

Level 15, 380 St. Kilda Road
Melbourne VIC 3004
www.skilledgroup.com.au

Telephone (03) 8646 6444
Facsimile (03) 8646 6441
ABN 66 005 585 811



1 September 2009

Company Announcements Office
Australian Stock Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir

SHARE PURCHASE PLAN

Please find attached documentation in relation to the previously announced Share Purchase Plan sent to eligible shareholders.

Yours faithfully

A handwritten signature in black ink, appearing to read "B. Maher", written in a cursive style.

Brendan Maher
Company Secretary

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SAM

MR JOHN SAMPLE

FLAT 123

SAMPLE STREET

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SAMPLE STREET

SAMPLETOWN VIC 3030



1 September 2009

Dear Shareholder

Following the recent placement announced on 19 August 2009¹, I am pleased to enclose details of a Share Purchase Plan (**SPP**). Under the SPP, eligible shareholders may apply for up to \$15,000 worth of ordinary shares in Skilled Group Limited (**Skilled Group**), without incurring brokerage or other transaction costs. The additional equity will be used by Skilled Group to reduce its debt.

Participation in the SPP is optional and open to shareholders who were holders of ordinary shares in Skilled Group at 7.00 pm on 18 August 2009 and whose address on the Skilled Group register is in Australia or New Zealand.

The price at which new shares will be issued under the SPP is \$1.50, the same price at which shares are to be issued under the unconditional and conditional tranches of the placement. Skilled Group reserves the right to scale back applications under the SPP if total demand exceeds \$10 million.

When to apply

The SPP will open at 9.00 am (AEST) on Tuesday, 1 September 2009 and will remain open until 5.00 pm (AEST) on Friday, 18 September 2009. As soon as practicable after the close of the offer, Skilled Group will make an ASX announcement as to the outcome of the SPP and the number of shares to be issued, as well as information regarding any scale back.

How to apply

To participate in the offer, you will need to return your Application Form, together with your cheque, bank draft or money order drawn on an Australian bank in Australian dollars by no later than **5.00 pm (Melbourne time) on Friday, 18 September 2009**.

Alternatively you can apply by paying through BPAY®. Your Application Form includes details of the Biller Code and your Customer Reference Number unique to your holding and this SPP. Payment must be made through your bank or financial institution by no later than **5.00 pm (Melbourne time) on Friday, 18 September 2009**. If you use BPAY you are not required to return your Application Form, however, you will still be bound by the SPP Terms and Conditions.

I encourage you to carefully read the attached SPP Terms and Conditions. Should you require further assistance, please do not hesitate to contact the Shareholder Information Line on 1300 027 284 (within Australia) or +613 9415 4170 (outside Australia). If you are a 'custodian' you may be required to submit a custodian certificate to Skilled Group in order to participate on behalf of any beneficiaries. Please see the attached SPP Terms and Conditions for further details.

The SPP offer does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

Yours sincerely

Ken V Loughnan AO
Chairman

SKILLED Group Limited

¹ Which raised \$80.89 million. Of this amount, shares to the value of approximately \$26.18 million are expected to be issued on 31 August 2009. The issue of the remainder of the shares, to the value of approximately \$54.71 million is subject to receipt of shareholder approval at the EGM to be held on 25 September 2009. Assuming shareholder approval is obtained, those shares are expected to be issued on 5 October 2009. In addition some \$4.85 million of shares will be issued, on the same terms, to some of the vendors of OMS Australia as a reinvestment of their earn out entitlement under the relevant Sale Agreement.

² © Registered to BPAY Pty Ltd, ABN 69 079 137 518

Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 505 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 027 284
(outside Australia) 61 3 9415 4170
www.computershare.com

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SAM

MR JOHN SMITH 1

FLAT 123

123 SAMPLE STREET

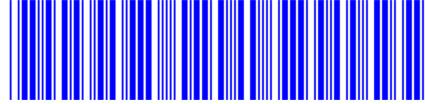
THE SAMPLE HILL

SAMPLE ESTATE

SAMPLEVILLE VIC 3030



Securityholder Reference Number (SRN)



I 1234567890

I N D

For your security keep your SRN/HIN confidential.

Entitlement Number:

Record Date: 7.00pm (Melbourne time) 18 August 2009

Offer Closes: 5.00pm (Melbourne time) 18 September 2009

Price per Security: A\$1.50

SHARE PURCHASE PLAN APPLICATION FORM

This personalised form can only be used in relation to the shareholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the Skilled Group Limited Share Purchase Plan (SPP) contained in the letter to Skilled Group Limited shareholders dated 1 September 2009, Skilled Group Limited is offering eligible shareholders the opportunity to offer to purchase Shares up to a maximum value of A\$15,000 per eligible shareholder, subject to a minimum application of A\$999.00.

If you do not wish to purchase additional shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the Constitution of Skilled Group Limited and agree that the submission of this payment constitutes an irrevocable offer by you to Skilled Group Limited to subscribe for Skilled Group Limited Shares on the terms of the SPP. In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the Shares the subject of the slip below; and
- any other shares and interests in the class applied for by you under the SPP, does not exceed \$15,000.00.

METHOD OF ACCEPTANCE

You can apply for Shares and make your payment utilising one of the payment options detailed overleaf.

Skilled Group Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Skilled Group Limited will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Skilled Group Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible shareholders even where Skilled Group Limited does not notify you of that event.

S K E

S P R B



PLEASE DETACH HERE



Paperclip
cheque(s)
here.
Do not
staple.

SKILLED Group

Skilled Group Limited

ABN 66 005 585 811

Please see overleaf for Payment Options



Biller Code: 123456

Ref No: 1234 5678 9012 3456 78

I/We wish to purchase:

Number of Shares applied for x A\$1.50 (Issue Price) =

(Minimum number of Shares is 666, maximum number is 10,000)

(Minimum application monies is A\$999.00, maximum is \$15,000.00)

* These share amounts may be subject to scale-back in accordance with the terms of the SPP.

Payment Details – Please note that funds are unable to be directly debited from your bank account

Drawer

Cheque number

BSB number

Account number

Cheque amount

Make your cheque, bank draft or money order payable to "Skilled Group Limited - SPP"

Contact Details - Please provide your contact details in case we need to speak to you about this slip

Name of contact person

Contact person's daytime telephone number

1234567890123456+1234567890-1234+12

How to accept the Share Purchase Plan

Payment Details

You can apply for Shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by BPAY®.

By making your payment using either BPAY or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the SPP as enclosed with this Application Form.

Your cheque, bank draft or money order payable to "Skilled Group Limited - SPP" in Australian currency and crossed Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. **Please note that funds are unable to be directly debited from your bank account.**

If paying by cheque, return the slip below and cheque, bank draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below where indicated. **Cash will not be accepted. A receipt for payment will not be forwarded.**

Please note: You must apply for a minimum of 666 Shares (A\$999.00) and not more than the maximum 10,000 Shares (A\$15,000)

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

Lodgement of Application

If you are applying for Shares and your payment is being made by BPAY, you do not need to return the slip below. Your payment must be received by no later than 5.00pm (Melbourne time) on 18 September 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) Melbourne by no later than 5.00pm (Melbourne time) on 18 September 2009. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached.

Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of shareholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 027 284.

This form may not be used to notify your change of address. For information, please contact CIS on 1300 027 284 or visit www.computershare.com (Issuer sponsored holders only).

CHESSE holders must contact their Controlling Participant to notify a change of address

Payment Options:



Biller Code: 123456

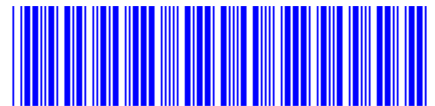
Ref No: 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



By Mail
Skilled Group Limited
Computershare Investor
Services Pty Limited
GPO Box 505
Melbourne, Victoria 3001
AUSTRALIA



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000



Share Purchase Plan Terms and Conditions – September 2009

Part 1 – The Offer

Pursuant to the Skilled Group Limited Share Purchase Plan (**SPP**), Skilled Group Limited ACN 005 585 811 (**Skilled**) offers eligible shareholders the ability to apply for fully paid ordinary shares in Skilled (**Shares**), in accordance with these terms and conditions (**Offer**). Eligible shareholders may elect to apply for a minimum of 666 Shares (A\$999) up to a maximum of 10,000 Shares for consideration of \$15,000 (**Maximum**).

The number of Shares you will receive for your selected amount will be calculated by reference to the Issue Price.

Please carefully read these Terms and Conditions (**Terms**), as you will be bound by them.

Part 2 – Terms and Conditions

1 Opening and Closing Dates

The Offer opens on 1 September 2009.

The Offer closes at 5.00 pm (Melbourne time) on 18 September 2009 (**Closing Date**). No late applications will be accepted.

2 Eligibility

2.1 Eligible Shareholders

You are eligible to apply for Shares if:

- your registered address recorded in Skilled's register of members is in Australia or New Zealand; and
- you were registered as a holder of fully paid ordinary shares in Skilled at 7.00pm (Melbourne time) on 18 August 2009.

The Offer to each eligible shareholder is made on the same Terms. The Offer is non-renounceable (ie you may not transfer your right to buy the Shares to anyone else).

2.2 Joint Holders

If you are registered with one or more persons as the joint holder of a holding of Shares, that joint holding is considered to be a single holding. If the same joint holders receive more than one Offer under the SPP (eg if the joint holders have multiple joint holdings), the joint holders may only apply for one parcel of Shares up to the Maximum.

2.3 Single Holders

If you are the only registered holder of a holding of shares, but you receive more than one Offer under the SPP (eg if you have multiple registered holdings), you may only apply for one parcel of Shares up to the Maximum.

2.4 Custodians

If you are a custodian (as defined in ASIC Class Order CO 09/425) (**Custodian**), you may apply for up to the Maximum for Shares for each beneficiary subject to you annexing to your Application Form a certificate to Skilled with the following information:

- that you hold Shares on behalf of the beneficiaries (who have instructed you to apply for Shares under the SPP on their behalf);
- the number of beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each beneficiary;
- the dollar amount of Shares that each beneficiary has instructed you to apply for (in line with the options in clause 5);
- that there are no beneficiaries in respect of whom the total application price exceeds \$15,000 for Shares applied for by you (as custodian) or each beneficiary (in its own right as shareholder) in the 12 months before the Closing Date under an arrangement similar to the SPP.

You are a custodian if you are an Eligible Shareholder:

- (a) who holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depository service; or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294]; or
- (b) who is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
 - (ii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184],
from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service.

3 Issue Price

The issue price for each Share (**Issue Price**) will be \$1.50.

4 Rights attaching to Shares

The Shares will be issued on the same terms as the other fully paid ordinary shares in Skilled quoted on the ASX. Skilled will apply for the Shares allotted under the SPP to be quoted on the ASX.

5 Offer options

Skilled is offering eligible shareholders the opportunity to purchase Shares up to a maximum value of 10,000 Shares (\$15,000) per eligible shareholder, subject to a minimum application of 666 Shares (\$999.00) and complying with all other aspects of these Terms.

For Example: If you would like to apply for 950 Shares, multiply this amount by the Offer Price (\$1.50), and pay application monies of \$1,425.

If you subscribe for more Shares than your application monies will cover, you are taken to have taken up the number of Shares that are covered by your application monies. Any application monies received for more than your final allocation of Shares that is below the sum of \$1.50 will not be refunded.

6 Participation costs

The only cost to you in relation to the Offer is the Issue Price for the Shares you wish to acquire. Under the Offer, you do not have to pay for brokerage, commission or other transaction costs.

7 Payment for Shares

All amounts in this Offer are expressed in Australian dollars. Application Forms must be received by the Company's Share Registry with correct payment by no later than 5.00pm (Melbourne time) 18 September 2009. By returning the Application form you agree to be bound by these Terms. You must pay for the Shares by a cheque, bank draft or money order in Australian dollars made payable to "Skilled Group Limited - SPP", or use the BPAY payment option as set out in the accompanying Application Form. If paying by BPAY there is no requirement to return the Application Form, however you will still be bound by these Terms. Your payment must be received no later than 5.00pm (Melbourne time) 18 September 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and therefore should take this into consideration when making payment.

If you do not provide the exact amount of your chosen option, Skilled reserves the right to return your Application Form and payment. If that occurs, no Shares will be allotted to you.

8 Scale back

The SPP is subject to a scale back at Skilled's discretion. If Skilled undertakes a scale back, Skilled may scale back applications to the extent and manner it sees fit. Decisions on scaling back will be final.

In the event of a scale back, the difference between application monies received and the number of Shares allotted multiplied by the Issue Price will be returned by direct credit to your nominated bank account (as recorded by Skilled's security register) or cheque as soon as practicable, without interest.

9 Allotment of Shares

The Shares will be issued on 28 September 2009 or as soon as possible after that date. A holding statement will be sent to you in due course.

Skilled may at its absolute and unfettered discretion allot fewer Shares than you may apply for (or none at all), if any of the following apply:

- Skilled considers (in its reasonable opinion) that issuing Shares to you under the SPP would breach any law or ASX Listing Rule;
- Skilled considers (in its reasonable opinion) that by issuing Shares to you under the SPP you may exceed the Maximum, or receive an aggregate of more than \$15,000 worth of shares under the SPP and any SPP offered by Skilled in the 12 months prior to the Closing Date;
- you are a Custodian and you have not complied with the requirements of clause 2;
- Skilled undertakes a scaleback in accordance with clause 8; or
- Skilled considers (in its reasonable opinion) that you have not complied with these Terms or allotting the Shares would be unfair to other shareholders (for example, if Skilled considers that you have split a shareholding, or acquired shares as part of a split, in order to increase the number of Shares that may be allotted to you or another shareholder).

10 Change of Offer

Skilled may change or terminate the SPP at any time. If Skilled does this, it will advise ASX. The omission to give notice of changes to, or termination of the SPP, or the non-receipt of notice will not invalidate the change or termination.

11 Dispute Resolution

Skilled may settle any dispute in relation to the SPP in any manner it thinks fit, whether generally or in relation to any participant, application or Share. Skilled's decision will be conclusive and binding.

12 Important Information

12.1 Price risk

Before deciding whether to accept the Offer, you should refer to the current market price of Skilled Shares which can be obtained from the financial pages of the newspaper, your stockbroker, or ASX.

The market price of Skilled Shares may rise or fall between the Closing Date and the date when the Shares are issued to you under the SPP. This means that the price you pay for each Share may be greater than or less than the price of Skilled Shares at the time the Shares are issued to you under this Offer. In determining whether you wish to participate in this Offer and the extent to which you participate, you should seek your own personal financial and/or taxation advice.

12.2 Skilled's rights

Skilled reserves the right to waive strict compliance with any provision of these Terms. The powers of Skilled under these Terms may be exercised by the directors of Skilled or any delegate of them.