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[www.paladio.com.au](http://www.paladio.com.au)

Paladio Group Limited ABN 35 111 210 390

13 May 2009

Company Announcements Office  
Australian Stock Exchange  
Level 10, 20 Bond Street  
SYDNEY NSW 2000

*By ASX Online*

*No. of pages: 5*

## **NOTICE OF GENERAL MEETING & PROXY FORM**

Attached are the Notice of General Meeting and accompanying Proxy Form which are being mailed to Paladio Group Limited (ASX: PDO) Shareholders later this week.

Yours faithfully,  
PALADIO GROUP LIMITED



Michael J Buckmaster  
**Company Secretary**

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# PALADIO GROUP LIMITED

ABN 35 111 210 390

## NOTICE OF GENERAL MEETING

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### NOTICE OF GENERAL MEETING

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Notice is given that the General Meeting of Shareholders will be held at 10.00 am (WST) on 16 June 2009 at Mt Newman Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 10.00 am (WST) on 14 June 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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### AGENDA

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#### 1. RESOLUTION 1 – CHANGE OF NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That, pursuant to Section 157(1) of the Corporations Act and for all other purposes, approval is given for the Company to change its name to Decmil Group Limited.”*

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**DATED: 8 MAY 2009**

**BY ORDER OF THE BOARD**

**MICHAEL BUCKMASTER  
COMPANY SECRETARY  
PALADIO GROUP LIMITED**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.00 am (WST) on 16 June 2009 at Mt Newman Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

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### 1. RESOLUTION 1 – CHANGE OF NAME

The new name proposed to be adopted under Resolution 1 is "*Decmil Group Limited*". The Directors believe that this new name more accurately reflects the proposed future operations of the Company.

The proposal to change the Company's name follows the Board's decision (as announced on 23 April 2009) to change the Company's strategic direction and concentrate its activities in the mining, oil and gas and infrastructure sectors – particularly in Western Australia where the Company's wholly-owned subsidiary Decmil Australia Pty Ltd (**Decmil Australia**) is currently experiencing strong demand. In 2008, Decmil Australia contributed almost 90% of the group's revenue and, based on its existing contracts with clients, it is expected that its revenue contribution will be higher in the 2009 financial year.

The Board believes that the proposed name change provides an opportunity for the Company to leverage value from Decmil Australia's 30-year history, established reputation with blue chip clients and recognisable brand. As such, the Board recommends that Shareholders vote in favour of the special resolution to change the name of the Company to Decmil Group Limited.

Resolution 1 is a special resolution requiring it to be passed by 75% majority of the votes cast by Shareholders entitled to vote on it.

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### 2. ENQUIRIES

Shareholders are required to contact the Company Secretary on (+ 61 8) 9262 9999 if they have any queries in respect of the matters set out in these documents.

# Paladio Group Limited

ABN 35 111 210 390

000001 000 PDO  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### 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 all enquiries call:

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

## Proxy Form

For your vote to be effective it must be received by 10.00am (WST) Sunday 14 June 2009

### 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

**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.

### 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.computershare.com](http://www.computershare.com).

**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.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



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

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 Paladio 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, as the proxy sees fit) at the General Meeting of Paladio Group Limited to be held at the Mt Newman Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia on Tuesday, 16 June 2009 at 10.00am (WST) and at any adjournment of that meeting.

### 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.

Resolution 1 Change of Name

	For	Against	Abstain
	<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.

### 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 \_\_\_\_/\_\_\_\_/\_\_\_\_

PDO

999999A

Computershare +