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

Paladio Group Limited ABN 35 111 210 390

28 October 2008

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

*By ASX Online*

*No. of pages: 18*

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

Attached are 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 2008 Annual Report.

Yours faithfully,  
PALADIO GROUP LIMITED



Michael J Buckmaster  
**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 ABN 35 111 210 390

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

**For the Annual General Meeting to be held on  
Wednesday, 26 November 2008 at 10:00 am (WDST) at  
The Freshwater Bay Room, 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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## 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 Freshwater Bay Room, Hyatt Regency Perth  
99 Adelaide Terrace  
Perth, Western Australia**

**Commencing at  
10:00 am (WDST)  
on Wednesday, 26 November 2008**

### 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 10:00 am (WDST).

### 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 10:00 am (WDST) on Monday, 24 November 2008 (48 hours prior to commencement of the meeting).

**Your proxy form is enclosed.**

# PALADIO GROUP LIMITED

ABN 35 111 210 390

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the fourth Annual General Meeting of Shareholders of Paladio Group Limited will be held at The Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia, at 10:00 am (WDST) on Wednesday, 26 November 2008.

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 at 10:00 am (WDST) on Monday, 24 November 2008.

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

##### **2008 Financial Statements and Reports**

To receive the Financial Statements of the Company and its controlled entities for the financial year ended 30 June 2008, 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, Shareholders hereby approve the adoption of the Remuneration Report as contained in the 2008 Annual Report for the Company for the year ended 30 June 2008."*

##### ***Resolution 2 - Re-election of Peter Wallace 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 Peter Wallace, 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 Dennis O'Neill 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 Dennis O'Neill, 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 4 - Ratification of Issue of Options - Employees***

To ratify the following issue of CEO Options and Employee Options, and to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 2,000,000 CEO Options and 200,000 Employee Options on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the 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.

### ***Resolution 5 - Ratification of Issue of Shares - Acquisition of Eastman Fort Victorian Business***

To ratify the following issue of Shares and to pass the following resolution, as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 3,771,081 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the 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.

***Resolution 6 - Ratification of Issue of Shares - Acquisition of Matrix Engineers***

To ratify the following issue of Shares and to pass the following resolution, as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 640,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the 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.

**By Order of the Board**

**Michael Buckmaster**  
**Company Secretary**  
**Date: 22 October 2008**

# 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 at 10:00 am (WDST) on 26 November 2008 at The Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia.

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. Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2008 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

### 2. Resolution 1: Adoption of the Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2008.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

### 3. Resolution 2: Re-election of Peter Wallace as a Director of the Company

Mr Peter Wallace, SF FIN, AFAIM, FAICD

#### *Non-Executive Director*

Appointed as a non-executive director on 25 October 2005. Mr Wallace's experience consists of some 40 years in the banking and finance industry. He was the former head of corporate at Bell Potter Securities Ltd where he directed capital raisings and provided corporate advisory services to both private and public companies.

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has five Directors and accordingly Peter Wallace must retire.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

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

#### **4. Resolution 3: Re-election of Dennis O'Neill as a Director of the Company**

Mr Dennis O'Neill, BSC. (Mech. Eng) (Hons)

##### *Non-Executive Chairman*

Appointed as a director on 29 September 2006 and non-executive chairman on 23 November 2006. Mr O'Neill is a well known and respective executive who has held numerous senior positions with private and public companies in Australia and overseas, most notably as Managing Director of United Group Limited and Evans Deakin Industries Limited, and Senior General Manager of a major division of the ANI Group, all delivering growth and earnings. Mr O'Neill has also held Chairman Advisory roles for a number of private companies as well as advisory roles for federal and state government bodies and trade delegations. He was a member of the Australian Contractors' Council, a former Business Queensland Chief Executive of the Year and State President of the previous Metal Trades Industry Association (now part of the Australian Industry Group).

A summary of clause 13.2 of the Constitution is set out in Section 3 above.

The Company currently has five Directors and accordingly Dennis O'Neill must retire.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Dennis O'Neill retires by rotation and offers himself for re-election in accordance with clause 13.2 of the Constitution.

#### **5. Resolution 4: Ratification of Issue of Options - Employees**

##### **5.1 General**

On 12 December 2007, the Company issued 2,000,000 CEO Options to Mr Victor Kuss as a sign on options package as Chief Executive Officer.

On 12 December 2007, the Company also issued 250,000 Employee Options as consideration for sign-on contracts of employment. On 12 August 2008, the Company cancelled 50,000 of these Employee Options. Therefore, the Company seeks to ratify 200,000 Employee Options as consideration for sign-on contracts for employment.

Mr Victor Kuss and the subscribers for the Employee Options are not related parties of the Company.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those CEO Options (**Option Ratification**) and Employee Options (**Employee Option Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## **5.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Option Ratification and the Employee Option Ratification:

- (a) 2,000,000 CEO Options and 200,000 Employee Options were allotted;
- (b) the CEO Options and the Employee Options were issued for nil consideration;
- (c) the CEO Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Employee Options were issued on the terms and conditions set out in Schedule 2;
- (e) the CEO Options were allotted and issued to Mr Victor Kuss and the Employee Options were allotted and issued to four employees (50,000 each, namely David Leyshon, Ian McMiles, Anthony Law, and David Lester); and
- (f) no funds were raised from these issues as the CEO Options were issued in consideration for Victor Kuss signing on as the Company's Chief Executive Officer and the Employee Options were issued in consideration for sign-on contracts of employment.

## 6. Resolution 5 - Ratification of Issue of Shares - Acquisition of Eastman Fort Victoria Business

### 6.1 General

As announced to ASX on 11 February 2008, the Company issued 1,250,000 Shares to Eastman Fort Pty Ltd (**Eastman Fort**) at an issue price of 60 cents per Share (**Tranche 1 Shares**) in relation to the first tranche of the deferred consideration for the acquisition of Eastman Fort, a leading supplier of drafting and shop detailing services (**Acquisition**).

As announced to ASX on 28 February 2008, further to the announcement made on 11 February 2008, the Company issued 1,409,970 Shares to Eastman Fort at an issue price of 60 cents per Share (**Tranche 2 Shares**) in relation to the interim portion of the equity component of the deferred consideration payable for the acquisition of Eastman Fort.

As announced to ASX on 12 August 2008, further to the announcements made on 11 February 2008 and 28 February 2008, the Company issued 1,111,111 Shares to Eastman Fort at an issue price of 22.5 cents per Share (**Tranche 3 Shares**) in relation to the final portion of the equity component of the deferred consideration payable for the acquisition of Eastman Fort.

Eastman Fort is not a related party of the Company.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Shares, Tranche 2 Shares and Tranche 3 Shares (**Share Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 6.2 Technical Information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 3,771,081 Shares were allotted;
- (b) the issue price for the Tranche 1 Shares and Tranche 2 Shares was \$0.60 per Share. The issue price for the Tranche 3 Shares was \$0.225 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Eastman Fort; and
- (e) the funds raised from this issue were used as consideration for the Acquisition.

## 7.

## **Resolution 6 - Ratification of Issue of Shares - Acquisition of Matrix Engineers**

### **7.1 General**

On 2 November 2007, the Company issued 640,000 Shares as consideration for the acquisition of Matrix Engineers Pty Ltd (**Matrix Engineers**), a Perth based engineering design and drafting services provider specialising in civil and structural engineering both in Australia and overseas (**Acquisition**).

Matrix Engineers is not a related party of the Company.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Matrix Engineers Share Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **7.2 Technical Information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Matrix Engineers Share Ratification:

- (a) 640,000 Shares were allotted;
- (b) the deemed issue price was \$0.75 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Matrix Engineers; and
- (e) the funds raised from this issue were used as consideration for the Acquisition.

## GLOSSARY

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**\$** means Australian dollars.

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

**ASX** means ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

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

**CEO Option** means an option to acquire a Share with the terms and conditions set out in Schedule 1.

**Company** or **Paladio** means Paladio Group Limited (ABN 35 111 210 390).

**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.

**Employee Option** means an option to acquire a Share with the terms and conditions set out in Schedule 2.

**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.

**Option** means an option to acquire a Share in the Company.

**Optionholder** means a holder of an CEO Option or Employee Option as the context requires.

**Remuneration Report** means the Remuneration Report forming part of the Directors' Report contained in the Company's 2008 Annual Report.

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

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means the shareholder in the Company.

**Tranche 1 Shares** has the meaning given in Section 6.1 of the Explanatory Statement.

**Tranche 2 Shares** has the meaning given in Section 6.1 of the Explanatory Statement.

**Tranche 3 Shares** has the meaning given in Section 6.1 of the Explanatory Statement.

**WDST** means Western Daylight Saving Time as observed in Perth, Western Australia.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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**SCHEDULE 1 - TERMS AND CONDITIONS OF CEO OPTIONS**

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The CEO Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each CEO Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each CEO Option, the Optionholder must exercise the CEO Options in accordance with the terms and conditions of the CEO Options.
- (b) The CEO Options have vesting conditions, expiry and exercise prices as follows:

Holder	Vesting Condition	Exercise Price	Expiry	Number
Victor Kuss	One year from date of issue and continuous employment with the Company	60 cents	5:00pm (WST) on date which is 1 year from date of issue of the CEO Options*	500,000
Victor Kuss	Two year from date of issue and continuous employment with the Company	75 cents	5:00pm (WST) on date which is 2 year from date of issue of the CEO Options*	500,000
Victor Kuss	Three year from date of issue and continuous employment with the Company	90 cents	5:00pm (WST) on date which is 3 year from date of issue of the CEO Options*	1,000,000

\*Note: Any CEO Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

- (c) The amount payable upon exercise of each CEO Option will be as set out in the above table (**Exercise Price**).
- (d) The CEO Options held by each CEO Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 CEO Options are held, all CEO Options must be exercised together.

- (e) An CEO Option Holder may exercise their CEO Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of CEO Options specifying the number of CEO Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of CEO Options being exercised;

**(Exercise Notice).**

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of CEO Options specified in the Exercise Notice.
- (h) The CEO Options are not transferable.
- (i) All Shares allotted upon the exercise of CEO Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the CEO Options on ASX.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an CEO Option Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the CEO Options and CEO Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the CEO Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give CEO Option Holders the opportunity to exercise their CEO Options prior to the date for determining entitlements to participate in any such issue.
- (m) A CEO Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the CEO Option can be exercised.

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## SCHEDULE 2 -TERMS AND CONDITIONS OF EMPLOYEE OPTIONS

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The Employee Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Employee Option gives the Employee Option Holder the right to subscribe for one Share. To obtain the right given by each Employee Option, the Employee Option Holder must exercise the Employee Options in accordance with the terms and conditions of the Employee Options.
- (b) The Employee Options will expire at 5:00 pm (WST) on 1 January 2012 (**Expiry Date**). Any Employee Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Employee Option will be \$0.90 (**Exercise Price**).
- (d) The Employee Options held by each Employee Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Employee Options are held, all Employee Options must be exercised together.
- (e) An Employee Option Holder may exercise their Employee Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Employee Options specifying the number of Employee Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Employee Options being exercised;

**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Employee Options specified in the Exercise Notice.
- (h) The Employee Options are not transferable.
- (i) All Shares allotted upon the exercise of Employee Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Employee Options on ASX.

- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Employee Option Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Employee Options and Employee Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Employee Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Employee Option Holders the opportunity to exercise their Employee Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Employee Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Employee Option can be exercised.

# 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) Monday 24 November 2008

### 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 the annual report:

[www.paladio.com.au/ic\\_reports.asp](http://www.paladio.com.au/ic_reports.asp)

Access the annual report

Update your securityholding, 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 Annual General Meeting of Paladio Group Limited to be held at The Freshwater Bay Room, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia on Wednesday, 26 November 2008 at 10.00am (WST) and at any adjournment of that meeting.

**Important for Resolutions 4 to 6:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Resolutions 4 to 6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 4 to 6 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 4 to 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of the Resolutions and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Peter Wallace as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Dennis O'Neill as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of Options - Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Issue of Shares - Acquisition of Eastman Fort Victorian Business	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Issue of Shares - Acquisition of Matrix Engineers	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_