

Annual General Meeting

Friday 21 October 2011

Sydney
ASX Code: SAI



Agenda

- 1. Financial Statements and Reports**
- 2. Chairman's Report**
- 3. Chief Executive Officer's Report**
- 4. Resolutions**
- 5. Questions**



1. Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report for SAI and its controlled entities for the year ended 30 June 2011



2. Chairman's Report

Robert Wright
Chairman



3. Chief Executive Officer's Report

Tony Scotton
Chief Executive Officer



4. Resolutions

4.1 Remuneration Report

- To consider and, if thought fit, to pass the following advisory resolution:

That the Company's Remuneration Report for the financial year ended 30 June 2011 (set out in Directors' Report) is adopted.



4. Resolutions

4.1 Remuneration Report

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,286,543	
• FOR	147,696,289	98.28%
• AGAINST	2,346,153	1.56%
• OPEN PROXIES	244,101	0.16%



4. Resolutions

4.2 Re-election of Non-Executive Director: Mr Robert Wright

- To consider and, if thought fit, to pass the following ordinary resolution:

That Mr Robert Wright, who retires by rotation in accordance with the Company's Constitution and offers himself for re-election, is re-elected as a non-executive director of SAI.



4. Resolutions

4.2 Re-election of Non-Executive Director: Mr Robert Wright

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,423,372	
• FOR	143,632,058	95.49%
• AGAINST	6,458,611	4.29%
• OPEN PROXIES	332,703	0.22%



4. Resolutions

4.3 Re-election of Non-Executive Director: Mr Andrew Dutton

- To consider and, if thought fit, to pass the following ordinary resolution:

That Mr Andrew Dutton, who retires by rotation in accordance with the Company's Constitution and offers himself for re-election, is re-elected as a non-executive director of SAI.



4. Resolutions

4.3 Re-election of Non-Executive Director: Mr Andrew Dutton

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,422,855	
• FOR	149,973,011	99.7%
• AGAINST	117,141	0.08%
• OPEN PROXIES	332,703	0.22%



4. Resolutions

4.4 Approval of Revised SAI Global Executive Incentive Plan

- With reference to the Company's Executive Incentive Plan approved by shareholders at the Annual General Meeting in 2006 ("the Plan"), the matters set out in the Explanatory Statement, and the terms of the Revised SAI Global Executive Incentive Plan annexed to the Explanatory Statement ("Revised Plan"), to consider and, if thought fit, to pass the following ordinary resolution:

That the Revised Plan and the grant of performance shares, performance share rights and options to acquire shares in SAI and the issue or transfer of shares in SAI under the Revised Plan, be approved for all purposes including for the purposes of Listing Rule 7.2, Exception 9 (as an exception to Listing Rule 7.1) and the Corporations Act.



4. Resolutions

4.4 Approval of Revised SAI Global Executive Incentive Plan

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,273,439	
• FOR	145,869,110	97.07%
• AGAINST	4,165,445	2.77%
• OPEN PROXIES	238,884	0.16%



4. Resolutions

4.5 Adoption of additional Revised Plans for other jurisdictions

- To consider and, if thought fit, to pass the following ordinary resolution:

That the Directors of the Company be authorised to adopt further executive incentive plans (in which no Directors of the Company participate) based on the Revised Plan modified to the extent required for the Company and its subsidiaries to comply with applicable taxation, exchange control, securities laws or regulations in overseas jurisdictions ("Sub-Plans"), provided that such Sub-Plans shall count against any limits on individual or overall participation under the Revised Plan, and that such Sub-Plans be approved for all purposes including for the purposes of Listing Rule 7.2 Exception 9 (as an exemption to Listing Rule 7.1) and the Corporations Act.



4. Resolutions

4.5 Adoption of additional Revised Plans for other jurisdictions

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,201,427	
• FOR	146,668,368	97.65%
• AGAINST	3,293,942	2.19%
• OPEN PROXIES	239,117	0.16%



4. Resolutions

4.6 Approval of issue of Performance Share Rights to Mr Anthony Scotton, Executive Director and Chief Executive Officer

- With reference to the Revised Plan and the matters set out in the Explanatory Statement, to consider and, if thought fit, to pass the following ordinary resolution:

That the grant of performance share rights and options to acquire shares in SAI to Mr Anthony Scotton, under the Revised Plan as described in the Explanatory Statement, is approved for all purposes including for the purpose of Listing Rule 10.14 and the Corporations Act.



4. Resolutions

4.6 Approval of issue of Performance Share Rights to Mr Anthony Scotton, Executive Director and Chief Executive Officer

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,283,004	
• FOR	147,804,424	98.35%
• AGAINST	2,238,006	1.49%
• OPEN PROXIES	240,574	0.16%



4. Resolutions

4.7 Approval of an increase in the total remuneration pool available for Board fees paid to Non-Executive Directors

- To consider and, if thought fit, to pass the following ordinary resolution:

That Shareholders approve an increase of \$200,000 in the total remuneration pool available for Board fees paid to Non-Executive Directors of SAI Global Limited from \$600,000 pa to \$800,000 pa (inclusive of statutory entitlements) with effect from 22 October 2011.



4. Resolutions

4.7 Approval of an increase in the total remuneration pool available for Board fees paid to Non-Executive Directors

Proxy Summary

Total # Exercisable Valid Proxy Votes	150,287,897	
• FOR	147,539,554	98.17%
• AGAINST	2,507,769	1.67%
• OPEN PROXIES	240,574	0.16%



5. Questions