

14 November 2012

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

By ASX Online

CHAIRMAN'S ADDRESS & MD PRESENTATION

Attached are the Chairman's Address and a presentation from the Managing Director to be delivered at Decmil Group Limited's (ASX:DCG) annual general meeting scheduled to commence at 10.00am WST this morning.

Yours faithfully



Justine Campbell
Company Secretary

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ASX DCG
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DECMIL GROUP LIMITED
2012 ANNUAL GENERAL MEETING
14 November 2012

Chairman's Address
Giles Everist

Good morning ladies and gentlemen.

My name is Giles Everist and I am Chairman of the Board of Directors of Decmil Group Limited. On behalf of the Board, I am very pleased to welcome you to the Company's 2012 Annual General Meeting.

As it is now 10.00am and a quorum is present, I now declare this meeting open. I propose to take the Notice of Meeting as read.

At the outset I would like introduce my fellow Directors:

Denis Criddle, Non-Executive Director

Denis was the founder of Decmil Australia, Decmil Group Limited's major business division. He was appointed to the Board as a Non-Executive Director in August 2007 and served as our Chairman from September 2009 to December 2011. Denis is a civil engineer with more than 30 years' experience in construction and maintenance services for the oil and gas and resources sectors in central Queensland and north-west Western Australia.

Bill Healy, Non-Executive Director

Bill has been on our board since April 2009. He has extensive experience as a company director, particularly in the financial services sector. Bill was also the founding director and Chairman of BOOM Logistics Ltd and was involved in the development of that company's business model, early acquisitions and preparation for listing in 2003.

Lee Verios, Non-Executive Director

Lee has more than 40 years' experience as a commercial and property lawyer. Until he retired in July 2010, he was a partner in the international law firm of Norton Rose where he headed its Commercial Property division in Perth. Lee is also an experienced company director, currently serving as a non-executive director of Finbar Ltd and the Wyllie Group Pty Ltd. He joined our board in April 2010.

Scott Criddle, Managing Director and Chief Executive Officer.

Scott was appointed Chief Executive Officer in July 2009, and Managing Director of Decmil Group Limited in April 2010. Prior to that time Scott was the Managing Director of Decmil Australia, where he was responsible for the long-term growth and strategic direction of the company, playing a key role in building relationships with stakeholders and clients. Scott joined Decmil Australia in 1993 as a construction labourer and over the subsequent years he held a variety of roles including Construction Manager, Estimator, Business Development Manager and Area Manager.

Before moving on I would like to pay tribute to Denis, who retired as our Chairman last December. On behalf of my fellow Directors I would like to thank Denis for his service as Chairman. He oversaw the Group during a period of significant growth and cemented its position as a leader in its sector, and of course now continues to serve the Company as a Non-Executive Director.

We also have several of our key executives with us today, including Justine Campbell who is our Chief Financial Officer and Company Secretary; and Ray Sputore, the Managing Director of Decmil Australia;

I would also like to welcome representatives of our auditors RSM Bird Cameron, and our legal advisers Steinepreis Paganin.

Today we have six resolutions to consider. But before we launch into that part of the meeting, I am going to give a brief overview of the Company's financial performance and key activities over the past year, and will then hand over to our Managing Director Scott Criddle to deliver his address on the business highlights, operations, strategy and the outlook for the Group.

After Scott's presentation, there will be an opportunity for shareholders to ask questions.

After the formal proceedings have concluded, I invite you to stay on for light refreshments and an opportunity to further discuss the Company with the Board and the executive team.

Financial Performance

I am pleased to report that Decmil Group Limited has had another outstanding year. The Group's revenue was up 41% to \$555.6 million, while net profit increased by 66% to \$39.1 million.

This is a record result for the Company, and reflects the sustained growth that has been the hallmark of Decmil's success to date. We have grown through building on our relationships with existing clients including many of Australia's leading resources and energy companies; by building inroads into new markets; and by diversifying our revenue streams.

Earnings per share for 2011/12 were 26.5 cents, which is 40% up on the previous year, continuing a strong trend we've seen over several years now.

The Group's wholly owned subsidiary, Decmil Australia, has continued to secure substantial contracts and contract extensions with leading clients such as BHP Billiton, Rio Tinto and Fortescue Metals Group.

2011 / 12 will also be remembered as the year we moved to diversify our earnings through the Build – Own – Operate model, with the Company successfully raising \$85 million of equity in the latter part of 2011 to fund our acquisition of a 50% interest in the Calliope Accommodation Village in Gladstone, Queensland. The development and management of the village will provide a long term revenue stream for the Company, the impact of which we will see in the current year and beyond. The strong returns expected from this investment prompted the Company to acquire the remaining 50% of the Village in August 2012.

Decmil Group's balance sheet remains strong. The Group's net assets increased by \$111 million to \$225 million during the past year. Cash on hand as at 30 June 2012 grew 120% to \$141.4 million, and we do of course maintain a low gearing structure, as well as banking facilities that will enable the Company to take advantage of opportunities as they arise.

We have also significantly increased bonding facilities with \$165 million in bonds available to support the Company's future growth strategy.

ASX200

The past year saw Decmil achieve a milestone through its admission to the S&P / ASX 200 index, reflecting both the Company's growing market capitalisation and an accompanying growth in market interest in the Decmil story. This achievement is all the more noteworthy when we consider the Company joined the S&P/ASX 300 in just September 2011.

The Company's market capitalisation is now approximately \$440 million.

Dividends

I am sure most shareholders will be very cognisant of the fact that this was our first year of paying both interim and final dividends. In September 2012 we paid a final dividend of 7.5 cents per share, bringing total fully franked dividends to 10 cents per share paid from profits generated during 2011/12.

This full year dividend represents a 43% payout ratio which is in line with our dividend policy. While we will of course continue to review this policy on an ongoing basis to ensure it takes into account factors such as current trading conditions, the business's cash requirements and investment opportunities, it is certainly the Board's objective to keep paying dividends from this point forward as and when possible.

Outlook

There is no doubt that Decmil has benefited in no small measure from the growth of the Australian resources and oil & gas sectors over recent years. Our core capabilities – the delivery of large-scale infrastructure projects and accommodation villages – have been very much in demand.

As we look ahead, the Board believes the outlook for the Company remains healthy.

We are taking steps to strengthen the business through diversification:

- By expanding our geographical reach, particularly into Queensland where we see opportunities to support that State's buoyant resources industry;
- By continuing to increase our exposure to the oil and gas sector which we believe will increasingly contribute to future revenues; and
- By developing recurring revenue streams through the build-own-operate model.

Our strategy is very clear as we work toward our aim of being Australia's leading diversified construction company, delivering sustainable growth through our continued focus on relationships with all our key stakeholders.

Closing

Your company is in great shape, with a strong balance sheet, excellent long-term relationships with key clients, and very importantly a great team of people.

On this point, before I hand over to Scott I would like – on behalf of the Board – to thank Scott and his management colleagues and indeed the entire Decmil team for their hard work over the past year.

It is certainly not by chance that the business is continuing to grow the way it has, to gain the ongoing support of major clients and deliver the results that we have seen over the past 12 months. All of this comes about as a direct result of the efforts of the people who work within the business, and they deserve credit for what has been achieved.

I will now ask Scott to take us through an overview of the operational and business highlights of 2011 / 12, and some more information on our strategy and outlook.

Managing Director's Address

Scott Criddle

Thank you Giles, and good morning ladies and gentlemen.

It is my pleasure to update you on the achievements of Decmil Group Limited during the 2011/12 financial year.

At the outset I can state quite categorically that this has been our Company's best ever year.

I don't make that statement lightly. Instead, I base this assessment on a number of factors.

Certainly the numbers tell a good part of the story – record revenue of \$555.6 million; and record net profit of \$39.1 million.

But there are less tangible factors that have also come together to make it such a stand-out year for the Company.

We have continued to grow our relationships with the leading companies in the Australian resources industry, and this to me is one of the most satisfying aspects of our business – seeing how we can assist our clients with their major projects, and ultimately grow Decmil Group at the same time as our valued clients grow their businesses.

We have worked hard to capitalise on our exposure to the oil & gas sector, which is a major strategic focus for the Company as we look to build on our strong results in the current financial year and beyond. With many of the nation's largest LNG projects coming on stream from 2014, our exposure to that sector will be a significant contributor to our future revenues.

We have made real progress on our strategy of expanding the Decmil brand from our Western Australian roots into a true national business. We now have extensive operations in Queensland, including the major accommodation village we are developing and managing near Gladstone which in future years will deliver a substantial recurring revenue stream to Decmil.

We have also grown the Decmil team, and very importantly we have done all of this safely, enhancing our reputation for safety.

Winning work

Over the past year we have been awarded new contracts and contract extensions valued at approximately \$550 million.

A summary of these reads like a “who's who” of the Australian resources industry.

Major wins included:

- A \$117 million contract for the design, procurement and construction of a 1,056 person fly camp for the Wheatstone LNG Project;

- The construction of the Buffel Park Village for BHP Billiton Mitsubishi Alliance(\$90 million);
- The construction of a 714 person camp, Rail Camp 25A, for Fortescue Metals Group (\$68 million);
- The construction of a new rail car workshop at Rowley Yard, which is FMG's service hub for its rail operations, along with related construction (\$51 million).
- A \$30 million mine services infrastructure contract for Rio Tinto's Marandoo Mine, which involves the construction of heavy mobile equipment infrastructure and associated facilities; and

I would also like to provide you with a quick overview of some of our current major projects [refer slides]

Diversification strategy

As Giles pointed out, one of the strengths of our business model is diversification. In August 2012, we made the decision to move to 100% ownership of the Calliope Accommodation Village in Gladstone, Queensland.

The village is a very exciting project. It is located in a region where there is very strong demand for accommodation as a result of the development of several major projects. When it is completed by mid-2013 it will have 2,265 rooms and it will contribute significantly to our future revenue on a long-term recurring basis.

Beyond this, we are looking to pursue additional construction opportunities in Queensland, along with further expansion into infrastructure including roads, water and power projects.

We are also seeking ways to further capitalise on our track record in project delivery, and by doing so build additional recurring revenue streams; and we are pursuing opportunities that we have identified in the industrial services sector, providing innovations in maintenance programs and operating efficiencies.

People and Safety

Over the past year we have continued to increase staff numbers in order to meet the growing demand for our services. As a result, we now employ in excess of 1,200 people.

Earlier this year we moved into our new headquarters, a state of the art building which not only reflects the growth of the business to date, but will allow for future expansion. It also provides increased visibility as we seek to build on our already strong brand – something that cannot be underestimated, particularly in terms of attracting people to work for the Company at a time when we are continuing to operate in a highly competitive labour market.

Of course, nothing that I have touched on to date would count for very much if we weren't embracing our core value of ***Safety and Health is what matters most.***

Therefore I am very pleased to report to shareholders that no serious injuries to any of our people were reported over the past year.

In fact we recorded yet another substantial improvement in our Total Recordable Incident Frequency Rate (TRIFR). The rate for 2011/12 was 3.47, which was well down from 5.29 reported in the previous year.

Shareholders will have heard me speak previously of our SHIELD program – which stands for Safety and Health In Every Level at Decmil. In April of this year the program received national recognition, in the form of a “Highly Commended” award at the Safe Work Australia Awards.

It is also pleasing to report that no significant environmental incidents were reported during the year.

Our values

As a business we are guided by a set of core values:

- Safety
- People
- Leadership
- Teamwork
- Client relationships, and
- Community

These values are relevant to every member of the Decmil team, and we take a lot of time to impress upon our people the importance of ‘living and breathing’ these six points. They are what have informed our success to this point; and we believe they will in no small part contribute to our ongoing success as a Company.

Stable management team

We have had very little in the way of changes within the management team over the past year.

The only significant change has been the appointment of our former General Counsel and Company Secretary Mr Brad Kelman to the position of Managing Director of Decmil Investments, a new division which we have established in recent months as part of the Group’s diversification strategy.

Decmil Investments’ key asset is HomeGround Gladstone Accommodation Village in Queensland. It’s very much a case of “watch this space” as we seek to build this subsidiary and seek additional build own operate opportunities.

Following Brad’s move, our Chief Financial Officer, Ms Justine Campbell, has added the role of Company Secretary to her CFO duties.

At this point I would like to make mention of the vital role that Ray Sputore has played since he joined the Company as Managing Director of Decmil Australia 18 months ago. Ray has a background as a civil engineer with some 37 years' experience in the construction industry. He has been instrumental over the past 18 months in driving Decmil Australia forward by bringing a strong team of talented people together, cementing our relationships with key stakeholders and contributing in no small measure to the continued strong growth of the Group.

Outlook

Before I conclude I would like to make some remarks about the outlook for the Company.

While there is no doubt there are some indications of a slow-down in the sector, it's not all doom and gloom. In fact we are still experiencing demand particularly from our key Tier 1 resources clients as they progress with their major projects.

Recent commentary around potential delays to some projects has no impact on those major projects, particularly in the LNG sector, that already have approvals in place, and these will continue to drive demand for the next few years.

We are continuing to experience high levels of resources and energy projects underway, providing a strong construction pipeline for the new financial year and beyond.

We commenced the 2013 Financial Year with a record order book of \$400 million with tendering activity remaining positive in our core markets and continuing to provide construction revenue opportunities for future years. Current indications are that we will have a stronger first half to FY13 with the second half influenced by project timing with historical margins achievable.

Decmil Group's core capabilities of delivering large scale infrastructure projects and accommodation villages for Australia's major mining and oil & gas companies, combined with our diversification strategies, position us to achieve continued, sustainable growth.

I would therefore conclude by saying that we remain optimistic of achieving continued growth, and I look forward to providing you with updates as we meet key milestones in the months ahead.



DGL
Decmil Group Limited

2012

ANNUAL GENERAL MEETING

BOARD OF DIRECTORS



Giles Everist
Non-Executive Chairman



Denis Criddle
Non-Executive Director



Bill Healy
Non-Executive
Director



Lee Verios
Non-Executive Director



Scott Criddle
Managing Director &
CEO



2012

FINANCIAL PERFORMANCE

FINANCIAL HIGHLIGHTS

		FY 12	FY 11	Change
Revenue	\$m	555.6	394.2	+41%
EBITDA ¹	\$m	55.7	35.4	+57%
NPAT	\$m	39.1	23.5	+66%
NPAT Margin	%	7.0%	6.0%	+17%
Operating Cash Flow	\$m	80.0	28.9	+177%
EPS (Basic)	cps	26.5	18.9	+40%
Full year dividend	cps	10	6	+67%

1. EBITDA reconciliation located on slide 31

STRONG CASH POSITION

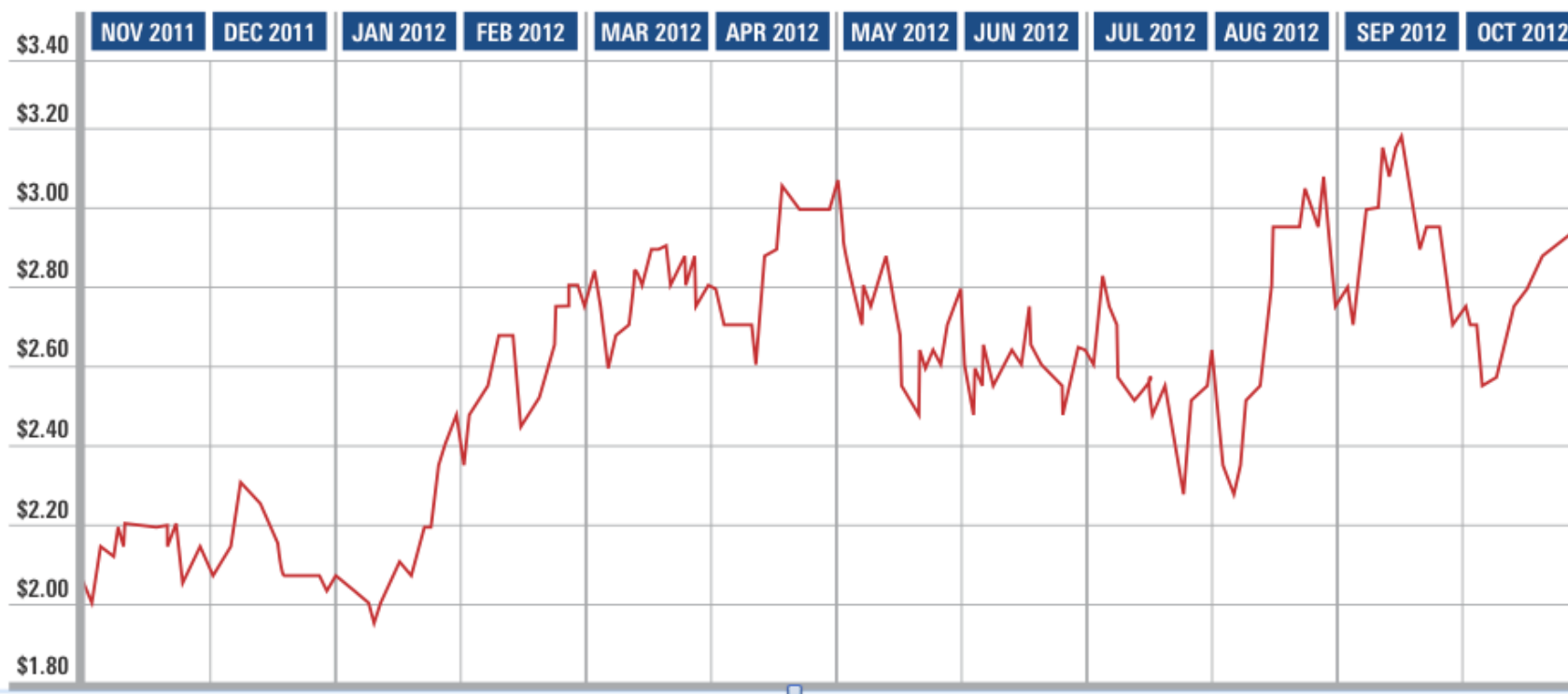
			FY 12	FY 11	Change
Gross Cash ¹		\$m	141.4	64.4	+120%
Debt ²		\$m	15.9	7.9	+99%
Net Cash Position		\$m	125.5	56.5	+122%
Bank Guarantees & Performance Bonds	Utilised	\$m	86.8	66.3	+31%
	Available	\$m	78.2	72.2	+8%
CAPEX ³		\$m	6.3	4.0	+57%

- Exceptional cash position allows funding future capex & growth opportunities
- Maintained low gearing model
- Sufficient bonding facilities to support future growth
- Operating business requires minimal capex

1. Includes balance of capital raising proceeds of \$20M yet to be utilised in the construction of Calliope Accommodation Village
 2. Increase in debt relates to the Office Building purchase
 3. Capex excludes Office Building purchase and construction

ASX200

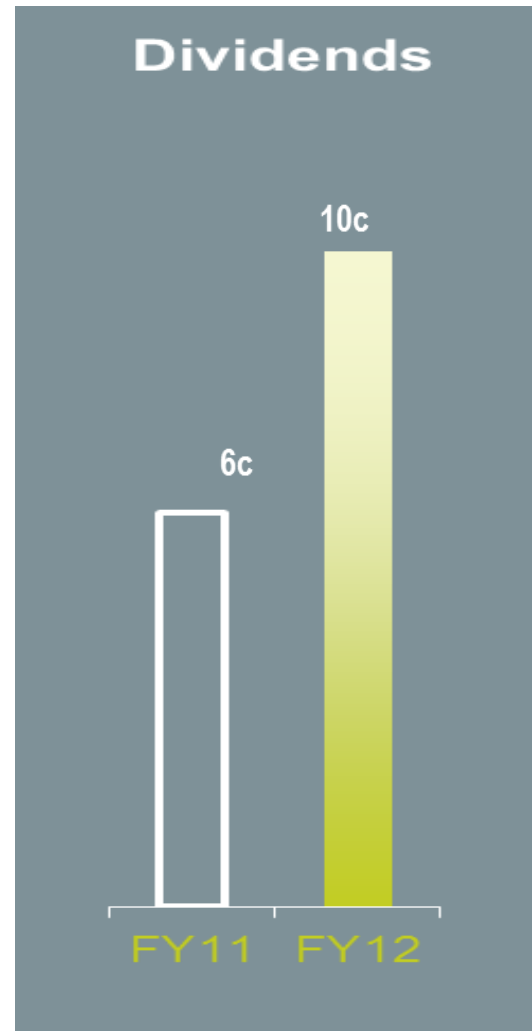
Admitted to S&P / ASX 200 April 2012



Decmil Group Limited Share Price

DIVIDENDS

- **Fully franked dividends paid:**
 - 2.5 cents – March 2012
 - 7.5 cents – September 2012
- **43% payout ratio**

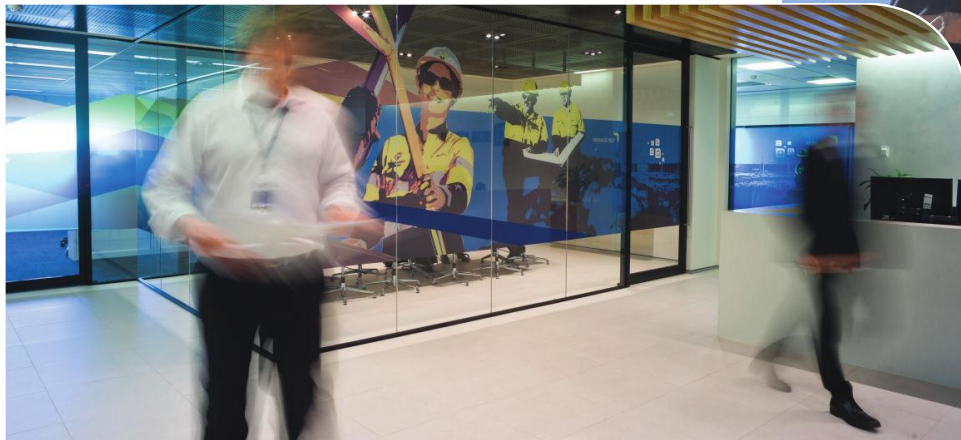


OUTLOOK

- **2012/13 outlook remains healthy**
- **Strengthening the business through diversification:**
 - Geographic reach
 - Continued exposure to oil & gas sector
 - Developing recurring revenue stream through BOO model
 - Business model to promote consistent sustainable profits

OUR VISION

Decmil Group aims to be Australia's leading diversified construction company, delivering sustainable growth through our continued focus on all relationships.

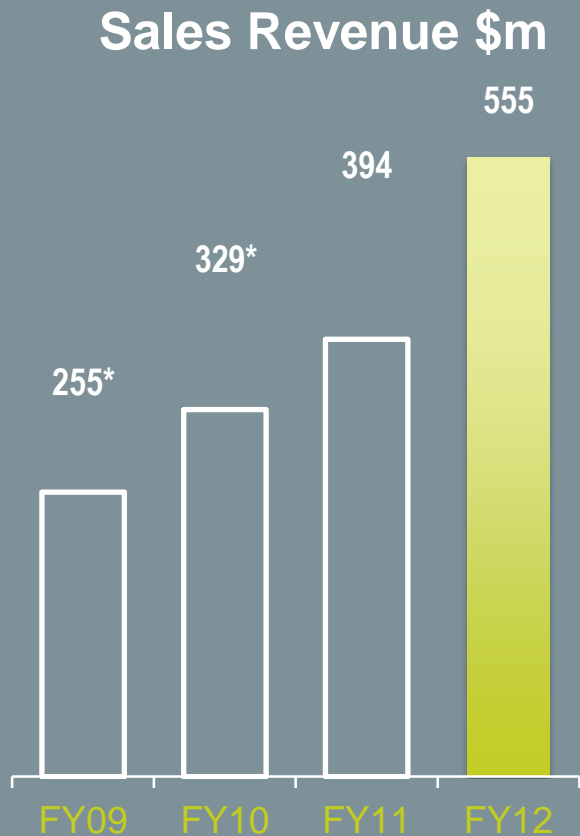




2012

MANAGING DIRECTOR'S ADDRESS

A RECORD YEAR OF GROWTH

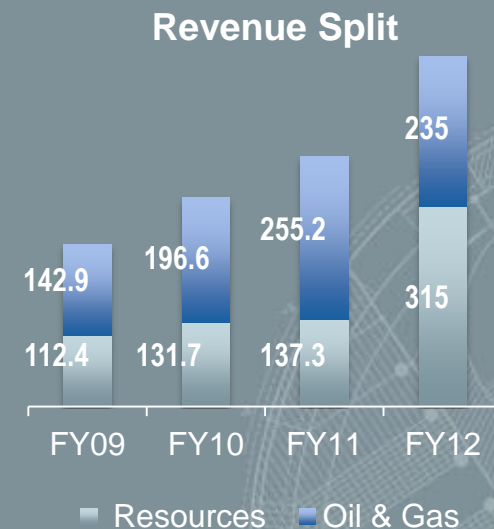
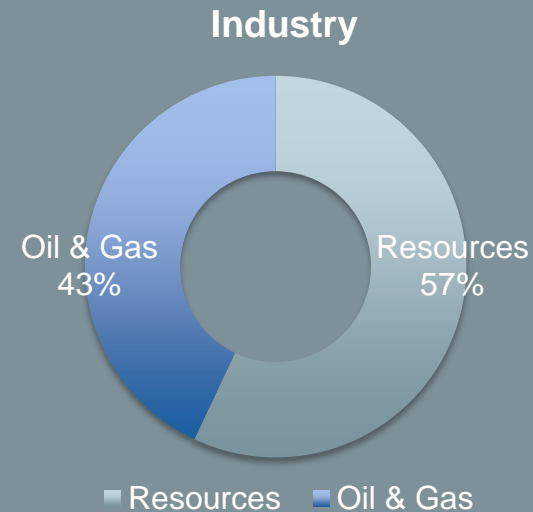


*FY figures relate to continuing operations

- Record revenues of \$555.6 million
- Building on relationships with leading resources and energy companies
- Increasing exposure to oil & gas sector
- National expansion
- Seeking to diversify earnings

DIVERSIFIED REVENUE STREAMS

- Diversification of income a significant strength of business model
- Increasing exposure to the oil & gas sector a major strategic focus
- Decmil has successfully worked on all WA's major Oil & Gas projects
- Recurring revenue stream developed for the future



MAJOR WINS



Wheatstone LNG Project Fly Camp

Client	Chevron
Value	\$117 million
Details	Design, procurement and construction of a 1,056 person Fly Camp and central facilities including kitchen and offices, installation of utilities and waste water treatment plant.



Buffel Park Construction Village

Client	BHP Billiton Mitsubishi Alliance (BMA)
Value	\$90 million
Details	Construction and installation of infrastructure and 1,500 person accommodation facilities for the Caval Ridge Coal Project located in the Bowen Basin.

MAJOR WINS



Rail Camp 25A

Client Fortescue Metals Group

Value \$66 million

Details Construction of a 714 man camp at FMG Change 25 including concrete foundation works and construction of footpaths.



Rowley Yard & Locomotive Facility

Client Fortescue Metals Group

Value \$51 million

Details Construction of the new Rail Car Workshop at Rowley Yard, FMG's service hub for rail operations and modifications to the existing Workshop along with the construction of a new Administration Building at Kanyirri

MAJOR WINS



Marandoo Mine

Client **Rio Tinto**

Value **\$30 million**

Details Construction of heavy mobile equipment infrastructure and associated facilities.

CURRENT PROJECTS



Karntama Village

Client	Fortescue Metals Group
Value	\$137 million
Details	Design and construct 1,600 room accommodation village



Gorgon LNG Project

Client	Theiss Pty Ltd
Value	\$74 million
Details	Design and construct temporary construction warehouses, transportable buildings and workshops.

CURRENT PROJECTS



Gorgon Construction Village

Client	Chevron Australia Pty Ltd
Value	\$774 million (Decmil \$258 million)
Details	Design and construct 4,006 person accommodation village on Barrow Island.



Pluto LNG, Civil

Client	Woodside Energy
Value	\$400+ million
Details	Supply and install concrete foundations and pedestals, in-ground electrical & hydraulic services. Construction of temporary site facilities & misc civil works.

CURRENT PROJECTS



Warrawandu Village

Client	BHP Billiton
Value	\$100 million
Details	Design and construct 1,320 room village and EPCM facilities.



Christmas Creek Airstrip

Client	Fortescue Metals Group
Value	\$30 million
Details	Design, procurement, construction and commissioning of a CASA compliant airport facility at Christmas Creek mine situated in the Pilbara region of WA.

DIVERSIFIED REVENUE CALLIOPE VILLAGE - GLADSTONE



- First major Build-Own-Operate project
- Demand for accommodation in Gladstone continues to build strongly in line with the ramp in construction of major projects in the Gladstone Port region
- On 13 August 2012 DGL acquired the remaining 50% of the Calliope Village from the Maroon Group – total consideration c. \$18 million



DIVERSIFIED REVENUE CALLIOPE VILLAGE - GLADSTONE

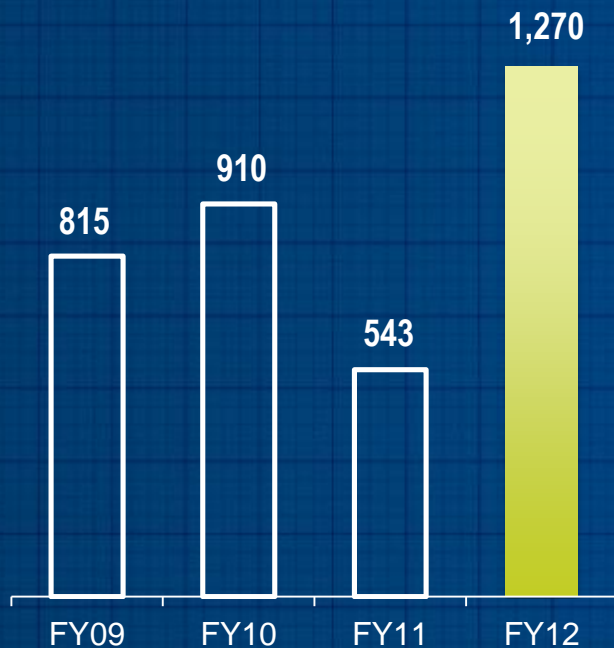


- Build out of Northern Precinct, totalling 1,392 rooms, by end of calendar 2012 / Jan 2013
- Build out of Southern Precinct, a further 873 rooms, to bring total rooms to 2,265, by mid-calendar 2013
- Facilities management operating to plan and consistently achieving positive feedback from customers as to quality and service



PEOPLE

Decmil Employee Numbers

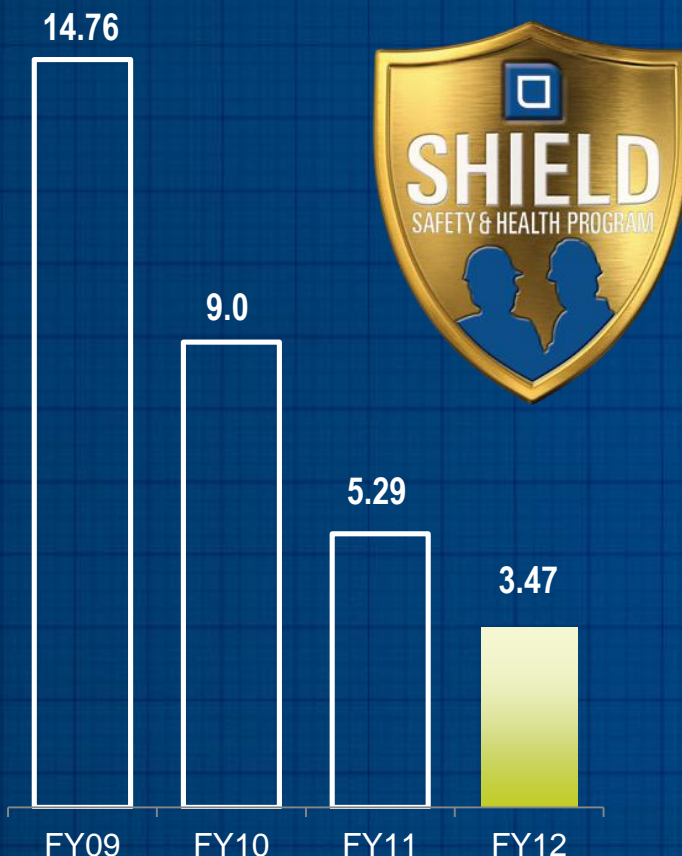


- **Employee numbers continue to rise to meet demand for core services**
- **Moved to new head office early 2012**
 - elevated business profile
 - allows for future expansion



HEALTH, SAFETY AND ENVIRONMENT

Total Recordable Incident Frequency Rate (TRIFR)



Exceptional safety performance across group

- TRIFR target of <4 achieved for FY12
- 34% reduction in TRIFR on FY11

Industry recognition

- Safe Work Australia Awards 2011 Highly Commended Award for our Safety & Health Management System – Private Sector

Range of initiatives to support safety including:

- Mental and physical health clinics
- FIFO support workshop for employees and immediate family members
- SHIELD Leadership Development Program

OUR VALUES



SAFETY

Safety and health is what matters most

PEOPLE

The people we have are the strength of our business

LEADERSHIP

We take ownership and lead by example at all levels

TEAMWORK

Working together and supporting each other to achieve success

CLIENT RELATIONSHIPS

We have trusting relationships with our clients

COMMUNITY

Respect for the community, indigenous Australians and the environment



OUTLOOK – 2013 AND BEYOND

POSITIONED FOR FURTHER GROWTH



- **DGL enters FY 2013 well positioned for growth**
 - Record order book of \$400m (July 2012) — excludes Calliope revenue
 - Significant tendering activity continues however slowdown in resources expansion anticipated
 - Strong, long-term relationships with Tier 1 clients
 - Focus on maintaining performance and profitability
 - Continued sustainable growth
- **Diversified earnings including increased exposure to Oil & Gas sector**
 - Major LNG projects coming on stream from 2014
 - Anticipating significant contribution to future revenue
- **Diversity of business model remains key strength**
- **Experienced, stable and risk-focussed management team**

STRATEGIC GROWTH

- **Operational Performance**

- Commitment to risk management and cost discipline unchanged
- Building high level competencies in all skill lines throughout the organisation
- Significant ongoing investment in people, systems and processes

- **Future Growth**

- Maintain focus on organic growth in core markets in Western Australia
- Identify and assess opportunities to leverage expertise and experience in core markets in Queensland and the Northern Territory
- Continue to develop recurring revenue stream as part of diversification strategy and pursue opportunities in industrial services sector
- Increase focus on diversification into civil infrastructure services (power, water and roads)



QUESTIONS



2012

ANNUAL GENERAL MEETING

ITEMS OF BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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 purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2012.”

RESOLUTION 1

ADOPTION OF REMUNERATION REPORT

PROXY SUMMARY

FOR	96,917,766
AGAINST	801,077
ABSTAIN	200,300
PROXY'S DISCRETION	543,791
TOTAL VOTES	98,462,934
% OF SHARES ON ISSUE	58%

RESOLUTION 2

RE-ELECTION OF DIRECTOR – MR GILES EVERIST



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

“That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Giles Everist, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

RESOLUTION 2

RE-ELECTION OF DIRECTOR – MR GILES EVERIST



PROXY SUMMARY

FOR	116,795,114
AGAINST	212,968
ABSTAIN	112,788
PROXY'S DISCRETION	533,486
TOTAL VOTES	117,654,356
% OF SHARES ON ISSUE	70%

RESOLUTION 3

ADOPTION OF PERFORMANCE RIGHTS PLAN



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

“That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to establish and maintain a performance rights plan (Plan) on the terms and conditions summarised in the Explanatory Memorandum and the grant of Performance Rights from time to time under the Plan as an exception to Listing Rule 7.1.”

RESOLUTION 3

ADOPTION OF PERFORMANCE RIGHTS PLAN



PROXY SUMMARY

FOR	97,207,952
AGAINST	566,326
ABSTAIN	157,399
PROXY'S DISCRETION	531,257
TOTAL VOTES	98,462,934
% OF SHARES ON ISSUE	58%

RESOLUTION 4

ISSUE OF PERFORMANCE RIGHTS TO SCOTT CRIDDLE



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, subject to passing Resolution 3, and for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue Performance Rights to Mr Scott Criddle (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 4

ISSUE OF PERFORMANCE RIGHTS TO SCOTT CRIDDLE



PROXY SUMMARY

FOR	96,936,072
AGAINST	841,233
ABSTAIN	157,172
PROXY'S DISCRETION	528,457
TOTAL VOTES	98,462,934
% OF SHARES ON ISSUE	58%

RESOLUTION 5

REPLACEMENT OF CONSTITUTION

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

“That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Meeting for identification purposes.”

RESOLUTION 5

REPLACEMENT OF CONSTITUTION

PROXY SUMMARY

FOR	116,797,153
AGAINST	255,975
ABSTAIN	63,437
PROXY'S DISCRETION	537,791
TOTAL VOTES	117,654,356
% OF SHARES ON ISSUE	70%

RESOLUTION 6

INCREASE TO CAP ON NON EXECUTIVE DIRECTORS' REMUNERATION

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

“That, for the purposes of the Constitution, ASX Listing Rule 13.8 and for all other purposes, Shareholders approve the maximum total aggregate fixed sum per annum to be paid to Non Executive Directors be set at \$650,000 to be paid in accordance with the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 6 INCREASE TO CAP ON NON EXECUTIVE DIRECTORS' REMUNERATION

PROXY SUMMARY

FOR	97,463,344
AGAINST	534,599
ABSTAIN	156,534
PROXY'S DISCRETION	308,457
TOTAL VOTES	98,462,934
% OF SHARES ON ISSUE	58%



DGL
Decmil Group Limited

2012

ANNUAL GENERAL MEETING