



ASX ANNOUNCEMENT



Devine
GROUP

5 August, 2014

LETTER TO SHAREHOLDERS REGARDING RECENT ANNOUNCEMENTS

Please find attached a copy of a letter distributed to all Shareholders regarding recent announcements in relation to the Devine Group.

ENDS

For further information contact:

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4 August 2014

Dear Shareholder,

Re: Recent announcements regarding Devine Limited

The recent announcement by Devine Limited (Devine or the Company) to the market, along with the subsequent media reports will have likely made you aware that Devine's majority shareholder, Leighton Holdings Limited (Leighton), has announced that it is examining the potential sale of its 50.6% investment in the Company.

Further to that announcement, the Board of Devine have formed the view that it is in the best interests of Devine shareholders as a whole for the Company to conduct a formal sale process to determine whether a transaction can be agreed for 100% of the shares of the Company, that is in the best interest of all shareholders of Devine.

The sale process will be administered by the Devine Board and an Independent Board Committee of the Devine Board working collaboratively and in consultation with Leighton and its advisors.

The Company has appointed Goldman Sachs as financial adviser and King & Wood Mallesons as legal advisers in connection with the formal sale process.

While we write to share these developments with you directly, we also want to assure you that while this matter of corporate ownership plays out, it will be business as usual at Devine.

There can be no assurances that a sale of Devine will be finalised, or what form the transaction (if any) will ultimately take. We will inform you of any progress in this regard as appropriate.

Yours sincerely



Peter Dransfield
Chairman