

**ASX Announcement: Calliden Group Limited (CIX)**

8 December 2014

**Calliden Shareholders vote in favour of Scheme of Arrangement**

At the Scheme Meeting of Calliden Group Limited ('Calliden') held in Sydney today, Calliden Shareholders voted in favour of the Scheme of Arrangement ('Scheme') between Calliden and its Shareholders, under which Steadfast Group Ltd will acquire 100% of the shares in Calliden.

**Voting results**

Calliden advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 31 October 2014, was approved by the requisite majority of Calliden Shareholders, with:

- 93.82% of Calliden Shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 93.60% of votes cast on the resolution in favour of the resolution.

A copy of the official poll report is attached. The results of the poll were as follows:

	<b>For</b>	<b>Against</b>	<b>Total Votes</b>	<b>Abstain<sup>1</sup></b>	<b>% For</b>
Votes	166,213,918	11,362,552	177,576,470	8,499	93.60
Holders	486	32	518	6	93.82

<sup>1</sup> Please note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

Calliden will now seek orders from the Federal Court of Australia ('Court') for the approval of the Scheme at a hearing scheduled for Thursday 11 December 2014.

If the Court approves the Scheme, Calliden proposes to lodge the Court's orders with the Australian Securities and Investments Commission so that the Scheme becomes effective on Friday 12 December 2014. If this

<sup>1</sup> Please note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

occurs, Calliden Shares will be suspended from trading on ASX at the close of trading on Friday 12 December 2014.

### **Scheme Consideration and Special Dividend**

If the Scheme is approved by the Court:

- the holders of Calliden shares as at the Scheme Record Date (19 December 2014) will be entitled to receive the 'Scheme Consideration' (\$0.415) for each Calliden share held; and
- the holders of Calliden shares as at the Special Dividend Record Date (17 December 2014) will be entitled to receive the Special Dividend (\$0.05) for each Calliden share held.

This will result in Calliden Shareholders receiving total entitlements of \$0.465 per Calliden Share from a combination of the Scheme Consideration and the Special Dividend.

### **Timetable**

The indicative timetable to the implementation of the Scheme is as follows:

<b>Event</b>	<b>Date</b>
Second Court Date – Second Court Hearing for approval of the Scheme	Thursday 11 December 2014
Effective Date – Court order lodged with the Australian Securities & Investments Commission and announcement by Calliden to ASX	Friday 12 December 2014
Suspension of trading in Calliden Shares on ASX	Close of trading on Friday 12 December 2014
Special Dividend Record Date – time and date for determining entitlements to the Special Dividend	7.00pm on 17 December 2014
Special Dividend Payment Date	19 December 2014
Scheme Record Date – time and date for determining	7.00pm on 19 December 2014

entitlements to the Scheme Consideration	
Implementation Date – implementation of the Scheme including payment of Scheme Consideration and transfer of all Calliden Shares to Steadfast Group Ltd	23 December 2014

If you have any questions about the Scheme, please contact the Calliden Shareholder Information Line (Monday to Friday between 9.00am to 5.00pm (Sydney time)) on:

- 1300 362 398 (from within Australia); or
- 61 2 8355 1004 (from outside Australia).

For Media contact:

Ian Brown  
FIRST Advisers  
(02) 8011 0352  
0418 466 129

**ENDS**

8 December 2014

The Chairman  
Calliden Group Limited  
Level 7, 100 Arthur Street  
North Sydney, NSW 2000

### Poll Report

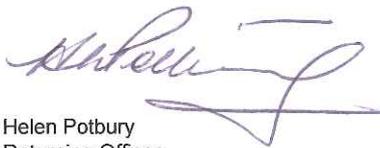
I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Scheme Meeting of the Members of Calliden Group Limited held at Royal Automobile Club of Australia, 89 Macquarie Street, Sydney NSW 2000 on 8 December 2014 at 10:00 AM, report as follows:

**That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Calliden Group Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Court to which Calliden Group Limited and Steadfast Group Ltd agree.**

	<b>Number of securities</b>	<b>% of securities</b>	<b>Number of Holders</b>	<b>% of Holders</b>
Votes cast 'FOR' the motion	166,213,918	93.60%	486	93.82%
Votes cast 'AGAINST' the motion	11,362,552	6.40%	32	6.18%
<b>TOTAL VOTES CAST</b>	<b>177,576,470</b>	<b>100.00%</b>	<b>518</b>	<b>100.00%</b>
Votes "Abstained"	8,499		6	

The resolution was carried by the required majorities.

Yours sincerely



Helen Potbury  
Returning Officer  
Computershare Investor Services Pty Limited