



Rubicor Group Limited
ABN 74 110 913 365

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Shareholder,

We are pleased to invite you to Rubicor Group Limited's Extraordinary General Meeting (**EGM**) which will be held on Monday, 8 February 2016.

This Notice of Meeting describes the business that will be proposed and sets out the procedures for your participation and voting.

Given the interest of one or more of the Directors in the outcome of the proposed resolutions, your Directors make no recommendation but refer shareholders to the Explanatory Memorandum.

The Board and I look forward to your participation at the EGM and thank you for your continued support.

David Hutchison
Executive Chairman
Rubicor Group Limited
Telephone: +61 2 8061 0000
www.rubicor.com.au

This document is important and requires your immediate attention. Please read it straight away. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant or other professional adviser immediately.



Rubicor Group Limited ABN 74 110 913 365

Notice of Extraordinary General Meeting and Explanatory Memorandum

Date of Meeting: Monday, 8 February 2016

Time of Meeting: 11.00am

Place of Meeting: Level 11, 1 Alfred Street, Sydney, NSW 2000

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Shareholders of Rubicor Group Limited ABN 74 110 913 365 (**Company**) will be held at the offices of Rubicor Group Limited, Level 11, 1 Alfred Street, Sydney, NSW on Monday, 8 February 2016 at 11.00am.

Terms used in this Notice of Meeting are defined in Section 4 of the accompanying Explanatory Memorandum.

The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

Agenda

This agenda for the meeting is as follows:

1. Opening of meeting.
2. Resolution 1 – Issue of Shares to Angus Mason as part of the allotment of shortfall Shares under the Rights Issue.
3. Resolution 2 – Issue of Shares to David Hutchison as part of the allotment of shortfall Shares under the Rights Issue.
4. Other business.
5. Close of meeting.

1. Resolution 1 – Issue of Shares to Mr Angus Mason or his nominees under Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with Listing Rule 10.11, the Company be authorised to issue up to 29,700,000 Shares at an issue price of 4 cents per share to Mr Angus Mason who is a Related Party of the Company as described in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with Listing Rule 10.11, the Company will disregard any votes cast on this Resolution by:

- (a) Mr Angus Mason; and
- (b) any Associates of Mr Angus Mason.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or
- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

2. Resolution 2 – Issue of Shares to Mr David Hutchison or his nominees under Listing Rule 10.11

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with Listing Rule 10.11, the Company be authorised to issue up to 33,750,000 Shares at an issue price of 4 cents per share to Mr David Hutchison who is a Related Party of the Company as described in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with Listing Rule 10.11, the Company will disregard any votes cast on this Resolution by:

- (a) Mr David Hutchison; and
- (b) any Associates of Mr David Hutchison.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or

- (b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board



Sharad Loomba
Company Secretary
5 January 2016

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Rubicor Group Limited ABN 74 110 913 365 (**Company**) in connection with the business to be considered at an Extraordinary General Meeting of Shareholders to be held at the offices of Rubicor Group Limited, Level 11, 1 Alfred Street, Sydney, NSW 2000 on Monday, 8 February 2016 at 11.00am.

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the 2 Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Memorandum are defined in Section 4.

2. Resolutions 1 and 2 – Issue of Shares under LR 10.11

2.1 Background

The Rights Issue closed on 9 December 2015 and on 10 December 2015 the Company announced it would issue 38,300,098 new fully paid ordinary shares under the ‘Entitlement Offer’ phase of the Rights Issue.

The Shortfall under the Rights Issue comprises 88,922,119 Shares which the Board are in the process of issuing, at their discretion, including to ‘Eligible Shareholders’ in accordance with the terms of the Rights Issue. In accordance with the Listing Rules, any shortfall Shares must be allotted within three months of the closing date of the Rights Issue.

The Company has received applications for Shares from the following Directors, which the Directors have resolved to issue by way of the allotment of shortfall Shares under the Rights Issue:

- (a) up to 29,700,000 Shares to Mr Angus Mason at an issue price of 4 cents per share not more than one month after the date of the Meeting and no later than 9 March 2016; and
- (b) up to 33,750,000 Shares to Mr David Hutchison at an issue price of 4 cents per Share not more than one month after the date of the Meeting and no later than 9 March 2016;

(collectively referred to as the “Directors’ Shares”).

Approval for the issue of the Directors' Shares to Mr Angus Mason and Mr David Hutchison is sought in accordance with Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

2.2 Directors' Recommendation

Mr Angus Mason has an interest in the outcome of Resolution 1. Because of his interest in the outcome, Mr Mason does not make a recommendation in relation to Resolution 1. All Directors other than Mr Mason recommend that Shareholders vote in favour of Resolution 1.

Mr David Hutchison has an interest in the outcome of Resolution 2. Because of his interest in the outcome, Mr Hutchison does not make a recommendation in relation to Resolution 2. All Directors other than Mr Hutchison recommend that Shareholders vote in favour of Resolution 2.

2.3 Listing Rules

Listing Rule 7.1 – Issues exceeding 15% of capital

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing in any 12 month period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period (**15% Capacity**) without the prior approval of a majority of disinterested Shareholders, or the issue otherwise comes within one of the exceptions to Listing Rule 7.1 (**15% Rule**). However, under Listing Rule 7.2 (Exception 14), if approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. Therefore the issue of the Directors' Shares will not count towards the Company's 15% Capacity under Listing Rule 7.1.

Listing Rule 10.11

Listing Rule 10.11 requires that an entity must obtain the approval of Shareholders to issue Securities to a Related Party and in doing so must provide the information specified in Listing Rule 10.13, unless an exception applies.

Listing Rule 10.13

For the purposes of Listing Rule 10.13, and for all other purposes, the following information is provided to Shareholders:

(a) 10.13.1 and 10.13.4: Name and relationship of the Related Party

The Related Parties are:

- (1) Angus Mason, being a Director of the Company; and
- (2) David Hutchison, being a Director of the Company.

(b) 10.13.2: Maximum Number of Securities to be issued (if known) or the formula for calculating the number of Securities to be issued

The maximum number of Directors' Shares to be issued are:

- (1) 29,700,000 Directors' Shares to Angus Mason; and
- (2) 33,750,000 Directors' Shares to David Hutchison.

(c) 10.13.3: Date by which the Securities will be issued

The Company will issue the Directors' Shares not more than one month after the date of the Meeting and no later than 9 March 2016.

(d) 10.13.5: Issue price and terms of the Securities

The relevant Directors' Shares be issued at 4 cents per Share not more than one month after the date of the Meeting and no later than 9 March 2016.

Any Directors' Shares issued will rank *pari passu* with all of the other fully paid ordinary Shares on issue in the Company.

(e) 10.13.6A: Intended use of funds raised

- Fund recommendations from the strategic review;
- Repay legacy debts and other legacy financial commitments identified during the strategic review;
- Invest in business systems to allow operating performance; and
- Provide working capital.

(f) 10.13.6: Voting exclusion statement

A voting exclusion statement is set out in each of Resolution 1 and 2 in the Notice of Meeting.

3. Notes

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, in the manner permitted by the *Corporations Act*.

To be effective, the proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be received at the Share Registry of the Company no later than 11.00am (Sydney time) on Saturday, 6 February 2016. Proxies must be received before that time by one of the following methods:

Online: Log onto www.linkmarketservices.com.au and follow the instructions. You will need to put your Security Holder Reference Number (**SRM**) or Holder Identification Number (**HIN**), details and postcode.

By post: Rubikor Group Limited
C/ - Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235
Australia

By facsimile: In Australia (02) 9287 0309
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

or

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

If a representative of the corporation 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.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm on Saturday, 6 February 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

4. Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

\$ means Australian dollars, unless otherwise stated.

15% Capacity has the meaning given to that term in section 2.3 of the Explanatory Memorandum.

ASX means the ASX Limited.

Associates has the meaning given to that term in the Corporations Act, and **Associated** has a corresponding meaning.

Chair means the person chairing the Meeting.

Company means Rubicor Group Limited ABN 74 110 913 365 (ASX=RUB)

Constitution means the constitution of the Company from time to time.

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

Directors or **Board** means the board of directors of the Company from time to time.

Directors' Shares has the meaning given to that term in Section 2.1.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting means the Extraordinary General Meeting to be held on Monday, 8 February 2016 as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, and accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Resolution means a resolution set out in the Notice of Meeting.

Rights Issue means the non-renounceable pro-rata offer, announced by the Company on 13 November 2015, on the basis of 1 new fully paid ordinary share for every 1 fully paid ordinary share held at an issue price of 4 cents per new share.

Securities has the meaning in section 92(1) of the Corporations Act.

Shares means fully paid ordinary shares in the Company from time to time.

Shareholder means a shareholder of the Company.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

David Hutchison
Executive Chairman
Rubicor Group Limited
Telephone: +61 2 8061 0000
www.rubicor.com.au



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Rubicor Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1800 817 266 (free call within Australia)

PROXY FORM

I/We being a member(s) of Rubicor Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am on Monday, 8 February 2016 at the offices of Rubicor Group Limited, Level 11, 1 Alfred Street, Sydney, NSW (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

- 1 Issue of Shares to Mr Angus Mason or his nominees under Listing Rule 10.11
- 2 Issue of Shares to Mr David Hutchison or his nominees under Listing Rule 10.11

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as 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 and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Saturday, 6 February 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Rubicor Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**