

Dear Shareholder,

Site has pleasure in offering all shareholders the opportunity to participate in the attached share purchase plan which entitles all shareholders with addresses in Australia and New Zealand and registered at 7pm on 14 June 2017 to acquire shares up to the value of \$15,000 at 4 cents per share, subject to the terms of the plan.

Site continues to grow its core business with expectations that it will provide revenues of circa \$32.9m for the 2018 Financial Year with an expected EBITDA of 10%, details of which are set out in Site's market announcement of 6 June 2017.

A strong anticipated sales funnel leads the Board to expect results in line with average growth over the last 5 years of circa 20% p.a. (excluding Productivity Partners).

Projected increases in revenues are expected internationally from Philippines, Kingdom of Saudi Arabia, Papua New Guinea, Myanmar as well as new project opportunities in Middle East, Africa and South America which are expected to positively impact on 2018.

In Australia, trades training growth through apprenticeships in Queensland, Western Australia and the Northern Territory is strong, with the new significantly larger Darwin facility benefitting the operation due to extra capacity.

Site is continuing to work on securing further contract wins in Saudi Arabia and United Arab Emirates over the coming months including two significant contracts for industry relating to technician development and graduate programs in Myanmar with our in-country partner.

Site Group International will be launching an innovative Engineering Professional Experience Work Integrated Learning Program. The program will assist University Engineering students to achieve adequate and meaningful professional experience stipulated by Work Integrated Learning requirements of accredited engineering programs. Engineers Australia refers to this process by stating that accreditation ensures academic institutions consistently meet national and international benchmarks. In Australia there are over 52,700 domestic and 20,300 international students presently enrolled in accredited Bachelor level engineering programs with Australian Universities.

Internationally, Engineering programs are guided by international engineering agreements including the Washington Accord, the Sydney Accord and the Dublin Accord.

The USA, United Kingdom, Hong Kong (SAR), New Zealand, Canada, South Africa, China, Chinese Taipei, India, Ireland, Japan, Korea, Malaysia, Russia, Singapore, Sri Lanka and Turkey are co-signatories to international agreements.

Site has announced it will fully launch the program by the end of CY2017, with a target of 300-500 students to contribute revenues of AUD \$4-6m during 2018. The program already has its first candidates sponsored by an oil and gas Multinational for International engineering graduates on its Safe Live Process Plant in Yangon, Myanmar with its partner Uniteam.

Asset Impairments

As previously announced, the closure of Productivity Partners (PP) business and closure of VET FEE-HELP related campuses in Brisbane, Bundaberg, Perth, Gladstone, and redundancy of staff will result in a reduction of over \$3.0m per annum in costs and expenses moving forward. Substantial redundancy and closure costs impacted on the FY17 position, but are obviously not recurring.

As a result, in addition to the impairment recorded against goodwill in the tertiary education segment at 31 December 2016 of \$2.5m, a further non cash impairment of intangibles of \$17.6m at 30 June 2017 will be made.

As noted in the release of 5 June 2017, PP still continues to work with the Department of Education and Training to finalise the reconciliation payment outstanding of \$34m. As previously stated in Site's announcement of 17 July 2017, in light of the uncertain circumstances with regard to the reconciliation payment, Management will provide for the full debtor value in the accounts at 30 June 2017. This in no way alters the belief of the Board and Management that PP is entitled to the \$34m receivable in full and that the monies are legitimately due and payable under the relevant legislation as it then applied.

We look forward to your continuing support as the company continues its growth.

Yours Sincerely

A handwritten signature in blue ink, appearing to read 'V Wills', is positioned above the printed name and title.

Vernon Wills
Managing Director and CEO
Site Group International Limited

Site

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

Highlights:

Offer to existing Site Group International Limited (**Site** or **Company**) shareholders to participate in a Share Purchase Plan (**SPP**).

The SPP will raise a maximum of \$2.5 million.

Shareholders can, at their election, take up New Shares pursuant to the SPP at the subscription price of \$0.04 in one of the following amounts:

- 50,000 shares for \$2,000;
- 125,000 shares for \$5,000;
- 250,000 shares for \$10,000; or
- 375,000 shares for \$15,000.

The SPP is underwritten up to \$750,000 by Claymore Capital Pty Ltd.

Site plans to use the funds raised from the SPP to:

- support the business working capital requirements;
- provide expansion of existing services including new 'high barrier to entry' products; and
- pay corporate costs and the costs of the issue.

The information in this document is not a recommendation to accept the offer of New Shares under the SPP and does not constitute financial advice. Any person who intends to subscribe for New Shares must conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment analysis.

If you are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional advisor without delay who specialises in advising on the acquisition of share and other securities before taking any action.

Dear Shareholder,

The Directors of Site Group International Limited (**Site** or **Company**) would like to invite you to participate in Site's Share Purchase Plan (**SPP**).

1. Summary of the SPP

The SPP provides Shareholders on the Company's register at the Record Date with an opportunity to subscribe for either \$2,000, \$5,000, \$10,000, or \$15,000 in New Shares at the Subscription Price of \$0.04 per share. The Board has structured the SPP to encourage our loyal, smaller Shareholders to apply and increase their shareholding in Site and provide the opportunity to Shareholders to subscribe for New Shares on the same terms as the recent placement to sophisticated investors.

The issue of New Shares under the SPP is subject to Site obtaining the approval of Shareholders to the SPP and the partial underwriting of the SPP. A general meeting of Shareholders is proposed to be convened in mid-September 2017.

Only Shareholders of Site with a registered address in Australia and New Zealand who were on the share register as at 7.00pm (Brisbane time) on 14 June 2017 are afforded the opportunity to participate in the SPP. Shareholders not registered as at that date will not receive an offer under the SPP. The rights of Shareholders eligible to participate under this SPP are not transferable.

The Company proposes a maximum raising of \$2.5 million under the SPP. The SPP is underwritten up to \$750,000 (or 18,750,000 New Shares) by Claymore Capital Pty Ltd (**Underwriter**). An underwriting fee of 4% of the value of all underwritten shares issued by the Company under the SPP to the Underwriter and an issue management fee of 2% of all funds raised under the SPP is payable by the Company. The Directors reserve the right to place any shortfall of New Shares under the SPP to other potential interested investors, subject to obtaining Shareholder approval. The Directors also reserve the discretion to accept oversubscriptions subject to all legal and regulatory requirements.

Shareholder approval is also being sought for the issue of any Shares to the Underwriter of the SPP or any Shortfall under the SPP.

The proposed use of the funds raised under the SPP is to:

- support the business working capital requirements;
- provide expansion of existing services including new 'high barrier to entry products'; and
- pay corporate costs and the costs of the issue.

2. Terms of the SPP

The terms and conditions of the SPP are outlined in the enclosed document. By making an application to purchase New Shares under the SPP, you will have agreed to be bound by those terms and conditions. The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of Shares in Site at 7.00pm (Brisbane time) on the record date of 14 June 2017 and whose registered address is in Australia, New Zealand, or in any other jurisdiction where, in the opinion of the Directors of Site, it is lawful and reasonably practical for Site to offer and issue New Shares under this SPP.

Eligible Shareholders are entitled to apply for a **maximum** of \$15,000 of New Shares, at the Subscription Price of \$0.04 per New Share, under the SPP.

You may apply only for New Shares in one of the following amounts:

- 50,000 shares for \$2,000;
- 125,000 shares for \$5,000;

- 250,000 shares for \$10,000; or
- 375,000 shares for \$15,000.

The Subscription Price represents approximately a 28% discount to the Volume Weighted Average Market Price over the last five days on which trading of Site's shares on the ASX were recorded prior to the announcement of the SPP on 15 June 2017.

For information purposes, the Market Price of Site's shares over the last five days of trading prior to the announcement of this SPP on 15 June 2017 was as follows:

Date	Market Price	Volume
8 June 2017	\$0.037	40,000
6 June 2017	\$0.055	34,750
5 June 2017	\$0.063	29,285
31 May 2017	\$0.06	85,000
30 May 2017	\$0.06	15,000

The VWAP for the last 5 days of trading prior to the announcement of the SPP was \$0.055.

For information purposes, the Market Price of Site's shares over the last five days of trading prior to the date of the SPP offer is as follows:

Date	Market Price	Volume
24 July 2017	\$0.038	180,000
21 July 2017	\$0.038	240,000
20 July 2017	\$0.038	580,000
18 July 2017	\$0.040	372,172
17 July 2017	\$0.040	76,286

The VWAP for the last 5 days of trading prior to the date of the SPP offer was \$0.039.

To enable you to properly consider the offer under the SPP, set out below is a brief price history of the trading price of Site's shares on the ASX in the six months prior to 15 June 2017:

Description	Date(s)	Share Price (\$)
High	19 January 2017	\$0.145
Low	8 June 2017	\$0.037

At the time of issue of the New Shares, the price of Shares trading on the ASX may be higher or lower than the Subscription Price.

Participation in the SPP is entirely at your discretion but the SPP is non-renounceable which means you cannot transfer your right to subscribe for New Shares under the SPP to anyone else.

On the basis of the Subscription Price of New Shares under the SPP, the Directors recommend the SPP to Shareholders. All of the Directors who are Eligible Shareholders intend, in respect of their own shareholdings, to apply for New Shares under the SPP.

The application period will close at 5.00pm (Brisbane time) on 18 September 2017. Therefore, if you wish to apply for any New Shares under the SPP, you should follow the instructions outlined in the

attached Application Form so payment is received at our Share Registrar by that date in cleared funds. Payment may be made by cheque, bank draft or BPAY®.

It is proposed that the following timetable apply in respect of the SPP:

Event	Date
Record Date of the SPP (7.00pm Brisbane time)	14 June 2017
Announcement Date	15 June 2017
Opening Date of the SPP	26 July 2017
Closing Date of the SPP	18 September 2017
Shortfall applications and funds received from Underwriter (in respect of the Underwritten Shares)	25 September 2017
Issue and Allotment of New Shares under the SPP	27 September 2017
Quotation of New Shares under the SPP	28 September 2017
Dispatch of holding statements	29 September 2017

The above timetable is indicative only. Site reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

The Plan offer is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

If you are an Eligible Shareholder who holds shares as a custodian, trustee or nominee within the definition of “custodian” in ASIC Class Order 09/425 (**Custodian**), and hold Shares on behalf of one or more persons (**Beneficiaries**), this offer is made to you, and you have the discretion whether to extend this offer to the Beneficiaries on whose behalf you hold Shares. You may apply for up to a maximum amount of \$15,000 worth of Shares in respect of each Beneficiary. You may be required to submit a custodian certificate in order to participate on behalf of any beneficiaries. Further details in this regard are set out in the attached Terms and Conditions.

For further information please contact:

Computershare Investor Services Pty Limited SPP Information Line

Phone: 1300 850 505 (if calling from within Australia)

Phone: +61 3 9415 4000 (if calling from outside Australia)

Yours sincerely



Darryl Somerville
Chairman
Site Group International Limited

Terms and Conditions of the Share Purchase Plan dated 25 July 2017

WARNING

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Eligible Shareholders who are not residents of Australia are responsible for obtaining all necessary approvals so they may legally apply for New Shares and should refer to clause 10.2 of the Terms and Conditions for further details.

Not for distribution or release in the United States or to U.S Persons.

1. Definitions

1.1 In this SPP, unless the context otherwise indicates:

Application Form means the application form distributed with these Terms and Conditions to Eligible Shareholders.

Application Amount means the total amount payable by an Eligible Shareholder who applies for New Shares under the SPP calculated by reference to the Subscription Price multiplied by the total number of New Shares applied for by that Eligible Shareholder.

ASX means ASX Limited ACN 008 624 691.

ASX Market means the market for trading in securities operated by ASX.

Board means the board of directors of Site from time to time.

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

Class Order means ASIC Class Order 09/425 as in force on 24 March 2017 as amended or supplemented from time to time.

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

Custodial or Depository Service has the meaning given by section 766E of the Corporations Act.

Custodian means a registered holder:

- (a) that holds an Australian financial services licence that:
 - (1) covers the provision of a Custodial or Depository Service; or
 - (2) covers the operation of an IDPS (as defined in Class Order CO 13/763); or

- (b) that is exempt under:
- (1) paragraph 7.6.01(1)(k) or paragraph 7.6.01(1)(a) of the *Corporations Regulations 2001*; or
 - (2) ASIC Class Orders CO 14/1000 or CO 14/1001; or
 - (3) ASIC Class Orders CO 03/1099, CO 03/1100, CO 03/1101, CO 03/1102, CO 04/829 or CO 04/1313; or
 - (4) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (3); or
 - (5) paragraph 911A(2)(h) of the Corporations Act,
- from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or
- (c) that is a trustee of a:
- (1) Self-Managed Superannuation Fund; or
 - (2) Superannuation Master Trust; or
- (d) that is the responsible entity of an IDPS-like Scheme; or
- (e) that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

Custodian Certificate means the certification required to be given by a Custodian to Site pursuant to the Terms and Conditions.

Director means a director of Site from time to time.

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1 of these Terms and Conditions.

IDPS-like Scheme has the meaning given by ASIC Class Order [CO 13/762] or any class order that replaces that class order.

Instruction includes a direction or request.

Issue Date means the date that New Shares under the SPP are issued and allotted and otherwise in accordance with the timetable.

Listing Rules means the official listing rules of the ASX (as amended from time to time).

Market Price means the closing price of Shares in the Company on the ASX Market on a particular day.

New Shares means a maximum of 62,500,000 new Shares in Site to be issued pursuant to the SPP.

Offer means a non-renounceable offer of \$2,000, \$5,000, \$10,000 or \$15,000 worth of ordinary fully paid shares in Site (at the Subscription Price) to Eligible Shareholders under the SPP.

Record Date means 7.00pm (Brisbane time) on 14 June 2017.

Regulated Superannuation Fund has the same meaning as in the *Superannuation Industry (Supervision) Act 1993*.

Self-managed Superannuation Fund has the meaning given by section 17A of the *Superannuation Industry (Supervision) Act 1993*.

Share Registrar means Computershare Investor Services Pty Limited.

Shareholder Approval means the approval of shareholders to the issue of New Shares pursuant to this SPP (including without limitation the Underwritten Shares) for the purposes of Listing Rules 7.1 and 10.11 (if applicable) and for all other purposes.

Shareholders means those persons or entities that hold ordinary shares in the issued capital of Site.

Shares means fully paid ordinary shares in Site.

Shortfall means any New Shares not taken up by Eligible Shareholders under the SPP.

Site means Site Group International Limited ACN 003 201 910.

SPP means the Site Share Purchase Plan approved by the Board.

Subscription Price means the subscription price of Shares under the SPP being \$0.04 per Share.

Superannuation Master Trust means a Regulated Superannuation Fund under which:

- (a) a member of the fund is, or is entitled, to give an instruction (including a direction or request) that a particular financial product is to be acquired; and
- (b) if the member gives such an instruction, the trustee, or a custodian who holds financial products on behalf of the trustee, must (subject to any discretion they have to refuse) acquire the financial product; and
- (c) if the trustee or custodian acquires the financial product pursuant to an instruction given by the member, the member is to have rights or benefits calculated by reference to dividends or other benefits derived from the product.

Terms and Conditions means the terms and conditions set out in this document.

Underwriter means Claymore Capital Pty Ltd ACN 082 722 290.

Underwriting Agreement means the agreement between the Underwriter and Site in relation to the partial underwriting of the SPP.

Underwritten Shares means 18,750,000 New Shares.

Volume Weighted Average Market Price or **VWAP** has the meaning given in the Listing Rules.

- 1.2 References to "\$" means a reference to the respective amount in Australian dollars.

2. Eligibility to participate

- 2.1 Those Shareholders of Site that will be eligible to apply for New Shares under the SPP must:

- (a) be recorded in Site's register of Shareholders at 7.00pm (Brisbane time) on the Record Date; and

- (b) have a registered address in Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for Site to issue the New Shares as set out in Site's shareholder register on the Record Date.
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.
- 2.3 If you are the only registered holder of a holding of Site Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of New Shares.
- 2.4 If you are registered with one or more persons as the joint Shareholders of a holding of Site Shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$15,000 worth of New Shares.
- 2.5 Custodians should refer to clause 6 of the Terms and Conditions regarding Custodian participation. If you do not hold Shares in Site as a Custodian, the provisions of clause 6 do not apply.
- 2.6 If you hold Site Shares as a trustee or nominee for another person, but you are not a Custodian, you cannot participate for beneficiaries in the manner described in clause 6 of these Terms and Conditions. In this case, the rules for multiple single holdings (see clause 2.3 above) apply.

3. Terms of the Offer

- 3.1 The Offer will be open for a period commencing on and from 9.00am (Brisbane time) on 26 July 2017 (**Opening Date**) until, subject to the discretion of the Board, 5.00pm (Brisbane time) on 18 September 2017 (**Closing Date**).
- 3.2 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.
- 3.3 In response to the Offer, Eligible Shareholders wishing to apply for New Shares under the SPP may apply for either:
 - (a) 50,000 shares for \$2,000;
 - (b) 125,000 shares for \$5,000;
 - (c) 250,000 shares for \$10,000; or
 - (d) 375,000 shares for \$15,000,subject to clauses 5 and 6.
- 3.4 All Offers for New Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.
- 3.5 Participation in the SPP by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.
- 3.6 The issue of New Shares under the SPP is subject to and conditional upon the Shareholder Approval being obtained.

4. Applications for New Shares

4.1 Eligible Shareholders wishing to apply for New Shares under the SPP must:

(a) If paying by cheque or bank draft:

- (1) complete the Application Form;
- (2) pay the Application Amount in the manner specified on the Application Form; and
- (3) forward the completed Application Form and payment for the Application Amount to Site's Share Registrar at the addresses specified on the Application Form, to reach such addresses by no later than 5.00pm (Brisbane time) on the Closing Date. The address for return of Application Forms and the Application Amount is:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

(b) If you elect to use the BPAY® option (subject to clause 4.2):

- (1) pay the Application Amount electronically using BPAY with payment to reach Site's Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date; and
- (2) do not return the Application Form if you elect the BPAY option.

4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY scheme have the ability to elect to use the BPAY option.

4.3 All application money will be deposited into an account and any application money received in respect of any applications rejected by the Board under clauses 4.4 or 4.5 shall be refunded by Site without interest.

4.4 The Board reserves the right to reject any application for New Shares (in whole or in part) including (without limitation) if:

- (a) an Application Form is not correctly completed;
- (b) the applicant is not an Eligible Shareholder;
- (c) the issue of those New Shares would contravene any law or the Listing Rules;
- (d) the exact payment for the New Shares applied for is not received;
- (e) to accept the application in full would have the effect of exceeding the maximum offer of New Shares under the SPP;
- (f) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving ordinary shares in Site with an application price totalling more than \$15,000 as a result of:
 - (1) Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under the SPP; and

- (2) any other Shares in Site issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for ordinary shares in Site on their behalf) under an arrangement similar to the SPP operated by Site in the 12 months prior to the Issue Date,

except to the extent that the person is issued with New Shares or interests as a Custodian under a custodian offer;

- (g) the applicant is a Custodian and has failed to provide Site with a Custodian Certificate; or
- (h) the applicant has not otherwise complied with the Terms and Conditions.

4.5 The Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP, including, without limitation, in the event that the SPP is oversubscribed at its sole discretion (**Scale Back**). If there is a Scale Back, you may receive less than the parcel of New Shares for which you applied. If a Scale Back produces a fractional number of shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares. In the event of a Scale Back, the difference between the Application Amount received by Site, and the number of New Shares that will be issued to you multiplied by the Subscription Price, will be refunded to you.

4.6 If there is a consolidation or re-organisation of the issued share capital of Site prior to the Closing Date, the maximum number of New Shares to be issued pursuant to and in accordance with the SPP shall be consolidated or re-organised (as the case may be) in the same ratio as the issued capital of Site.

5. Certification by Eligible Shareholder

5.1 By submitting an Application Form, together with the appropriate payment of the Application Amount in the manner specified in clause 4.1(a), or by making a BPAY payment of the Application Amount in the manner specified in clause 4.1(b), you certify, acknowledge, warrant and represent as true, correct and not misleading to Site that if you are not a Custodian, the aggregate of the application price paid by you for:

- (a) the New Shares the subject of the Application Form or the BPAY payment;
- (b) any other Shares in Site applied for under a similar arrangement in the 12 months prior to the date of submission of the Application Form or making the BPAY payment;
- (c) any other Shares in Site issued to you, or a Custodian (as a result of an instruction given by you to the Custodian to apply for Shares in Site on your behalf) under the SPP or under any similar arrangement operated by Site in the 12 months prior to the date of submission of the Application Form or making the BPAY payment; and
- (d) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP,

does not exceed \$15,000.

6. Custodian

6.1 Eligible Shareholders who are Custodians may participate in the SPP on behalf of:

- (a) one or more persons that are not Custodians on whose behalf the Custodian is holding Shares in Site; or

- (b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares in Site and the Custodian holds the Shares in Site to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian,

(each a **Participating Beneficiary**).

6.2 If you are a Custodian holding Site shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.

6.3 If you are a Custodian and hold Site Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary subject to providing Site with a Custodian Certificate (included for Custodians with these Terms and Conditions), in addition to the Application Form, certifying the following:

- (a) that, as at the Record Date, any of the following apply:

- (1) you hold Shares in Site on behalf of one or more Participating Beneficiaries;
- (2) a Downstream Custodian holds beneficial interests in Shares in Site on behalf of one or more Participating Beneficiaries and you hold the Shares in Site on behalf of the Downstream Custodian or another Custodian,

and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:

- (1) where paragraph 6.3(a)(1) applies, you as the Custodian; and
- (2) where paragraph 6.3(a)(2) applies, the Downstream Custodian.

- (b) the number of Participating Beneficiaries;

- (c) the name and address of each Participating Beneficiary for whom the Custodian applies for New Shares, and that each Participating Beneficiary's address is located in Australia or New Zealand;

- (d) in respect of each Participating Beneficiary:

- (1) where paragraph 6.3(a)(1) applies, the number of Shares in Site that you hold on behalf of the Participating Beneficiary; and
- (2) where paragraph 6.3(a)(2) applies, the number of Shares in Site to which the beneficial interests relate;

- (e) in respect of each Participating Beneficiary:

- (1) where paragraph 6.3(a)(1) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed you to apply for on their behalf; and
- (2) where paragraph 6.3(a)(2) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf; and

- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:

- (1) the New Shares applied for by you as Custodian on their behalf under the SPP; and
 - (2) any other Shares in Site issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian or to the Downstream Custodian to apply for ordinary shares in Site under an arrangement similar to the SPP operated by Site,
 - (g) that a copy of the written offer document was given to each Participating Beneficiary; and
 - (h) where paragraph 6.3(a)(2) applies, the name and address of each Custodian who holds beneficial interests in shares in Site held by the Custodian in relation to each Participating Beneficiary.
- 6.4 Custodians should have received a Custodian Certificate with these Terms and Conditions. If you are a Custodian and you did not receive a Custodian Certificate or would like further information on how to apply, you should contact the SPP Information Line on 1300 850 505 (if calling from within Australia) or +61 3 9415 4000 (if calling from outside Australia).

7. Issue of Shares

- 7.1 Site is prohibited from issuing any New Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in clause 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the New Shares.
- 7.2 The issue of New Shares under the SPP is subject to and conditional upon Site obtaining the Shareholder Approval. The Directors of Site reserve the right to issue to Eligible Shareholders such number of New Shares under the SPP as is permitted under the Listing Rules without Shareholder approval. In the event that the SPP is oversubscribed, the Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP at its sole discretion.
- 7.3 Subject to obtaining the Shareholder Approval, Site intends to issue the New Shares under the SPP on or about 27 September 2017 (**Issue Date**). Site reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.2 and/or 11.1.
- 7.4 In respect of application monies received from an Eligible Shareholder, Site will, prior to the Issue Date, determine the maximum number of New Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.5 The allocation of New Shares will be determined by the Board at its sole discretion.
- 7.6 The Directors reserve the right to accept oversubscriptions as they deem appropriate but not exceeding the threshold of \$15,000 per holder under the Class Order.
- 7.7 In the event that the Offer under the SPP is not fully subscribed, the Board reserves its right to issue New Shares in excess of the maximum \$15,000 worth of New Shares specified in clause 3.3 (**Additional Issue**), to any person (whether or not such person is an Eligible Shareholder) so long as the Additional Issue:
 - (a) satisfies section 708 of the Corporations Act;
 - (b) complies with the ASX Listing Rules; and
 - (c) any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the Corporations Act is obtained.

- 7.8 Site will apply to ASX for quotation of the New Shares issued under the SPP (including pursuant to the Underwriting Agreement) and the Additional Issue (if any) within the period prescribed in the Listing Rules.

8. Subscription Price

- 8.1 The price of the New Shares will be the Subscription Price.

Compared with the Volume Weighted Average Market Price (over the last 5 days on which trading in Site's Shares were recorded immediately prior to the announcement of the SPP (on 15 June 2017), the Subscription Price represents approximately a 28% discount to the Volume Weighted Average Market Price over that period.

The Subscription Price is also at a discount to the Market Price on 26 June 2017, being the specified period not more than 30 days before the date of this Offer, in accordance with the requirements of the Class Order.

- 8.2 The New Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the New Shares may exceed the Market Price of the Shares at the Issue Date. Site does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in Site will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.
- 8.3 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, New Shares under the SPP.
- 8.4 Site may pay brokerage and other commissions in respect of any subscriptions procured in respect of any Additional Issue, as determined by the Board in its discretion.

9. Rights attaching to New Shares

- 9.1 All New Shares issued under the SPP will be issued on the same terms as other Shares quoted on ASX and once issued, will rank pari pasu with existing Shares. Site will apply for the New Shares to be quoted on ASX. It is anticipated that New Shares issued under the SPP will be quoted on ASX on, or shortly after, the Issue Date. Holding statements for the New Shares issued under the SPP will be sent to Eligible Shareholders who have participated in the SPP. If you trade any New Shares before you receive your holding statement, then you do so at your own risk.

10. Non-residents

- 10.1 The right to participate in this Offer under the SPP is available exclusively to persons who were registered as holders of Shares in Site at 7.00pm (Brisbane time) on the Record Date and whose registered address was in Australia or New Zealand or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.
- 10.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or Site) to enable them to apply for New Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for New Shares. The return of a completed Application Form and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that Site may legally offer the New Shares to that Eligible Shareholder.

11. General

- 11.1 The Board may change or terminate the SPP at any time prior to the Issue Date. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP, or the non-receipt of any such notice, will not invalidate the change or termination.
- 11.2 If the SPP is withdrawn, all Application Amounts received by Site will be refunded. No interest will be paid on any refunded Application Amounts.
- 11.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP if the Board believes that the allotment of those New Shares would contravene any of the Listing Rules or the requirements of the Class Order. In any such case, excess Application Amounts will be returned to the relevant applicant(s). No interest will be paid on Application Amounts so returned.
- 11.4 Site may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of Site will be conclusive and binding on all persons to whom the determination relates.
- 11.5 Site reserves the right to waive compliance with any provision of the SPP Terms and Conditions.
- 11.6 The Offer of New Shares under the SPP is in accordance with the Class Order which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules.
- 11.7 In New Zealand, the Offer of New Shares under the SPP is in accordance with *Financial Markets Conduct Act 2013 (NZ)*, the *Financial Markets Conduct Regulations 2014* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (NZ)*.
- 11.8 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction.
- 11.9 By filling out the Application Form to apply for New Shares, you are providing personal information about yourself to Site. Site, and its share registry on its behalf, collect, hold and use that personal information in order to process your application, service your needs as a Shareholder, to provide facilities and services that you request and to carry out appropriate administration. Your personal information may also be used from time to time to inform you about other products and services offered by Site, as well as its related body corporates, which Site considers may be of interest to you. If you do not want your personal information to be used for this purpose please contact Site. You may request access to your personal information held by (or on behalf of) Site by contacting Site or its share registry.
- 11.10 These Terms and Conditions of the SPP are governed by the laws in force in Queensland.

Additional Information– Company Direction Moving Forward

Site Group International Limited (Site) has well established operations with a substantial client base across core markets, and remains focused on the delivery of competency, education and training services.

Site Skills Training Domestic

Site Skills Training (SST) has seen continued growth in domestic training delivery, with six large training facilities across Australia, in WA, NT & QLD. These Australian facilities with a combined footprint of circa 33,500sqm have become hubs for some of Australia's largest projects in Mining, Construction and Oil and Gas including; Curtis Island CSG to LNG projects; WA Northwest Shelf LNG projects; and Darwin Onshore and Offshore LNG projects; and effectively all major mine project sites across WA, NT and QLD.

In the three years 2014-2016, SST has delivered courses to over 90,000 Australians who are either currently employed, seeking employment or seeking upskilling opportunities predominately in key sectors including mining, construction, logistics and energy. Through this period training has resulted in an over 80% completion rate, with ~88% of students identifying as being in employment, and a further 11% seeking employment. This training has been delivered on behalf of over 4,000 companies and their divisions, representing over 65,000 bookings.

In Calendar Year 2017 Site has signed multi-year training services contracts with a number of large new clients including industry leaders from mining, oil and gas and construction whilst maintain its significant existing client base. Business improvements and the growth of Apprenticeship and Traineeship programs has supported strong growth of revenues from existing business units in the last financial year. For remaining business units Site management are expecting further growth for the FY18 financial year.

In addition to client and market driven growth via existing programs, SST continues to add relevant, high demand training product to its RTO scope. The start of the financial year saw 16 training products in energy, engineering and construction approved by ASQA to be added to scope.

Supporting baseline business growth, Skills Training received renewed Pre-Qualified Supplier status with the Queensland Government Department of Education and Training for provision of 33 different qualifications for apprentices and trainees. Similar agreements of varying size exist with the Northern Territory and Western Australian Governments.

Transnational

Transnational (international training delivery) is continuing to grow, with a services agreement signed with GE subsidiary Granite Service International to deliver further training revenue streams from the Philippines facility. The sales funnel for on-campus delivery at Clark for projects throughout the region is very solid, with the expectation of contract announcements in the first half of FY18.

Energy Services

Site continues to see growth in its energy services divisions, represented by Wild Geese International and Site Group International Pte Ltd (SGI).

SGI Singapore and Malaysian operation completed the contract awarded by Singapore Government Agency SkillsFuture Singapore, for the development of a National Skills Framework, development of Technical Skills and Competencies Reference Documents, and a Wage Study for key job roles for the Energy and Chemicals sector.

Site Group International Energy division is able to announce a new award for the next phase of junior technician development for PTT EP, the national oil company of Thailand, at its jointly operated training centre in Yangon, Myanmar. The new intake comprises 46 trainees embarking on SGI's 12-

month Competence Based Junior Technician Programme covering production, instrument, electrical and mechanical disciplines. This will be the 4th intake for SGI, in its support of PTT EP's Local and National Workforce Development commitments in Myanmar.

Wild Geese International's involvement with the Queensland Natural Gas Exploration and Production Industry forum for the delivery of Queensland-wide Industry Safety Inductions has provided a platform for servicing over 170 contractor and operator companies in Queensland. This exposure has enhanced the market awareness and reputation of Site, Wild Geese International, and Site Skills Training, with the latter substantially benefiting via exposure and capacity to service these companies.

Site is expecting new contracts to be signed imminently for delivery of Safe Live Process Plant related programs in Myanmar, and the commissioning of the PNG Safe Live Process Plant to create opportunities for additional training delivery in Papua New Guinea.

Site has been in ongoing discussions with clients and interested parties regarding the establishment of SLPP facilities in Australia.

Tertiary and Online

Tertiary education services is focused on CRICOS and domestic pathway training programs delivered within Australia. The CRICOS operation has been in development for 18 months, with the first 200 international students commencing at our flagship Brisbane facilities.

Site's strategy for the Tertiary sector has seen the development of new programs in the engineering and manufacturing spaces with program and training infrastructure useable across international and domestic student cohorts, with a large number of school-age students via VET in Schools participating in courses.

Site's strategy for attracting international students has focused on high-quality student markets, particularly in the Latin-Americas, with a majority of students originating from Chile, Colombia, Peru, Brazil, Mexico and Argentina. Site has also received students from South Korea, and is expanding its market networks.

Site is actively pursuing logical revenue growth and expansion strategies for delivery of Tertiary programs in existing domestic markets, including the Northern Territory and Western Australia. The Northern Territory Government has a target to achieve 10,000 students by 2022 across higher education, vocational education and training (VET), schools and English language training. Such strategies represent substantial growth opportunities for Site to leverage existing operations, personnel and relationships to enter unsaturated international education markets.

Growth is continuing in the Online training services division, which along with pursuing revenue opportunities from clients, provides critical online learning capability for the rest of Site's operations. The Online training services division is a critical element of the company supporting Site's capacity to service client requirements, maintaining student and learning management systems, digitalising courses and providing access to online learning opportunities being sought by a substantial number of core and existing clients.