

Notice of Annual General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 22 November 2016

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: Site Group International Limited
Level 2, 488 Queen Street
Brisbane, Queensland

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane Queensland, on 22 November 2016 at 11.00 am (Brisbane time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2016.

1. Resolution 1 - Remuneration report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2016 (as set out on pages 19 to 25 of the Directors' Report) is adopted."

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy; and
- (d) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (e) either:
 - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and

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- (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his or her voting intention on any resolution in which case an ASX announcement will be made.

2. Resolution 2 – Re-election of Darryl Somerville as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Darryl Somerville, who retires in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

Special Business

3. Resolution 3 – Approval of issue of shares to Wayburn Holdings Pty Ltd

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 3,667,825 fully paid ordinary shares at an issue price of \$0.28 per share to Wayburn Holdings Pty Ltd ACN 009 320 852 (an entity associated with Vernon Wills, Executive Director of the Company) (**Wayburn Placement Shares**) to raise a total of \$1,026,991, being part of the placement announced on 19 November 2015.”

Notes:

- The Company intends to issue the Wayburn Placement Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Wayburn Placement Shares will be identical in all respects to the existing ordinary shares then on issue in the Company.
- Further details of the Wayburn Placement Shares and the use of funds raised from the issue of the Wayburn Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Wayburn Holdings Pty Ltd; and
- any associate of Wayburn Holdings Pty Ltd.

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However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

4. Resolution 4 – Approval of issue of shares to Darryl Somerville

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 357,143 fully paid ordinary shares at an issue price of \$0.28 per share to Darryl Somerville (or nominee), the Chairman of the Company) (**Somerville Placement Shares**) to raise a total of \$100,000, being part of the placement announced on 19 November 2015.”

Notes:

- The Company intends to issue the Somerville Placement Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Somerville Placement Shares will be identical in all respects to the existing ordinary shares then on issue in the Company.
- Further details of the Somerville Placement Shares and the use of funds raised from the issue of the Somerville Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Darryl Somerville; and
- any associate of Darryl Somerville.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

5. Resolution 5 – Approval of Issue of Shares to Joseph Ganim

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 357,143 fully paid ordinary shares at an issue price of \$0.28 per share to Joseph Ganim (or nominee) a non-executive Director of the Company (**Ganim Placement Shares**) to raise a total of \$100,000, being part of the placement announced on 19 November 2015.”

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Notes:

- The Company intends to issue the Ganim Placement Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Ganim Placement Shares will be identical in all respects to the existing ordinary shares then on issue in the Company.
- Further details of the Ganim Placement Shares and the use of funds raised from the issue of the Ganim Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Joseph Ganim; and
- any associate of Joseph Ganim.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

6. Resolution 6 – Approval of issue of Shares to Blake Wills under the Employee Share Plan

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 200,000 fully paid ordinary shares to Blake Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in the Explanatory Memorandum.”

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Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Blake Wills; and
- any director of the Company who is eligible to participate in the Employee Share Plan; and
- any associates of any such person.

However, subject to the Key Management Personnel voting exclusion statement below, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Voting Restriction pursuant to Section 250 BD of the Corporations Act

The Company will disregard any votes cast on this Resolution by:

- any be Key Management Personnel (which includes the Chairman) of the Company or if the Company is part of a consolidated entity, of the entity; or
- a Closely Related Party of Key Management Personnel,

who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity. decides even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

7. Resolution 7 – Approval of issue of Shares to Jamie Wills under the Employee Share Plan

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 200,000 fully paid ordinary shares to Jamie Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in the Explanatory Memorandum.”

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Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Jamie Wills; and
- any director of the Company who is eligible to participate in the Employee Share Plan; and
- any associates of any such person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

8. Resolution 8 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (Placement Securities).”

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by a person and any associates of that person who:

- may participate in the issue of the Placement Securities; or
- might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important Note:

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

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9. Resolution 9 – Approval of Proportional Approval Takeover Provisions

To consider and, if thought fit, pass the following Special Resolution, with or without modification:

“That in accordance with section 648G of the Corporations Act and Rule 75 of the Company’s Constitution, the proportional takeover approval provisions in the Company’s Constitution be renewed with immediate effect from this Resolution 9 being passed.”

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board

Duncan Cornish
Company Secretary
20 October 2016

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland on 22 November 2016 commencing at 11.00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 9.

2. Consider the Company's annual report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2016 were released to the ASX Limited on 31 August 2016. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 – Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution in accordance with section 250R of the *Corporations Act*.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Remuneration Report is set out on pages 19 to 25 of the Directors' Report section of the Annual Report.

The vote on the resolution is advisory only and does not bind the Directors of the Company.

Note: For the purposes of calculating remuneration, salary and bonuses (including options) are included.

The Company will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

A vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

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Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on Resolution 1 (**Voting Restriction**) to be put to Shareholders that the Remuneration Report of the Company be adopted. Details are set out in Resolution 1 of the Notice of Meeting and below. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the chairperson or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- (b) the chairperson is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the chairperson to do so.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

4. Resolution 2 - Re-election of Darryl Somerville as a director

Darryl Somerville retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr Darryl Somerville BCom, FCA- Chairman and Non- Executive Director

Mr Somerville was appointed Director of the Company on 2 August 2011. He is a Chartered Accountant and CPA and is a member of the Australian Institute of Company Directors

Mr Somerville spent 23 years with PricewaterhouseCoopers in Brisbane, including more than 19 years as a partner and 8 years as the Brisbane Office Managing Partner. His clients ranged from privately owned companies through to multinationals in the manufacturing, mining, energy and resources and retailing industries. He was a member of the firm's National Board of Partners. Mr Somerville served a three year term as National Director of the Institute of Chartered Accountants from 2000 to 2003.

Listed Public company positions held include Chairman of the Brisbane Broncos (24/02/05-22/02/11), Chairman of Brisbane based developer Devine Ltd (28/09/05) and Director of CMI Limited (28/02/12-29/06/12). He has also chaired a number of Queensland State Government Panels. He was Chairman of the Report on the State's Electricity Networks (The Electricity Distribution and Service Delivery Report) and Chairman of the Queensland Government's Energy Competition Committee (which oversaw the introduction of Full Retail Contestability for energy in the State. He also served as Chairman of the Premier of Queensland's Awards for Export Achievement for 8 years.

In his most recent role, Mr Somerville was a director of Careers Australia Group and the Chairman of its Compliance, Audit and Risk Management Committee.

Mr Somerville and his associates have an interest in 5,035,045 Shares representing 0.9% of the issued capital of the Company under Article 38.1 of the Constitution, one-third of the Directors are required to retire at each general meeting (excluding any Managing Director).

The Directors (with Mr Somerville abstaining) recommend that you vote in favour of this Ordinary Resolution.

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5. Resolutions 3, 4 and 5 - Approval of Issue of Shares to Wayburn Holdings Pty Ltd, Darryl Somerville (or nominee) and Joseph Ganim (or nominee)

5.1 Background

Resolutions 3, 4 and 5 seek the approval of shareholders for the issue by the Company of 4,382,111 fully paid ordinary shares (**Director Placement Shares**) at an issue price of \$0.28 per share as follows:

- (a) 3,667,825 fully paid ordinary shares to Wayburn Holdings Pty Ltd ACN 009 320 852 (**Wayburn Holdings**) an entity associated with Vernon Wills being an Executive Director of the Company, to raise a total of up to \$1,026,991.
- (b) 357,143 fully paid ordinary shares to Darryl Somerville (or nominee) being an non-executive Director of the Company, to raise a total of up to \$100,000; and
- (c) 357,143 fully paid ordinary shares to Joseph Ganim (or nominee) being an non-executive Director of the Company, to raise a total of up to \$100,000,

all of which form part of the placement of shares as announced to the market on 19 November 2015.

The Company has entered into agreements with each of Wayburn Holdings, Darryl Somerville (or nominee) and Joseph Ganim (or nominee) pursuant to which the applicable director (or nominee) will subscribe for each of the Wayburn Placement Shares, Somerville Placement Shares or Ganim Placement Shares (as the case may be). The issue of the Director Placement Shares is subject to and conditional upon the Company obtaining all Shareholder approvals required pursuant to the Corporations Act and the Listing Rules.

The Company is of the view that the Shares proposed to be issued to Vernon Wills, Darryl Somerville and Joseph Ganim fall within one of the exemptions to the related party requirements under Chapter 2E of the Corporations Act, namely Arm's length terms (section 210). In particular, the Company is of the view that the proposed issues under Resolutions 3,4 and 5 of this Notice of Meeting are on terms no more favourable than Shares that have been issued to unrelated third party investors as part of the placement. The Wayburn Placement Shares, Somerville Placement Shares and Ganim Placement Shares are being issued at \$0.28 per share which is higher than current market price. As such, the Company does not propose to seek Shareholder approval in accordance with section 208(1) (Chapter 2E) of the Corporations Act.

However, the Company is seeking Shareholder approval pursuant to Listing Rule 10.11 and for this reason, and for all other purposes, the following information is provided to Shareholders.

5.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval for a company to issue equity securities to a related party.

A "related party" for the purposes of the Listing Rules is defined widely and includes a director of the public company or an entity controlled by a director of the public company.

As noted above, Wayburn Holdings is an entity associated with Vernon Wills who is an Executive Director of the Company. Furthermore Darryl Somerville and Joseph Ganim are each non-executive Directors of the Company.

Accordingly, approval for the issue of the Director Placement Shares is sought in accordance with the provisions of Listing Rule 10.11. If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

The Company believes that all information required pursuant to Listing Rule 10.13 is contained in the Notice of Meeting and this Explanatory Memorandum.

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For the purposes of Listing Rule 10.13, the Company advises as follows:

- (a) The number of:
 - (1) Wayburn Placement Shares to be issued to Wayburn Holdings is 3,667,825 fully paid ordinary shares;
 - (2) Somerville Placement Shares to be issued to Darryl Somerville (or nominee) is 357,143 fully paid ordinary shares; and
 - (3) Ganim Placement Shares to be issued to Joseph Ganim (or nominee) is 357,143 fully paid ordinary shares.
- (b) Each of the Director Placement Shares are to be issued at a price of \$0.28 per Share raising a total of \$1,226,991 representing the total of:
 - (1) \$1,026,991 raised through the issue of 3,667,825 Wayburn Placement Shares;
 - (2) \$100,000 raised through the issue of 357,143 Somerville Placement Shares; and
 - (3) \$100,000 raised through the issue of 357,143 Ganim Placement Shares.
- (c) The Director Placement Shares will be issued as soon as practicable after the date of the Meeting (and shareholder approval being obtained) but in any event, within one month after the date of the Meeting.
- (d) The Director Placement Shares to be issued will rank pari passu with the Shares on issue in the Company.
- (e) Funds raised from the issue of the Director Placement Shares will be used as follows:
 - (1) to finalise earn out, acquisitions and payment to the vendors of acquired businesses of working capital accounts; and
 - (2) provide additional working capital to fund an expected increase of receivables as revenue grows.

The Directors:

- (a) (excluding Vernon Wills) recommend that you vote in favour of Ordinary Resolution 3.
- (b) (excluding Darryl Somerville) recommend that you vote in favour of Ordinary Resolution 4.
- (c) (excluding Joseph Ganim) recommend that you vote in favour of Ordinary Resolution 5.

6. Resolutions 6 & 7 - Approval of issue of Shares to Blake Wills and Jamie Wills

6.1 Background

The Company proposes to issue Shares under the Site Group International Limited Employee Share Plan as approved by Shareholders on 24 November 2014 (**Plan**) to Blake Wills and Jamie Wills, in accordance with Listing Rule 10.14 of the Official Listing Rules. We note for completeness that the Shares that are the subject of Resolutions 6 & 7 were the same Shares for which Shareholder Approval was sought at last year's AGM (for which approval was obtained), however, for administrative reasons, these Shares were not issued and as such, due to the lapse in time, Shareholder approval is being sought again.

As the Shares will be issued under Plan, the Company intends to fund the issue of the Shares through a loan under the Plan which will be limited in recourse to the Shares themselves.

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Listing Rule 10.14 requires an entity to obtain the approval of shareholders for a director (or associate of a director) to acquire securities under an employee incentive scheme. Each of Blake and Jamie Wills are children of Vernon Wills, who is a Director of the Company and therefore each of Blake and Jamie Wills are themselves related parties of the Company and in ASX's opinion a person for whom approval under Listing Rule 10.14 should be obtained. Accordingly, because the issue of Shares will result in a related party of the Company acquiring securities under the Plan, approval under Listing Rule 10.14 is required. If approval under Listing rule 10.14 is obtained, approval under Listing Rule 10.11 is not required (Exception 4, Listing Rule 10.12).

The Company is of the view that the Shares proposed to be issued to both Blake and Jamie Wills fall within two exemptions to the related party requirements under Chapter 2E of the Corporations Act, namely Arm's length terms (section 210) and the reasonable remuneration exemption (section 211). In particular, the Company is of the view that the proposed issues under Resolutions 6 & 7 of this Notice of Meeting are on terms no more favourable than Shares that would be issued to other employees under the Plan. Additionally, the Company is of the view that the benefit, being the issue of shares, is reasonable given the circumstances of the Company and the responsibility allocated to each of Blake and Jamie Wills in the course of their employment. As such, the Company does not propose to seek Shareholder approval in accordance with section 208(1) (Chapter 2E) of the Corporations Act.

However, the Company is seeking Shareholder approval pursuant to Listing Rule 10.14 and for this reason, and for all other purposes, the following information is provided to Shareholders.

6.2 Listing Rule 10.14

As noted above, Listing Rule 10.14 requires an entity to obtain the approval of shareholders for a Director or associate of a Director or other persons considered by ASX to require approval to acquire securities under an employee incentive scheme. Accordingly, the issue of Shares (under the Plan) by the Company to Blake Wills and Jamie Wills will require approval under Listing Rule 10.14.

For the purposes of Listing Rule 10.15, the Company advises as follows:

- (a) 200,000 Shares will be issued to Blake Wills.
- (b) 200,000 Shares will be issued to Jamie Wills.
- (c) The Shares to be issued are intended to be issued as soon as possible after the Meeting and in any event, no later than twelve months from the date of the Meeting.
- (d) The Shares are to be issued at \$0.20 per Share.
- (e) The Company will provide a loan to each of Blake Wills totalling \$40,000 and Jamie Wills totalling \$40,000 for the payment of the issue price for the Shares. The loans are limited in recourse to the Shares and are interest free. A summary of the terms of the loans is set out below:

Loan: A participant who is invited to subscribe for Shares under the Plan may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the participant (**Loan**), on the following terms:

- (A) the Loan will be interest free;
- (B) the Loan made available to a participant shall be applied by the Company directly toward payment of the issue price of the Shares;
- (C) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;
- (D) a participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;

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- (E) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to buy back and cancel or sell those Shares in accordance with the terms of the Plan;
 - (F) a Loan will be non-recourse except against the Shares held by the participant to which the Loan relates;
 - (G) the Board may, in its absolute discretion, agree to forgive a Loan made to a participant; and
 - (H) The Board may, in its absolute discretion, extend the due date for repayment (including any extended date for repayment) of a Loan which has been granted to a participant in accordance with the terms of the Plan.
- (f) The Shares to be granted will rank pari passu to all existing Shares on issue.
- (g) As at the date of this Explanatory Memorandum, the following Shares have been issued to Directors or associates of Directors under the Plan:

Name of Recipient	Number of Shares Issued	Date Issued	Price per Share
Darryl Somerville	1,000,000	2 July 2012	\$0.20
Nicasio Alcantara	1,000,000	2 July 2012	\$0.20
Vernon Wills	2,000,000	2 July 2012	\$0.20
Blake Wills	250,000	18 June 2012	\$0.20
	250,000	24 November 2015	\$0.20
Jamie Wills	250,000	18 June 2013	\$0.20
	50,000	24 November 2015	\$0.20

- (h) All Executive Directors and eligible employees are entitled to participate in the Plan. As at the date of this Explanatory Memorandum, the Executive Directors of the Company, their associates and other related parties include:
- (1) Vernon Wills;
 - (2) Blake Wills; and
 - (3) Jamie Wills.
- (i) The issue of the Shares to Executive Directors under the Plan will be funded by way of loan from the Company as set out above and therefore no funds will be raised by the issue.
- (j) The Non-Executive Directors may participate in an incentive scheme on the same terms as the Plan. As at the date of this Explanatory Memorandum, the Non-Executive Directors of the Company, their associates and other related parties include:
- (1) Joseph Ganim;

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- (2) Darryl Somerville; and
 - (3) Nicasio Alcantara.
- (k) The issue of the Shares to Non-Executive Directors on the same terms as under the Plan will be funded by way of loan from the Company as set out above and therefore no funds will be raised by the issue.

There are restrictions on voting on Resolution 6, by Blake Wills and his associates, any director who would be eligible to participate in the Employee Share Plan and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statements in Resolution 6 in the Notice of Meeting.

There are restrictions on voting on this Resolution 7 by Jamie Wills and his associates, any director who would be eligible to participate in the Employee Share Plan, for additional details please refer to the Voting Exclusion Statement in Resolution 7 in the Notice of Meeting.

7. Resolution 8 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

7.1 Introduction

Pursuant to Resolution 8, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within 5 trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 8.

7.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 30 September 2016 the Company's market capitalisation was \$88.9 million based on the Closing Trading Price on that date. The calculation of market capitalisation will be based on the Closing Price of the Shares, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

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The Company is also not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 9, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 9 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(b) 10% Placement Period – Listing Rule 7.1A.1

Assuming Resolution 8 is passed, Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM; or
- (2) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

(c) Calculation for Additional 10% Placement – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. [Note: This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval];
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

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D is 10 percent.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4

(d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are the Shares. The Company presently has 522,792,229 Shares as at the date of this Notice of Meeting.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over 15 days on which trades in the Equity Securities are recorded immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- (B) if the relevant Placement Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 8 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
 - (A) details of the dilution to the existing holders of Equity Securities caused by the issue;
 - (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
 - (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (D) any other fees or costs incurred in connection with the issue.

(f) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

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At the date of this Notice, the Company has on issue 522,792,229 Shares. Assuming no other securities are issued prior to the date of the Meeting, the Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 78,418,834 Shares under Listing Rule 7.1; and
- (2) 52,279,223 Shares under Listing Rule 7.1A, subject to Shareholder approval being obtained under Resolution 8.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

7.3 Specific Information required by Listing Rule 7.3A

- (a) Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities calculated over the 15 days on which trades in the Equity Securities are recorded immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

- (b) Risk of economic and voting dilution – Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 8 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 522,792,229 Shares. Assuming no other securities are issued prior to the date of the Meeting, the Company could issue 52,279,223 Shares pursuant to Listing Rule 7.1A on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- (2) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued Shares have increased and the Market Price of the Shares has decreased.

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Table 1

Issued Share Capital (No. of Shares)	50% decrease in Market Price \$0.09		Current Market Price \$0.17		100% increase in market price \$0.34	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Present Share Capital 522,792,229	52,279,223	4,443,734	52,279,223	8,887,468	52,279,223	17,774,936
50% increase in Share Capital 784,188,344	78,418,834	6,665,601	78,418,834	13,331,202	78,418,834	26,662,404
100% increase in Shares Capital 1,045,584,458	104,558,446	8,887,468	104,558,446	17,774,936	104,558,446	35,549,872

Note: The above table does not take into account any of the shares to be issued requiring approval as part of this notice.

Assumptions and explanations

The Market Price is \$0.17, based on the closing price of the Shares on ASX on 30 September 2016.

The above table only shows the dilutionary effect based on the issue of the Securities and not any Shares issued under the 15% under Listing Rule 7.1.

The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.

The Company issues the maximum number of Securities.

The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 30 September 2016.

The issue price of the Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(c) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 22 November 2017. The approval under Resolution 9 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

(d) Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

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(e) Shares Issued for Non-cash consideration – Listing Rule 7.3A.4

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

(f) Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

(g) Company has previously obtained shareholder approval under listing rule 7.1A

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued in the previous 12 months preceding the date of the AGM (that is, since 24 November 2013).

Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months

Number of equity securities on issue at commencement of 12 month period	499,207,941
Equity securities issued in prior 12 month period*	26,399,288
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	5.29 %

**Note: The above table does not take into account the additional Shares to be issued to the vendors in relation to each of the Innovium Pty Ltd and Wild Geese International Pty Ltd that are to be issued by the Company. Please refer to past Company announcements, including but not limited to the announcement on 1 July 2015 and the announcement on 9 June 2015 for further details.*

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Listing Rule 7.3A.6(b): Details of equity securities issued in previous 12 months

Date of issue:	25 November 2015
Number issued:	10,805,033
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue of share to sophisticated investors via a private placement
Price at which equity securities were issued:	\$0.28
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$3,025,409
Amount of cash consideration spent:	\$3,025,409
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	3 December 2015
Number issued:	2,499,999
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue of share to sophisticated investors via a private placement
Price at which equity securities were issued:	\$0.28
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$700,000
Amount of cash consideration spent:	\$700,000
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

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Date of issue:	21 December 2015
Number issued:	884,285
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue of share to sophisticated investors via a private placement
Price at which equity securities were issued:	\$0.28
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$247,600
Amount of cash consideration spent:	\$247,600
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	21 December 2015
Number issued:	1,235,964
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Final payment to the vendor shareholder under the acquisition agreement for Competent Project Management Pte Ltd.
Price at which equity securities were issued:	\$0.35
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as final payment to the vendor shareholder pursuant to the agreement for the acquisition of Competent Project Management Pte Ltd
Current value of that non-cash consideration:	\$210,114 (based on a closing price of \$0.17 on 30 September 2016.)

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Date of issue:	21 December 2015
Number issued:	7,398,719
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Final payment to the vendor shareholder under the acquisition agreement for Productivity Partners Pty Ltd.
Price at which equity securities were issued:	\$0.35
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as final payment to the vendor shareholders pursuant to the agreement for the acquisition of Productivity Partners Pty Ltd
Current value of that non-cash consideration:	\$1,257,782 (based on a closing price of \$0.17 on 30 September 2016.)

Date of issue:	30 December 2015
Number issued:	3,575,288
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue of share to sophisticated investors via a private placement
Price at which equity securities were issued:	\$0.28
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$1,001,080
Amount of cash consideration spent:	\$1,001,080
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

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7.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

8. Resolution 9- Proportional Takeover Approval Provisions

8.1 Introduction

Rule 75 of the Company's Constitution contains provisions dealing with proportional takeover bids for the Company's Shares that are made in accordance with the Corporations Act. The current Constitution was adopted on 22 November 2010.

Under section 648G of the Corporations Act, the provisions must be renewed every 3 years or they will cease to have effect. The Company is now seeking to renew the proportional takeover approval provisions in its Constitution.

If Resolution 9 is approved, the current provisions will have effect for 3 years from the date the Resolution is passed.

In accordance with the Corporations Act, the Company provides the following information to shareholders when considering the inclusion of the proportional takeover approval provisions the Company's constitution.

8.2 What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid includes the bidder offering to buy a proportion only of each Shareholder's Shares in the Company. This means that control of the Company may pass without members having the chance to sell all their Shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its constitution that:

- (1) in the event of a proportional takeover bid being made for shares in the Company, members are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (2) the majority decision of the Company's members will be binding on all individual members.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

8.3 What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the directors must ensure that members vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

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If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's constitution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

8.4 Potential advantages and disadvantages

The renewal of the proportional takeover provisions approval will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in rule 75 of the Constitution will ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

8.5 Existing proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

9. Interpretation

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange.

Board means the board of directors of the Company.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or

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- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Site Group International Limited ACN 003 201 910.

Constitution means the constitution of the Company from time to time.

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

Directors mean directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

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

Market Price has the meaning given to that term in the Listing Rules.

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland (Brisbane time).

Notice of Meeting means the notice of meeting convening the Meeting and the Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Resolution means a resolution to be proposed at the Meeting.

Shares means fully paid ordinary shares in the Company.

Shareholder means a holder of Shares in the Company.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution;

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

VWAP means the volume weighted average closing price.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary):

Address: Level 4, 488 Queen Street, Brisbane QLD 4000

Phone: +61 7 3212 6255

Explanatory Memorandum

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, or sent by facsimile transmission to the Share Registry at the address listed below not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne VIC 3001

Tel: +61 (03) 9415 4000 (outside Australia) 1300 850 505 (within Australia)

Fax: +61 (03) 9473 2555 (outside Australia) 1800 783 447 (within Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 11am on 20 November 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

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

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

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 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 indicate the office held by signing in the appropriate place.



SITEGROUP

International

ABN 73 003 201 910



SIT

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

Lodge your vote:



Online:

www.investorvote.com.au



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



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

For your vote to be effective it must be received by 11:00am (Brisbane time) Sunday 20 November 2016

How to Vote on Items of Business

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

Appointment of Proxy

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 (to the extent permitted by law). 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 Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Site Group International 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 Site Group International Limited to be held at the offices of Site Group International Limited, **Level 2, 488 Queen Street, Brisbane Queensland on Monday, 22 November 2016 at 11:00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1 & 6** (except where I/we have indicated a different voting intention below) even though **Items 1 & 6** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1 & 6** by marking the appropriate box in step 2 below.

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.

ORDINARY BUSINESS		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Darryl Somerville as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of Proportional Approval Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS									
3	Approval of issue of shares to Wayburn Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Approval of issue of shares to Darryl Somerville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval of Issue of Shares to Joseph Ganim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval of issue of Shares to Blake Wills under the Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval of issue of Shares to Jamie Wills under the Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /