



ABN 57 006 413 574

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

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

XX

For your Proxy Form to be effective it must be received by 10:30am (WST) Monday, 16 November 2015

How to Vote on Items of Business

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

Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be appointed your proxy by default. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

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

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

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Steps 1 and 2 overleaf.

Default to Chairman of the Meeting: Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Proxy voting by Key Management Personnel: The Key Management Personnel of the Company and their Closely Related Parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel (other than the Chairman of the Meeting) or one of their Closely Related Parties as your proxy, please ensure that you direct them how to vote on Resolution 1 otherwise they will not be able to cast your vote as a proxy on this resolution.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

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

Turn over to complete the form



View the annual report, 24 hours a day, 7 days a week:

www.srglimited.com.au

To view and update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of SRG Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of SRG Limited to be held at Royal Perth Yacht Club, Australia II Drive, Crawley, Western Australia on Wednesday, 18 November 2015 at 10:30am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by signing and returning this form, I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of the key management personnel of SRG Limited.

Proxies will be valid and accepted by the Company only if they are signed and received no later than 48 hours before the Meeting. Please read the instructions overleaf for completing this form.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter McMorrow as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

_____ / /

Date _____

This form should be signed by the shareholder. If a joint holding, all shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

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SRG LIMITED

ACN 006 413 574

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Wednesday, 18 November 2015
Time of Meeting: 10:30am (WST)
Place of Meeting: Royal Perth Yacht Club
Australia II Drive, Crawley, Western Australia

This Notice of Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

SRG LIMITED
ACN 006 413 574
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of SRG Limited ACN 006 413 574 (**Company**) will be held at 10:30am (WST) on Wednesday, 18 November 2015 at the Royal Perth Yacht Club, Australia II Drive, Crawley, Western Australia.

The Explanatory Statement that accompanies and forms part of the Notice of Meeting describes the matters to be considered at the Annual General Meeting. This also includes a glossary of terms used. Shareholders should read the Explanatory Statement in full before deciding how to vote.

AGENDA

FINANCIAL REPORTS

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2015.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, to pass as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2015 be adopted.

Note – The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the meeting or their Closely Related Parties

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction in the Proxy Form; or
- by the Chairman of the meeting pursuant to an express authorization to exercise the proxy.

RESOLUTION 2: RE-ELECTION OF MR PETER McMORROW AS DIRECTOR

To consider and, if thought fit, to pass as an ordinary resolution:

That Mr Peter McMorrow, being eligible, be re-elected as a Director of the Company.

By Order of the Board

Roger Lee
Company Secretary
16 October 2015

Important information for Shareholders

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. The glossary at the end of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

Required majorities

All of the Resolutions are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

Voting entitlements

The Board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are the registered holders of the Company's shares at 4:00pm (WST) on Monday, 16 November 2015. If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, Shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to above).

Proxies

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

To vote by proxy, please complete and return the proxy form enclosed with this Notice of Meeting as soon as possible. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions. Unless the Chairman of the meeting is your proxy, members of the Company's Key Management Personnel will not be able to vote as proxy on Resolution 1, unless you direct them how to vote. If you intend to appoint a member of the Key Management Personnel (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on Resolution 1.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolution 1, then by signing and submitting the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolution 1 even though it is connected with the remuneration of the Company's Key Management Personnel.

Submitting your Proxy Form

To be effective, a completed Proxy Form must be received by **no later than 10:30am (WST) on Monday, 16 November 2015**, being not less than 48 hours prior to the commencement of the meeting.

Details for sending your Proxy Form are as follows.

Address: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001

Facsimile: Australia: 1800 783 447 / International: +61 3 9473 2555

Where the Proxy Form is executed under power of attorney, the power of attorney must be lodged in the same way as the Proxy Form.

Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. An appointment form may be obtained from Computershare or online from at www.investorcentre.com under the help tab, "Printable Forms".

Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by no later than 48 hours before the Meeting.

Further information

If you need any further information about this Notice of Meeting or attendance at the Annual General Meeting please contact the Company Secretary on 08 9267 5400.

SRG LIMITED

ACN 006 413 574

EXPLANATORY STATEMENT TO SHAREHOLDERS

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting of the Company to be held at 10:30am (WST) on Wednesday, 18 November 2015. The Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

FINANCIAL REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial report, the Directors' report and the Auditor's report for the last financial year that ended before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires shareholders to vote on, approve or adopt those reports. Shareholders will however be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report details the Company's policy on the remuneration of non-executive Directors, the Managing Director and senior executives and is set out in the Company's Annual Report. The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be provided with a reasonable opportunity to ask questions and make comments on the Remuneration Report at the Annual General Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF PETER McMORROW AS DIRECTOR

Peter McMorrow has been a Director of the Company since 1 July 2010.

Mr McMorrow has been Chairman of the Board since July 2014 and is also a member of the Remuneration and Benefits Committee. Peter has over 35 years project and executive experience and is a respected leader in the infrastructure and resources industries. Encompassing a wide variety of large and complex infrastructure projects both overseas and within Australia, his industry knowledge extends to all facets of engineering, project identification, winning and delivery as well as management of dynamic, profitable and long lasting business operations.

Most recently, Mr McMorrow was Managing Director of Leighton Contractors, for the period between 2004 and September 2010. Under his guidance, Leighton Contractors expanded considerably with turnover increasing to over \$5 billion and the workforce increasing fourfold to approximately 10,000 employees. Mr McMorrow is an advocate for health and safety, and brings a strong zero harm vision for both SRG and industry in which it operates.

As Mr McMorrow has a shareholding in excess of 5% in the Company, the Board does not consider Mr McMorrow to be independent. The Board remains firmly of the view that Mr McMorrow adds very significant value to the Board given his considerable skills and experience in the industries and markets within which SRG operates and the breadth of his connections both domestically and internationally. The Board considers Mr McMorrow's shareholding to be positive for the Company and is satisfied that whilst being a substantial shareholder, he will continue to make decisions that are in the best interests of Shareholders as a whole.

The Directors (with Mr McMorrow abstaining) recommend that Shareholders vote in favour of Resolution 2.

GLOSSARY

The following terms and abbreviations used in this Explanatory Statement have the following meaning:

Board:	means the board of directors of the Company.
Closely Related Parties:	in relation to a member of the Key Management Personnel, has the meaning defined in the Corporations Act and includes a spouse, dependent and certain other closely related family members as well as any companies controlled by the Key Management Personnel.
Company:	means SRG Limited (ACN 006 413 574).
Constitution:	means the constitution of the Company.
Corporations Act:	means the Corporations Act 2001 (Cth).
Director:	means a member of the Board.
Explanatory Statement:	means this Explanatory Statement.
Key Management Personnel:	means the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The remuneration report identifies the key management personnel for the financial year ended 30 June 2015.
Managing Director:	means the managing director of the Company.
Meeting or Annual General Meeting:	means the meeting convened by the Notice.
Notice or Notice of Meeting:	means the notice convening the Annual General Meeting which accompanies this Explanatory Statement.
Resolution:	means a resolution included in the Notice.
Share:	means a fully paid ordinary share in the capital of the Company.
Shareholder:	means a holder of Shares.
WST:	means Western Standard Time, being the time in Perth, Western Australia.