

59 Belmont Avenue Belmont WA 6104  
PO Box 414 Belmont WA 6984

**Telephone** +61 8 9262 9999

**Facsimile** +61 8 9262 9998

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

Paladio Group Limited ABN 35 111 210 390

29 October 2007

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

*By ASX Online*

*No. of pages: 11*

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

Please find attached the Notice of Annual General Meeting and accompanying Proxy Form which are being mailed to Paladio Group Limited (ASX: PDO) Shareholders today together with the 2007 Annual Report.

Yours faithfully,  
PALADIO GROUP LIMITED



Len Tronccone  
**Company Secretary**

# Paladio

GROUP LIMITED

59 Belmont Avenue Belmont WA 6104  
PO Box 414 Belmont WA 6984

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Paladio Group Limited ABN 35 111 210 390

## **PALADIO GROUP LIMITED ACN 111 210 390**

### **NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM**

**For the Annual General Meeting to be held on  
Wednesday, 28 November 2007 at 10.30am (WST) at  
The Plaza Ballroom 3, Hyatt Regency Perth  
99 Adelaide Terrace, Perth  
Western Australia**

*This is an important document. Please read it carefully.*

*If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed  
and return it in accordance with the instructions set out on that form.*

*If you have any questions regarding the matters set out in this document, please contact the  
Company Secretary on (08) 9262 9999, your stockbroker or other professional adviser.*

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Proxy Form	Enclosed

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of the Shareholders of Paladio Group Limited will be held at:

**The Plaza Ballroom 3, Hyatt Regency Perth  
99 Adelaide Terrace  
Perth, Western Australia**

**Commencing at  
10.30am (WST)  
Wednesday, 28 November 2007**

### How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10.30am.

### Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- Send the proxy by facsimile to the Company on facsimile number (08) 9262 9998 (International: + 61 8 9262 9998) or to Computershare Investor Services Pty Ltd on facsimile number (08) 9323 2033 (International: + 61 8 9323 2033);
- Deliver the proxy to the registered office of the Company at 59 Belmont Avenue, Belmont, Western Australia 6104 or Computershare Investor Services Pty Ltd at Level 2, 45 St George's Terrace, Perth, Western Australia 6000; or
- Mail the proxy to the Company at PO Box 414, Belmont, Western Australia 6984 or Computershare Investor Services Pty Ltd at GPO Box D182, Perth, Western Australia 6840 (**in the reply paid envelope provided**),

so that it is received not later than 10.30am (WST) on Monday, 26 November 2007 (48 hours prior to commencement of the meeting).

**Your proxy form is enclosed.**

# PALADIO GROUP LIMITED

ACN 111 210 390

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the third Annual General Meeting of Shareholders of Paladio Group Limited will be held at the Plaza Ballroom 3, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia, at 10.30am on Wednesday, 28 November 2007.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders of the Company on Monday, 26 November 2007 at 5.00pm (WST).

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

### AGENDA

The Explanatory Statement that accompanies and forms part of the Notice of Meeting describes the matters to be considered as Ordinary Business.

#### ORDINARY BUSINESS

##### **2007 Financial Statements and Reports**

To receive the Financial Statements of the Company and its controlled entities for the financial year ended 30 June 2007, and the reports of the Directors and the Auditors therein.

##### ***Resolution 1 - Adoption of Remuneration Report***

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Shareholders hereby approve the adoption of the Remuneration Report as contained in the 2007 Annual Report for the Company for the year ended 30 June 2007."*

***Resolution 2 - Re-election of Robert Franco as a Director of the Company***

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Mr Robert Franco, who retires as a Director of the Company by rotation in accordance with clause 13.2 of the Constitution of the Company and who is eligible and has submitted himself for re-election, be re-elected as a Director of the Company."*

***Resolution 3 - Re-election of Denis Criddle as a Director of the Company***

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Mr Denis Criddle, who was appointed a Director of the Company since the previous Annual General Meeting retires as a Director of the Company in accordance with clause 13.4 of the Constitution of the Company and who is eligible and has submitted himself for re-election, be re-elected as a Director of the Company."*

**By Order of the Board**



**L Troncone  
Company Secretary  
Date: 25 October 2007**

# EXPLANATORY STATEMENT

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## GENERAL INFORMATION

This Explanatory Statement has been prepared for the Shareholders of the Company in connection with the Annual General Meeting of the Company to be held on Wednesday, 28 November 2007 at 10.30am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice of Meeting.

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact your stockbroker or other professional adviser.

## ORDINARY RESOLUTIONS

### 1 **Resolution 1: Adoption of the Remuneration Report**

For financial years beginning on or after 1 July 2004, at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

### 2 **Resolution 2: Re-election of Robert Franco as a Director of the Company**

Mr Robert Franco, BEng (Hons) and BCom, University of Western Australia, MBA, University of Western Australia Graduate School of Management.

#### *Executive Director*

Mr Franco has been an Executive Director of the Company on 7 December 2004 shortly after the Company's incorporation on 1 October 2004. Mr Franco worked as an engineering consultant for a major multi-discipline engineering firm until 2001 specialising in commercial developments. Mr Franco more recently held business development and financial roles with Fero Industries Pty Ltd, a rapidly expanding private company operating in the mining services industry.

Mr Franco retires by rotation and offers himself for re-election in accordance with clause 13.2 of the Constitution.

**3 Resolution 3: Re-election of Denis Criddle as a Director of the Company**

Mr Denis Criddle, CP Eng, MIE, FAICD

*Non-Executive Director*

Mr Criddle was appointed a Non-Executive Director of the Company on 31 August 2007. Mr Criddle was the founder of Decmil Australia, Paladio's newly acquired and major business divisions. Mr Criddle is a Civil Engineer and his experience consists of over 30 years working in the construction and maintenance area in Central Queensland and more particularly in the Northwest of Western Australia.

In addition, Mr. Criddle has been involved in rural investment and as a director of public unlisted companies in the wine and viticulture Industry in Victoria and Western Australia. He also had involvement in local government in the 1990's and was elected Shire President of the Roebourne Sire Council in Karratha during the development years of oil and gas expansion in the Karratha region.

Mr Criddle was appointed a Director since the date of the previous Annual General Meeting and therefore retires and offers himself for re-election in accordance with clause 13.4 of the Constitution.

## GLOSSARY

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**Annual General Meeting** or **Meeting** means the meeting convened by this Notice.

**Board** means the board of directors of the Company.

**Company** or **Paladio** means Paladio Group Limited (ACN 111 210 390).

**Constitution** or **Constitution of the Company** means the constitution of the Company as at the commencement of the Annual General Meeting.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current Directors of the Company.

**Explanatory Statement** means the explanatory statement to the Notice.

**Notice of Meeting** or **Notice** means the notice of annual general meeting accompanying this Explanatory Statement.

**Remuneration Report** means the Remuneration Report forming part of the Directors' Report contained in the Company's 2007 Annual Report.

**Resolution** means a resolution contained in the Notice.

# CORPORATE DIRECTORY

## Directors and Officers

Dennis O'Neill - **Non-Executive Chairman**  
Richard (Dick) Wright - **Managing Director**  
Robert Franco - **Executive Director**  
Peter Wallace - **Non-Executive Director**  
Denis Criddle - **Non-Executive Director**

Len Troncone - **Chief Financial Officer and Company Secretary**

## Registered Office and Principal Place of Business

59 Belmont Avenue  
Belmont  
Western Australia 6104  
PO Box 414, Belmont WA 6984

Telephone +61 8 9262 9999  
Facsimile +61 8 9262 9998  
Email [paladio@paladio.com.au](mailto:paladio@paladio.com.au)  
Website [www.paladio.com.au](http://www.paladio.com.au)

## Auditors

RSM Bird Cameron  
Level 7, 28 The Esplanade  
Perth  
Western Australia 6000

## Share Registry

Computershare Investor Services Pty Ltd  
Level 2, 45 St George's Terrace  
Perth  
Western Australia 6000

Telephone +61 8 1300 557 010  
Facsimile +61 8 9323 2033  
Website [www.computershare.com](http://www.computershare.com)

## Bankers

National Australia Bank Limited  
50 St George's Terrace  
Perth  
Western Australia 6000

## Solicitors

Steinepreis Paganin  
Level 4, Next Building  
16 Milligan Street  
Perth  
Western Australia 6000

# Paladio Group Limited

ABN 35 111 210 390

# Proxy Form

### All correspondence to:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 557 010  
(outside Australia) 61 3 9415 4000  
Facsimile 61 8 9323 2033  
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001 000 PDO  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890

I ND

## Appointment of Proxy

I/We being a member/s of Paladio Group Limited and entitled to attend and vote hereby appoint



the Chairman  
of the Meeting  
(mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 Annual General Meeting of Paladio Group Limited to be held at the Plaza Ballroom 3, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia on Wednesday, 28 November 2007 at 10:30AM (WST) and at any adjournment of that meeting.

## Voting directions to your proxy - please mark



to indicate your directions

- Item 1 Adoption of the Remuneration Report
- Item 2 Re-election of Robert Franco as a Director of the Company
- Item 3 Re-election of Denis Criddle as a Director of the Company

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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.

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

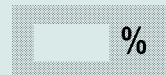
## Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR

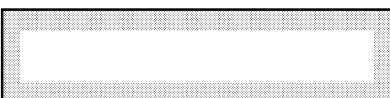


State the percentage of your voting rights or the number of securities for this Proxy Form.

## PLEASE SIGN HERE

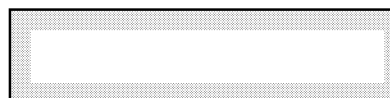
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



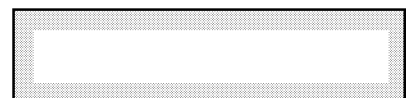
Individual/Sole Director and  
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

PDO

1 PR



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's Share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's Share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Share registry or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10:30AM (WST) on Wednesday, 28 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged using the reply paid envelope or:

- IN PERSON Registered Office - 59 Belmont Avenue Belmont WA 6104  
Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia
- BY MAIL Registered Office - 59 Belmont Avenue Belmont WA 6104  
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX 61 8 9323 2033