



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of OPUS Group Limited (the Company) will be held in PricewaterhouseCoopers, Freshwater Place, Lv 19, 2 Southbank Blvd, Southbank VIC 3006 on Tuesday, 26 November 2013 at 10.00 a.m. (AEDT).

Agenda Items

1. Financial Statements and Reports

To consider the Financial Statements, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2013.

2. Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2013, which is set out on pages 31 to 39 of the Annual Report.

The Remuneration Report contains details of the Company's policy for determining the remuneration for Directors and Senior Executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance.

In accordance with the Corporations Act, this resolution is advisory only and does not bind the Company or the Directors.

3. Re-election of Director – Mr. Simon Rowell

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“To elect as a Director, Mr Simon Rowell, who retires in accordance with the Company's Constitution and the ASX Listing Rules and offers himself for re-election.”

Relevant information about Mr. Rowell is set out on page 27 of the Annual Report.

The Board recommends that shareholders of the Company (**Shareholders**) vote in favour of this resolution.

4. Approval of Enhanced Placement Capacity

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue, on one or more occasions, of such number of ordinary shares in the Company that is cumulatively equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, at a price determined in accordance with ASX Listing Rule 7.1A.3 and on the terms and conditions in the explanatory notes accompanying the notice convening this meeting.”

The Board recommends that Shareholders vote in favour of this resolution.

Voting Exclusion Statement

Agenda Item 2

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will disregard any votes cast in respect of Agenda Item 2 (Remuneration Report) by any key management personnel of the Company and their closely related parties. However, the Company need not disregard a vote if:

- (a) It is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on Agenda Item 2 but expressly authorises the person chairing the meeting to exercise the proxy even if Agenda Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. The person chairing the meeting intends to vote all available proxies in favour of Agenda Item 2.

For the purposes of this voting exclusion, “key management personnel” are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company’s Remuneration Report for the financial year ended 30 June 2013 identifies the Company’s key management personnel for that financial year. Their “closely related parties” are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Agenda Item 4

The Company will disregard any votes cast in respect of Agenda Item 4 (Approval of Enhanced Placement Capacity) by a person (and any associates of such a person) who may participate in the issue of Shares pursuant to the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Agenda Item 4 is passed. However, the Company need not disregard a vote if:

- (a) 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
- (b) It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides. The person chairing the meeting intends to vote all available proxies in favour of Agenda Item 4.

Voting and Proxies

The Company has determined in accordance with the Corporations Act that for the purpose of voting at the meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the Company's Register of Members as at 7.00 p.m. (AEDT) on Sunday 24 November 2013.

Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the member. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights. If the member does not specify the proportion or number of the member's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the member's votes. A proxy need not be a member of the Company. A form of proxy is enclosed. In order to be valid the properly completed form of proxy must be lodged at the office of the Company's Share Registrar, Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001 (envelope enclosed), by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), online by visiting www.investorvote.com.au or at the Company's offices at 12 Rachael Close, Silverwater NSW 2128, not less than 48 hours before the time appointed for holding the meeting. Intermediary Online subscribers only (custodian voting) may visit www.intermediaryonline.com to submit their voting intentions.

By Order of the Board



Robert Alexander
Company Secretary

Dated: 25 October 2013

Explanatory Notes

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at PricewaterhouseCoopers, Freshwater Place, Lv 19, 2 Southbank Blvd, Southbank, Victoria 3006 on Tuesday, 26 November 2013 at 10.00 a.m. (AEDT).

1 Agenda Item 4 – Approval of Enhanced Placement Capacity

1.1 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the eligible entity's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

If approved, the effect of resolution 4 will be to allow the Company to issue the Shares under Listing Rule 7.1A during the Enhanced Placement Period (defined in paragraph 1.4 below) in addition to the Company's 15% placement capacity under Listing Rule 7.1 (**15% Placement Capacity**).

1.2 Calculation of the Enhanced Placement Capacity

The exact number of Shares to be issued under the Enhanced Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

At the date of this Notice of Meeting, the Company has on issue 53,678,177 Shares and therefore has a capacity to issue:

- (a) 8,051,726 Shares under the 15% Placement Capacity; and
- (b) subject to Shareholder approval under this resolution 4, 5,367,817 Shares under the Enhanced Placement Capacity.

The actual number of Shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

1.3 Minimum issue price

The issue price of Shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the Shares are to be issued is agreed; or
- (b) if the Shares are not issued within 5 trading days of the date in paragraph 1.3(a) above, the date on which the Shares are issued.

1.4 Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and Shares will only be issued under the Enhanced Placement Capacity, from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (**Enhanced Placement Period**).

Accordingly, if resolution 4 is passed, the Company's Enhanced Placement Period commences on 26 November 2013 (being the date of the Company's 2013 AGM) and ends on 26 November 2014.

1.5 Dilution of existing shareholders

(a) Dilution risks

If resolution 4 is approved by Shareholders and the Company issues Shares under the Enhanced Placement Capacity, the voting power of existing Shareholders in the Company will be diluted as shown in the table at paragraph 1.5(c).

(b) Economic risks

(i) There is a risk that:

- (A) the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of the Company's 2013 AGM; and
- (B) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date;

(ii) If Shares are issued at a discount to the net tangible asset value per Share (**NTA**) there may be a negative impact on NTA.

(c) Potential dilution of existing Shareholders

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1.2 as at the date of this Notice of Meeting. The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0305 50% decrease in issue price	\$0.061 issue price	\$0.122 100% increase in issue price
Current Variable A 53,678,177 Shares	10% voting dilution	5,367,817 Shares	5,367,817 Shares	5,367,817 Shares
	Funds raised	\$163,718.42	\$327,436.84	\$654,873.67
50% increase in Variable A 80,517,265 Shares	10% voting dilution	8,051,726 Shares	8,051,726 Shares	8,051,726 Shares
	Funds raised	\$245,577.64	\$491,155.29	\$982,310.57
100% increase in Variable A 107,356,354 Shares	10% voting dilution	10,735,635 Shares	10,735,635 Shares	10,735,635 Shares
	Funds raised	\$327,436.87	\$654,873.74	\$1,309,747.47

The table has been prepared on the following assumptions:

- (i) *The Company issues the maximum number of Shares available under the Enhanced Placement Capacity.*
- (ii) *The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.*
- (iii) *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Company's 2013 AGM.*
- (iv) *The table shows only the effect of issues of Shares under Listing Rule 7.1 A, not under the 15% Placement Capacity under Listing Rule 7.1.*
- (v) *The issue price is \$0.061, being the closing price of the Shares on the ASX on 15 October 2013.*

1.6 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (a) The Company may issue Shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities, for working capital purposes and/or to reduce the Company's debt. Shares may be issued for non-cash consideration.
- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) 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;
 - (ii) the effect of the issue of the Shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (d) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (e) A voting exclusion statement is included in this Notice of Meeting. As at the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares under the Enhanced Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

1.7 Directors' recommendation



The Directors of the Company believe that the transactions contemplated in resolution 4 are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution 4.

CONTENT
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OPUS GROUP LIMITED
ABN 48 006 162 876

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

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(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

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: I9999999999 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 10.00 a.m. (AEDT) Sunday, 24 November 2013**

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 as they choose. 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 information tab, "Downloadable 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** →

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

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 OPUS Group 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 OPUS Group Limited to be held in PricewaterhouseCoopers, Freshwater Place, Lv 19, 2 Southbank Blvd, Southbank Victoria on Tuesday, 26 November 2013 at 10.00 a.m. (AEDT) 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 Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is 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 Item 2 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.

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr. Simon Rowell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / / _____

OPG

1 7 5 2 9 6 A

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