the Scaysbrook Buy-Back Shares, being a total payment by the Company of \$2.00 (**Buy-Back**).

The Company notes that the Yerbury Buy-Back Shares and the Scaysbrook Buy-Back Shares were issued for no consideration and were in effect gifted as a sign-on bonus for Graham Yerbury and Paul Scaysbrook employment. On this basis, the Company is of the view that consideration of \$1.00 to each of Graeme Yerbury and Paul Scaysbrook is satisfactory.

Resolutions 11 and 12 seek Shareholder approval to undertake the Buy-Back. Pursuant to section 257D of the Corporations Act, the Buy-Back must be approved by a special resolution of the Company with no votes being cast in favour of Resolution 11 or 12 by the Selling Shareholders or their associates.

13.1 Legislative Framework in respect of the Buy-Back

The Corporations Act provides that a company may buy back its own shares if the buyback does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

In order for the Company to proceed with the Buy-Back, it must comply with section 257D of the Corporations Act, which requires that the terms of the Buy-Back Agreements must be conditional on the approval of Shareholders by either:

- (a) a special resolution of Shareholders to be passed at a general meeting, with no votes cast in favour of the Buy-Back by the Selling Shareholders or any associates of the Selling Shareholders; or
- (b) a resolution to be agreed to by all ordinary shareholders at a general meeting of the Company.

Section 257D of the Corporations Act provides that the Company must include with the notice of meeting sent to shareholders, a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the Company does not have to disclose that information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its Shareholders.

Additionally, before the notice of meeting is sent to Shareholders, the Company must lodge with the Australian Securities and Investments Commission (**ASIC**) a copy of:

- (c) the notice of meeting; and

Explanatory Memorandum

- (d) any document relating to the Buy-Back that will accompany the notice of meeting sent to Shareholders.

Pursuant to section 257H of the Corporations Act, if the Buy-Back is approved by Shareholders, then immediately upon completion of the Buy-Back, the Company must cancel the Buy-Back Shares and notify ASIC of the number of shares so cancelled.

13.2 Reason for the proposed Buy-Back

The issue of the Buy-Back Shares was conditional upon the ongoing employment of the holder. Graham Yerbury and Paul Scaysbrook have ceased employment with the Company and as such, the Company seeks to buy-back and cancel the Buy-Back Shares as the holders no longer meet a condition of the Shares.

13.3 Number of Buy-Back Shares

Immediately before the dispatch of this Notice, the total number of Shares in the Company on issue was 338,350,034 Shares.

The Buy-Back Shares, being 1,500,000 Shares, represent approximately 0.482% of the current issued share capital of the Company.

13.4 Impact on Share Capital

In the event that the Buy-Back is approved by Shareholders, the Buy-Back Shares will be transferred to the Company and cancelled in accordance with section 257H of the Corporations Act. Upon completion of the Buy-Back and cancellation of the Buy-Back Shares, the total issued capital of the Company will be reduced by 1,500,000 Shares resulting in a total issued capital of the Company being reduced to 336,850,034 Shares only, without having regard to the other resolutions contained in this Notice of Meeting. Upon completion of all resolutions in this meeting proposing to issue shares are passed and the Buy-Back, is effected there will be 339,985,904 Shares on issue.

13.5 Effect of the Buy-Back on the Control of the Company

Details of the Company's current top 20 Shareholders and their respective shareholding interest before and after the completion of the proposed Buy-Back and the other resolutions contained in this Notice of Meeting is set out in Annexure A to this Notice.

13.6 Directors' Participation

None of the Directors of the Company (or entities related to or associated with the Directors) are able to participate in the Buy-Back.

13.7 Effective Date of the Buy-Back

The Buy-Back Agreements provide that completion of the Buy-Back will occur five (5) business days after satisfaction of the conditions precedent to the Buy-Back Agreements, being

the satisfaction of all requirements under the Corporations Act to buy-back the Buy-Back Shares, in particular approval of the terms of the Buy-Back Agreements by the requisite majority of shareholders of the Company in accordance with section 257D(1) of the Act, but excluding the requirements of sections 257H and 254Y.

13.8 Share Price Information

Taxation considerations

Based on advice received, the Directors of the Company note that the proposed Buy-Back has no taxation consequences which will impact on the Company, other than as noted below:

A company may carry forward and utilise losses against future year profits if it passes the "Continuity of Ownership Test" or, alternatively, if it passes the "Same Business Test". The Continuity of Ownership Test requires that a company maintain more than 50% continuity in its ultimate shareholders between the

Explanatory Memorandum

beginning of the loss year and the end of the year in which the loss is recouped. The Same Business Test requires, among other things, that a company must carry on the same business during the loss recoupment year that it carried on immediately before the failure of the Continuity of Ownership Test. As the Buy-Back involves the buy-back of 1,500,000 Shares, it is possible that the Company will not be able to pass the Continuity of Ownership Test, in which case the Same Business Test will need to be relied upon in order to carry forward and recoup losses against future years' taxable income. In that event, compliance with the same business test would need to be reviewed. As at 30 June 2013 the Company had carried forward tax losses totaling \$7.0 million.

Source of Funding of Buy-Back

The Directors propose to fund the Buy-Back using approximately \$2.00 of the funds received by the Company through April 2013 Placement Shares.

Financial Statements and Financial Effect

The audited financial statements of the Company for the year ending 30 June 2013 were lodged with ASX on 29 August 2013. A copy of the Annual Report of the Company was dispatched to shareholders on 29 August 2013.

The Buy-Back is being funded wholly from the proceeds of the issue of the April 2013 Placement Shares. Accordingly, while the Buy-Back will result in a reduction of equity in the amount of approximately \$2.00 when the Buy-Back takes place, the equity position of the Company after the Buy-Back will increase from that as at the date of the Annual General Meeting.

Impact on Creditors

The Directors of the Company consider that the proposed Buy-Back will not materially prejudice the Company's ability to pay its creditors.

Fairness and Reasonableness of the Buy-Back

The Board has given due consideration to the fairness and reasonableness of the Buy-Back.

The issue of the Buy-Back Shares was conditional upon ongoing employment of the Selling Shareholders. This condition has not been satisfied and accordingly, the entitlement to the Buy-Back shares has ceased. The Buy-Back consideration is nominal only and is therefore considered favourable to the Company. *The Advantages of the Buy-Back*

The Directors consider that the primary benefit to Shareholders of the proposed Buy-Back is that it reduces the Share capital of the Company by cancelling Shares that were issued to incentivize the employee and reward loyalty and ongoing employment.

The Disadvantages of the Buy-Back

The principal disadvantages to the Shareholders in completing the Buy-Back pursuant to Resolutions 12 and 13 include that, subsequent to completion of the Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, if the Buy-Back was not undertaken, the Company would be able to utilise the funds to be applied to the Buy-Back for other working capital purposes.

13.9 Recommendation of Directors

The Directors unanimously recommend that non-Selling Shareholders vote in favour of Resolutions 11 and 12 for the reasons set out in this Explanatory Memorandum.

14. Interpretation

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange;

Explanatory Memorandum

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;

Constitution means the constitution of the Company from time to time;

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

Directors mean directors of the Company;

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

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

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

Market Price has the meaning given to that term in the Listing Rules;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 4, 96 Albert Street, Brisbane, Queensland (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;

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;

Trading Day has the meaning given to that term in the Listing Rules.

Explanatory Memorandum

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

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 **deposited at, posted to, or sent by facsimile transmission to 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

117 Victoria Street, West End, QLD 4101

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

Fax: +61 (03) 9473 2500

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 7pm on 6 November 2013. 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.

Companies: Where the company has a Sole Director who is also the 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.

Annexure A – Top 20 Shareholders

Shareholder	Shares	Percentage Holding of Shares
Vernon Alan Wills & Jillaine Patrice Wills	42,787,727	12.65
Talbot Group Investments Pty Ltd	42,171,121	12.46
Cameron Richard Pty Ltd (LPS P/L No5 Exec B/Plan A/C)	20,712,500	6.12
Wayburn Holdings Pty Ltd	18,315,317	5.41
Vernon Alan Wills & Jillaine Patrice Wills (Wills Family Super Fund A/C)	14,823,688	4.38
Smithley Super Pty Ltd (Smith Super Fund A/C)	10,370,000	3.06
Linwierik Super Pty Ltd (Linton Super Fund A/C)	8,798,000	2.60
Cameron Richard Pty Ltd (LPS PL No 5 Exec B/Plan A/C)	7,934,259	2.34
Smithley Super Pty Ltd (Smith Super Fund A/C)	7,470,000	2.21
Craft Law Pty Ltd (Forster Super Fund A/C)	5,890,740	1.74
Ganbros Pty Ltd (The Ganim Family Account)	5,721,800	1.69
Mancorp Development Holdings Pty Ltd (The Ilfor A/C)	5,636,475	1.67
Suntaneous Pty Ltd (GB Clients Emp S/F A/C)	5,375,000	1.59
Myall Resources Pty Ltd (Myall Group Super Fund A/C)	5,100,000	1.51
Emancipayte Pty Ltd (Biesse Family A/C)	4,344,312	1.28
Sonenco No 200 Pty Ltd (Carriers Insurance S/F A/C)	4,002,000	1.18
Linwierik Super Pty Ltd (Linton Super Fund A/C)	3,270,000	0.97
Cyba Recruitment Limited	3,000,000	0.89
Gray Lane Holdings Pty Ltd (Voigt Family A/C)	3,000,000	0.89
John Gilbert Rodgers and Linda Marija Rodgers (J & L Rodgers Family A/C)	3,000,000	0.89

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 and view the annual report 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) Wednesday, 6 November 2013**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions 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 information tab, "Downloadable Forms".

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

**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 Annual General Meeting of Site Group International Limited to be held at Site Group International Limited, Level 4, 96 Albert Street, Brisbane, Queensland on Friday, 8 November 2013 at 10:00am (Brisbane Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolutions 1, 6 & 7** (except where I/we have indicated a different voting intention below) even though **Resolutions 1, 6 & 7** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important for Resolution 5: If the Chairman of the meeting is your proxy and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your votes on **Resolution 5** and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the meeting intends to vote undirected proxies in favour of **Resolution 5** of business.

I/we acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and the votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

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

ORDINARY BUSINESS	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Nicasio Alcantara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Issue of April 2013 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of issue of Shares to Wayburn Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of issue of Shares to Darryl Somerville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of issue of Sign on Bonus Shares to Full or Part Time Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of issue of Shares to Blake Wills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of issue of Shares to Jamie Wills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Buy-back and Cancellation of Shares issued to Graham Yerbury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Buy-back and Cancellation of Shares issued to Paul Scaysbrook	<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 / /