

## 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 5pm on 27 May 2020 to acquire shares up to the value of \$30,000 at 3 cents per share, subject to the terms of the plan.

During the COVID-19 period Site has made significant changes to its International and domestic businesses to reflect the lessening revenues caused by COVID-19 and changes in Industry.

As previously announced Site has made significant changes to the structure of its global workforce to minimize the effects of reduced revenues in markets such as Myanmar and Philippines where lockdown has significantly impacted or ceased training. Fortunately Site does not bear any significant costs in Myanmar outside of its support services and has been able to replace revenues to this point in Clark by providing short term residential services to the BPO industry, local manufacturers and potentially other short term purposes by housing workers on commercial terms.

Site is expecting training in Myanmar to return substantially post September 2020 with existing customers particularly around the Engineering Work Experience Program (EWEP). Site also expects to extend its tenure over existing training contracts in the Kingdom of Saudi Arabia (KSA) in the next quarter.

Additionally, Site has announced the signing of a Memorandum of Understanding (MoU) with Bahrain Polytechnic for an important program to develop the skills of students and graduates of Bahrain Polytechnic as well as major Bahrain National Industries. The MoU creates a pathway for Bahrain Polytechnic and Site to jointly develop programs through utilisation of Site's Safe Live Process Plant (SLPP).

Site in Australia provides an essential service as outlined by the Prime Minister and continues to provide for the Mining, Oil and Gas and Construction industries which require training to maintain the various essential workforces. Whilst there has been a reduction in training numbers, workers still require licencing and ticketing to keep valuable industries and exports going.

Additionally Site has applied for the various assistance packages for the company and its employees being offered by the Australian Federal (in particular JobKeeper) and State Government Institutions. This will ensure we can keep providing valuable training which has so far delivered in excess of 150,000 courses to Australian workers with an extremely high completion rate

Site has also regularly informed shareholders of progress on its proposed property development of its 30-hectare leasehold facility in Clark, Philippines. Shareholders can access that announcement on the ASX release dated 21 May 2020.

## Legal Proceedings.

Shareholders are aware that Site has legal proceedings that have been ongoing over several years. The trial dates for these proceedings have been set from 9 June to 2 July 2020 (Australian Competition and Consumer Commission - ACCC) and 6 July to 15 July 2020 (Australian Skills Quality Authority). Site will inform shareholders of the outcomes of these respective hearings.

Shareholders are advised that the former CEO of Productivity Partners, Mr Ian Cook has reached an agreement in relation to his dealings with the ACCC.

# Site

The settlement does not affect Site or Productivity Partners' defence of their proceeding with the ACCC.

## **Share Purchase Plan (SPP)**

I advise shareholders to read the SPP documents carefully.

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

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Jones', written in a cursive style.

Peter Jones  
Chairman  
Site Group International Limited

# Site

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

5 June 2020

## **Highlights:**

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

The SPP will raise a maximum of \$6,000,000.

Shareholders can, at their election, take up New Shares pursuant to the SPP at the subscription price of \$0.03 in one of the following amounts:

- 33,333 shares for \$1,000
- 83,333 shares for \$2,500
- 166,666 shares for \$5,000
- 333,333 shares for \$10,000
- 666,666 shares for \$20,000
- 1,000,000 shares for \$30,000

The SPP is not underwritten.

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

- to support the business ongoing working capital including legal and operational requirements including upcoming hearings with the ACCC and ASQA; and
- for 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 shares and other securities before taking any action.

Dear Shareholder,

The Directors of Site Group International Limited (**Site Group** or **Company**) would like to invite you to participate in Site Group'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 \$1,000, \$2,500, \$5,000, \$10,000, \$20,000 or \$30,000 in New Shares at the Subscription Price of \$0.03 per New Share at an attractive discount to the market price in the period prior to the date of announcement of this SPP. The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in Site Group.

Only Shareholders of Site Group with a registered address in Australia and New Zealand who are on the share register as at 7pm (Brisbane time) on 27 May 2020 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this 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 \$6,000,000 under the SPP, comprising the issue of up to 200,000,000 New Shares.

The SPP is not underwritten, however the Directors reserve the right to place any shortfall of New Shares under the SPP to other potential interested investors, subject to compliance with all applicable laws and the Listing Rules. The Directors also reserve the discretion to accept oversubscriptions subject to all legal and regulatory requirements.

The proposed use of the funds raised under the SPP is as follows:

- to support the business ongoing working capital including legal and operational requirements including upcoming hearings with the ACCC and ASQA; and
- for 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 Group at 7pm (Brisbane time) on the record date of 27 May 2020 and whose registered address is in Australia, New Zealand, or in any other jurisdiction where, in the opinion of the Directors of Site Group, it is lawful and reasonably practical for Site Group to offer and issue New Shares under this SPP.

Eligible Shareholders are entitled to apply for a **maximum** of \$30,000 of New Shares, at the Subscription Price of \$0.03 per New Share, under the SPP.

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

- 33,333 shares for \$1,000;
- 83,333 shares for \$2,500;
- 166,666 shares for \$5,000;
- 333,333 shares for \$10,000;

- 666,666 shares for \$20,000; or
- 1,000,000 shares for \$30,000.

The Subscription Price represents a 13.6% discount to the Volume Weighted Average Market Price (**VWAP**) over the last five days on which trading of Site Group's shares on the ASX were recorded prior to the announcement of the SPP.

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

Date	Market Price	Volume
21 May 2020	\$0.038	2,213,090
11 May 2020	\$0.03	1,067,234
8 May 2020	\$0.031	294,290
7 May 2020	\$0.03	17,000
4 May 2020	\$0.03	219,761

The VWAP for the last five days of trading prior to the announcement of the SPP was \$0.0347.

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 Group's shares on the ASX over the period commencing 1 March 2020 and ending on 1 June 2020:

Period	High	Low	Weighted Average
1 March 2020 to 1 June 2020	\$0.055	\$0.019	\$0.031

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.

The application period will close at 5.00pm (Brisbane time) on 26 June 2020. Therefore, if you wish to apply for any New Shares under the SPP, you should follow the instructions outlined in the enclosed 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)	27 May 2020
Announcement Date	28 May 2020
Opening Date of the SPP	5 June 2020
Closing Date of the SPP	26 June 2020

Announcement of results of the SPP	29 June 2020
Issue and Allotment of New Shares under the SPP	30 June 2020
Quotation of New Shares under the SPP	30 June 2020
Dispatch of holding statements	1 July 2020

The above timetable is indicative only. Site Group 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 Legislative Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

If you are an Eligible Shareholder who holds Shares as a custodian, trustee or nominee within the definition of “custodian” in ASIC Legislative Instrument 2019/547 (**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 \$30,000 worth of New 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



Vern Wills  
 Managing Director and CEO  
 Site Group International Limited

# Terms and Conditions of the Share Purchase Plan dated 5 June 2020

## 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 US Persons.*

## 1. Definitions

In this SPP, unless the context otherwise indicates:

**Application Form** means the application form distributed with these Terms and Conditions.

**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.

**Board** means the board of directors of Site Group 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 person that provides a Custodial or Depository Service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;

- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme 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 Group pursuant to the Terms and Conditions.

**Director** means a director of **Site Group** 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** and **IDPS-like Scheme** have the meaning given by the Legislative Instrument or any legislative instrument that replaces that legislative instrument.

**Issue Date** means the date that New Shares under the SPP are issued and allotted.

**Legislative Instrument** means ASIC Legislative Instrument 2019/547 dated 26 August 2019 as amended or supplemented from time to time.

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

**Market Price** means the closing price of Shares on the ASX, excluding special crossings, overnight sales and exchange traded options exercises.

**New Shares** means new Shares in **Site Group** to be issued pursuant to the SPP (up to a maximum of 200,000,000 Shares subject to any decision by the Directors to accept oversubscriptions).

**Offer** means a non-renounceable offer of \$1,000, \$2,500, \$5,000 or \$10,000, \$20,000 or \$30,000 worth of New Shares (at the Subscription Price) to Eligible Shareholders under the SPP.

**Record Date** means 7.00pm (Brisbane time) on 27 May 2020.

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

**Share Registrar** means Computershare Investor Services Pty Limited.

**Shareholders** means those persons or entities that hold Shares.

**Shares** means fully paid ordinary shares in Site Group.

**Site Group** means Site Group International Limited ACN 003 201 910.

**SPP** means the Site Group International Limited Share Purchase Plan approved by the Board.

**Subscription Price** means the subscription price of the New Shares being \$0.03 per New Share.

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

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

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



## 2. Eligibility to participate

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- 2.1 Those Shareholders that will be eligible to apply for New Shares under the SPP must:
- (a) be recorded in Site Group's register of Shareholders at 7.00pm (Sydney 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 Group to issue the New Shares as set out in Site Group'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 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 \$30,000 worth of New Shares.
- 2.4 If you are registered with one or more persons as the joint Shareholders of a holding of 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 \$30,000 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 as a Custodian, those provisions do not apply.
- 2.6 If you hold Shares as a trustee or nominee for another person, but you are not a Custodian (for example, as an undisclosed trustee), 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

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- 3.1 The Offer will be open for a period commencing on and from 9.00am (Brisbane time) on 5 June 2020 (**Opening Date**) until, subject to the discretion of the Board, 5.00pm (Brisbane time) on 26 June 2020 (**Closing Date**).
- 3.2 The Board reserves the right, subject to all applicable laws, to close the Offer at any time prior to the Closing Date 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) 33,333 New Shares for \$1,000;
  - (b) 83,333 New Shares for \$2,500;
  - (c) 166,666 New Shares for \$5,000;
  - (d) 333,333 New Shares for \$10,000;
  - (e) 666,666 New Shares for \$20,000; or
  - (f) 1,000,000 New Shares for \$30,000.

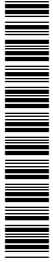
subject to clauses 5 and 6.

- 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.

#### **4. Applications for New Shares**

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- 4.1 Eligible Shareholders wishing to apply for New Shares under the SPP must:
- (a) If you elect to use the BPAY<sup>®</sup> option (subject to clause 4.2):
    - (1) pay the Application Amount electronically using BPAY<sup>®</sup> with payment to reach Site Group'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<sup>®</sup> option.
  - (b) 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 Group'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.
- 4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY<sup>®</sup> scheme have the ability to elect to use the BPAY<sup>®</sup> 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 Group 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 Shares with an application price totalling more than \$30,000 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 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 an arrangement similar to the SPP operated by Site Group 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 Group 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 Group, 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 Group 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 Group.

## 5. Certification by Eligible Shareholder

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5.1 By making a BPAY® payment of the Application Amount in the manner specified in clause 4.1(a) or submitting an Application Form, together with the appropriate 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 Group 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 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 issued to a Custodian (as a result of an instruction given by you to the Custodian or another Custodian to apply for Shares on your behalf) under the SPP or under any similar arrangement operated by Site Group in the 12 months prior to the date of submission of the Application Form or making the BPAY® payment and which resulted in the holder holding beneficial interests in the Shares; and
- (d) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP,

does not exceed \$30,000.

## 6. Custodian

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- 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; or
  - (b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares and the Custodian holds the Shares 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 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 Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary subject to providing Site Group 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, either or both of the following apply:
    - (1) you hold Shares on behalf of one or more Participating Beneficiaries that are not Custodians; or
    - (2) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and you hold the Shares 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;
  - (d) in respect of each Participating Beneficiary:
    - (1) where paragraph 6.3(a)(1) applies, the number of Shares that you hold on behalf of the Participating Beneficiary; and
    - (2) where paragraph 6.3(a)(2) applies, the number of Shares 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;
  - (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
    - (1) the New Shares applied for by you as Custodian on their behalf under the SPP; and
    - (2) any other Shares 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 a Downstream Custodian to apply for Shares under an arrangement similar to the SPP operated by Site Group;
  - (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 held by the Custodian in relation to each Participating Beneficiary.
- 6.4 If you are a Custodian and you would like to 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 New Shares

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- 7.1 Site Group 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 Directors of Site Group 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 Site Group intends to issue the New Shares under the SPP on or about 30 June 2020 (**Issue Date**). Site Group 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 or 11.1.
- 7.4 In respect of application monies received from an Eligible Shareholder, Site Group 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 \$30,000 per holder under the Legislative Instrument and not exceeding the threshold of 30% of the Shares on issue imposed under Listing Rule 7.2 Exception 15.
- 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 \$30,000 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 Group will apply to ASX for quotation of the New Shares issued under the SPP and the Additional Issue (if any) within the period prescribed in the Listing Rules.

## **8. Subscription Price**

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- 8.1 The price of the New Shares will be the Subscription Price.
- 8.2 Compared with the Volume Weighted Average Market Price (over the last 5 days on which trading in Shares were recorded immediately prior to the announcement of the SPP (on 28 May 2020), the Subscription Price represents a 13.6% discount to the Volume Weighted Average Market Price over that period.
- 8.3 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 Group does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in Site Group 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.
- 8.4 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.
- 8.5 Site Group 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**

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- 9.1 All New Shares issued under the SPP will be issued on the same terms as other fully paid ordinary shares in Site Group quoted on ASX and once issued, will rank pari pasu with existing fully paid ordinary shares in Site Group. Site Group 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**

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- 10.1 The right to participate in this Offer under the SPP is available exclusively to persons who were registered as holders of Shares 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 Group) 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 Group may legally offer the New Shares to that Eligible Shareholder.

## 11. General

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- 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 Group 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 Legislative Instrument. 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 Group 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 Group will be conclusive and binding on all persons to whom the determination relates.
- 11.5 Site Group 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 Legislative Instrument 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 the *Financial Markets Conduct Act 2013* (NZ), the *Financial Markets Conduct Regulations 2014* (NZ) 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 Group. Site Group, 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 Group, as well as its related body corporates, which Site Group considers may be of interest to you. If you do not want your personal information to be used for this purpose please contact Site Group. You may request access to your personal information held by (or on behalf of) Site Group by contacting Site Group or its share registry, Computershare Investor Services Pty Limited.
- 11.10 These Terms and Conditions of the SPP are governed by the laws in force in Queensland, Australia.

# Site

Site Group International Limited  
ABN 73 003 201 910

## For all enquiries:


**Phone:**  
 (within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Web:**  
 [www.investorcentre.com/contact](http://www.investorcentre.com/contact)

SIT

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:

 See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) Friday 26 June 2020**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Site Group International Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Site Group International Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment; and
- any other shares or interests in the class which you have instructed a custodian to acquire on your behalf under the SPP; and
- any other shares or interests in the class issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares or interests,

does not exceed \$30,000.

Site Group International Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Site Group International Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Site Group International Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Site Group International Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Site Group International Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Site Group International Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEST) Friday 26 June 2020

© Registered to BPAY Pty Limited ABN 69 079 137 518

**Turn over for details of the Offer →**




# Share Purchase Plan Application Form

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IND

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **Wednesday, 27 May 2020**


Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$30,000**

## STEP 2 Make Your Payment by 5:00pm (AEST) Friday 26 June 2020


To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

### BPAY

	Biller Code: 321158 Ref No: 1234 5678 9123 4567 89
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Contact your financial institution to make your payment from your cheque or savings account.

### Cheque, bank draft or money order

 Make your cheque, bank draft or money order payable to "**Site Group International Limited**" and cross "**Not Negotiable**".  
Return your payment with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

### BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Site Group International Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

### MAIL

Neither CIS nor Site Group International Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

Detach here - - -

## Purchase Details for Site Group International Limited (choose one option)

<input type="checkbox"/> \$1,000 worth of securities	OR	<input type="checkbox"/> \$2,500 worth of securities	OR	<input type="checkbox"/> \$5,000 worth of securities
<input type="checkbox"/> \$10,000 worth of securities	OR	<input type="checkbox"/> \$20,000 worth of securities	OR	<input type="checkbox"/> \$30,000 worth of securities



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000



BPAY is the most efficient and secure form of payment. Your BPAY payment details are shown above.

### Contact & Cheque Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+000000001-3051+14