

# Notice of Annual General Meeting

## Ausgroup Limited

(Incorporated In The Republic Of Singapore)  
Company Registration No. 200413014R

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of AusGroup Limited (the "Company") will be held at 36 Tuas Road, Singapore 638505 on Thursday, 29 October 2015 at 9.30 a.m. for the following purposes:-

### Ordinary Business

- 1 To receive and adopt the audited financial statements for the year ended 30 June 2015 and the reports of the directors and auditors thereon.
- 2(a) To re-elect Mr Gerard Patrick Hutchinson, a director who will cease to hold office pursuant to Article 97 of the Company's Articles of Association and who, being eligible, will offer himself for re-election.  
  
Note: Key information on Mr Gerard Patrick Hutchinson is set out on page 14 of the annual report.
- 2(b) To re-elect Mr Chew Heng Ching, a director who will cease to hold office pursuant to Article 97 of the Company's Articles of Association and who, being eligible, will offer himself for re-election.  
  
Note: Mr Chew Heng Ching, if re-elected as a director, will remain a member of the audit committee and a member and the chairman of the nominating committee. Mr Chew is a lead independent non-executive director. Key information on Mr Chew is set out on page 15 of the annual report.
- 2(c) To re-elect Ms Ooi Chee Kar, a director who will retire by rotation pursuant to Article 91 of the Company's Articles of Association and who, being eligible, will offer herself for re-election.  
  
Note: Ms Ooi Chee Kar, if re-elected as a director, will remain a member and the chairman of the audit committee. Ms Ooi is an independent non-executive director. Key information on Ms Ooi is set out on page 16 of the annual report.
- 2(d) To note the retirement of Mr Damien Marian O'Reilly, a director who is retiring by rotation pursuant to Article 91 of the Company's Articles of Association and not offering himself for re-election.  
  
Note: Upon the retirement of Mr Damien Marian O'Reilly who is an independent non-executive director, he will cease to be a member of the remuneration and human capital committee and a member and the chairman of the health, safety and sustainability committee.
- 2(e) To note the retirement of Mr Barry Alfred Carson, a director who is not offering himself for re-appointment pursuant to Section 153 of the Companies Act, Cap. 50.  
  
Note: Upon the retirement of Mr Barry Alfred Carson who is a non-independent non-executive director, he will cease to be a member and the chairman of the remuneration and human capital committee and a member of the nominating committee.
- 3 To approve directors' fees of up to S\$550,000 for the year ending 30 June 2016. (2015: up to S\$830,000)
- 4 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors to fix their remuneration.

## *Notice of Annual General Meeting continued*

### **Special Business**

To consider and, if thought fit, to pass with or without any modifications, the following resolutions as ordinary resolutions:-

5. "That pursuant to Section 161 of the Companies Act, Cap. 50 and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the directors to:-
- (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit; and
  - (b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while this resolution was in force,

provided that:-

- (A) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares in the capital of the Company) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 20% of the total number of issued Shares (excluding treasury shares in the capital of the Company) (as calculated in accordance with sub-paragraph (B) below);
  - (B) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (A) above, the total number of issued Shares (excluding treasury shares in the capital of the Company) shall be based on the total number of issued Shares (excluding treasury shares in the capital of the Company) at the time of the passing of this resolution, after adjusting for:-
    - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and
    - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
  - (C) in exercising the authority conferred by this resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
  - (D) (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."
- 6 "That:-
- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in Annexure A of the Company's letter to shareholders dated 12 October 2015 (the "Letter"), with any party who is of the classes of Interested Persons described in Annexure A of the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions described in Annexure A of the Letter;

## *Notice of Annual General Meeting continued*

- (b) the approval given in sub-paragraph (a) above (the "Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; and
  - (c) the directors of the Company be and are hereby authorised, jointly or severally, to take such steps and exercise such discretion as the directors of the Company may in their absolute discretion deem fit, advisable or necessary or in the interest of the Company to give effect to the Mandate and/or this resolution."
7. To transact any other business as can be transacted at an annual general meeting of the Company.

By Order of the Board



Grace C P Chan and Corine B E Lim  
Company Secretaries

Singapore  
12 October 2015

### **Notes**

A member entitled to attend and vote at the annual general meeting may appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 36 Tuas Road, Singapore 638505 not less than 48 hours before the time appointed for the meeting.

### **Additional Information For Item 3 Above**

Item 3 above will facilitate payment of directors' fees on a quarterly basis for the current year. The amount of up to S\$550,000 is calculated based on the number of expected board meetings including attendance/allowance fees for the year ending 30 June 2016 and the positions held by the non-executive directors in the various board committees, and assuming that all non-executive directors will hold office for the full year. In the event the amount of directors' fees proposed is insufficient (e.g. due to more meetings or enlarged board size), approval will be sought at next year's annual general meeting for additional fees to meet the shortfall.

### ***Statement Pursuant To Article 54 Of The Company's Articles Of Association***

The ordinary resolution proposed in item 5 above, if passed, will authorise the directors to issue Shares and make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the total number of issued Shares (excluding treasury shares in the capital of the Company), with a sub-limit of 20% for issues other than on a pro rata basis to shareholders. For securities or share options or vesting of share awards which are outstanding or subsisting the purpose of determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares in the capital of the Company) shall be based on the total number of issued Shares (excluding treasury shares in the capital of the Company) at the time that the

resolution is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible at the time the resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

The ordinary resolution proposed in item 6 above, if passed, will renew the Mandate first approved by shareholders on 29 October 2014 and empower the Company, its subsidiaries and associated companies, to enter into the Interested Persons Transactions as described in Annexure A of the Letter. The authority under the renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting is required by law to be held, whichever is the earlier.

## **Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.