

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Name of entity

Skilled Group Limited

ABN

66 005 585 811

We (the entity) give ASX the following information.

### Part 1 - All issues

1	+Class of +securities issued or to be issued	Performance Rights to acquire ordinary shares																
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	364,000																
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p>Performance Rights to acquire ordinary shares issued under the Skilled Group Limited Executive Long Term Incentive Plan, the principal terms of which are:</p> <p>A. as to 313,000 Performance Rights:</p> <table><tr><td>Exercise Price</td><td>Nil</td></tr><tr><td>Performance Hurdle</td><td>Continued employment of holder by Skilled Group Limited until 23 November 2011</td></tr><tr><td>Performance Period</td><td>From date of grant to 23 November 2011</td></tr><tr><td>Vesting Date</td><td>Following satisfaction of Performance Hurdle</td></tr></table> <p>B. as to 51,000 Performance Rights:</p> <table><tr><td>Exercise Price</td><td>Nil</td></tr><tr><td>Performance Hurdle</td><td>Based on growth in Skilled Group Limited's EPS over the Performance Period</td></tr><tr><td>Performance Period</td><td>1 July 2010 to 30 June 2013</td></tr><tr><td>Vesting Date</td><td>Following satisfaction of Performance Hurdle</td></tr></table>	Exercise Price	Nil	Performance Hurdle	Continued employment of holder by Skilled Group Limited until 23 November 2011	Performance Period	From date of grant to 23 November 2011	Vesting Date	Following satisfaction of Performance Hurdle	Exercise Price	Nil	Performance Hurdle	Based on growth in Skilled Group Limited's EPS over the Performance Period	Performance Period	1 July 2010 to 30 June 2013	Vesting Date	Following satisfaction of Performance Hurdle
Exercise Price	Nil																	
Performance Hurdle	Continued employment of holder by Skilled Group Limited until 23 November 2011																	
Performance Period	From date of grant to 23 November 2011																	
Vesting Date	Following satisfaction of Performance Hurdle																	
Exercise Price	Nil																	
Performance Hurdle	Based on growth in Skilled Group Limited's EPS over the Performance Period																	
Performance Period	1 July 2010 to 30 June 2013																	
Vesting Date	Following satisfaction of Performance Hurdle																	

+ See chapter 19 for defined terms.

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4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	<p>Ordinary shares allocated upon vesting of the Performance Rights will rank equally with the existing ordinary shares</p>	
5	Issue price or consideration	Nil	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Grant of Performance Rights pursuant to the Skilled Group Limited Executive Long Term Incentive Plan as a component of remuneration	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	15 December 2010	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		190,738,408	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		9,399,000	Options to acquire ordinary shares granted under the Skilled Group Executive Share Option Plan and Skilled Group Limited Executive Long Term Incentive Plan
		1,555,800	Performance Rights to acquire ordinary shares granted under the Skilled Group Limited Executive Long Term Incentive Plan
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	

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25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

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+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

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**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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+ See chapter 19 for defined terms.

### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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(Company secretary)

17 December 2010

Date: .....

Print name:

Timothy A Paine  
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+ See chapter 19 for defined terms.