



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

OUTCOME OF THE ANNUAL GENERAL MEETING HELD ON 29 OCTOBER 2015

AusGroup Limited (the "**Company**") would like to announce the following:-

- (1) Pursuant to Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited, at the annual general meeting ("**AGM**") of the Company held at 9.30 a.m. on 29 October 2015, all resolutions relating to the matters as set out in the notice of AGM dated 12 October 2015 were put to the meeting and all resolutions were duly passed on a poll vote by the shareholders.
- (2) The results of the poll on each of the resolutions are as attached.
- (3) T S Tay Public Accounting Corporation was appointed as scrutineer for the purposes of the poll.
- (4) Mr Chew Heng Ching who was re-elected as a director of the Company at the AGM 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.
- (5) Ms Ooi Chee Kar who was re-elected as a director of the Company at the AGM will remain a member and the chairman of the audit committee. Ms Ooi is an independent non-executive director.

Retirement Of Mr Damien Marian O'Reilly And Mr Barry Alfred Carson

Mr Damien Marian O'Reilly, an independent non-executive director due for retirement by rotation pursuant to Article 91 of the Company's Articles of Association at the AGM, did not offer himself for re-election. Accordingly, Mr O'Reilly retired as a director of the Company at the conclusion of the AGM. Mr O'Reilly also ceased to be a member of the remuneration and human capital committee and a member and the chairman of the health, safety and sustainability committee.

Mr Barry Alfred Carson, a non-independent non-executive director due for re-appointment pursuant to Section 153 of the Companies Act, Cap. 50, did not offer himself for re-appointment. Accordingly, Mr Carson retired as a director of the Company at the conclusion of the AGM. Mr Carson also ceased to be a member and the chairman of the remuneration and human capital committee and a member of the nominating committee.

The board of directors would like to thank Mr O'Reilly and Mr Carson for their dedication, invaluable contributions and services during their tenure in office.

The details on the cessation of Mr O'Reilly and Mr Carson as directors required under Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited will be furnished in separate announcements.

Following the retirement of Mr O'Reilly and Mr Carson, the board will be making changes to the composition of the various board committees and the changes will be announced in due course.

Gerard Patrick Hutchinson
Managing director

29 October 2015



TS TAY Public Accounting Corporation
 鄭展松會計有限公司

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AUSGROUP LIMITED
 Company Registration No. 200413014R

Annual General Meeting
 Held on 29 October 2015

SCRUTINEERS' CERTIFICATE

To: The Chairman
 AusGroup Limited

Dear Sirs,

As Scrutineers appointed for the purpose of the poll taken at the Annual General Meeting of the Company, we certify that the results of the poll in respect of:-

SUMMARY RESULTS OF POLL

Resolutions	Total number of shares represented by votes for and against	FOR		AGAINST	
		Number of Shares	%	Number of Shares	%
1	249,477,628	249,477,628	100.00	-	0.00
2 (a)	249,477,628	248,989,892	99.80	487,736	0.20
2 (b)	249,477,628	248,959,892	99.79	517,736	0.21
2 (c)	249,477,628	233,266,655	93.50	16,210,973	6.50
3	249,477,628	249,447,628	99.99	30,000	0.01
4	249,477,628	249,057,292	99.83	420,336	0.17
5	249,477,628	233,336,391	93.53	16,141,237	6.47
6*	117,422,087	117,392,087	99.97	30,000	0.03

*Ezion Holdings Limited and its associates have abstained from voting their 132,055,541 shares in respect of resolution 6 by virtue of their interests in the interested person transactions mandate.

Yours faithfully,

Signed
 Scrutineer Firm: T S Tay Public Accounting Corporation