

# Notice of General Meeting

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United Group Limited

ACN 009 180 287

Notice is given that the annual general meeting (**AGM**) of shareholders of United Group Limited (**Company**) will be held at the following time and place:

**Time:** 2:00 pm  
**Date:** Wednesday, 10 October 2007  
**Place:** ASX Auditorium  
(Lower Ground Floor)  
Exchange Square  
18 Bridge Street  
Sydney NSW 2000



 **UnitedGroup**  
Limited

A PROXY FORM IS ENCLOSED

PLEASE READ THIS NOTICE CAREFULLY

If you are unable to attend the AGM please complete the Proxy Form as directed and return it in the enclosed reply paid envelope.

# AGENDA

## ORDINARY BUSINESS

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### 1. Financial, Directors' and Auditor's Reports

To receive and consider the financial report, the directors' report and the auditor's report of the Company for the year ended 30 June 2007.

### 2. Remuneration Report

To adopt the Remuneration Report set out in the annual report of the Company for the year ended 30 June 2007.

Please note that the vote on this resolution is advisory only, and does not bind the Company or its directors.

#### Election of Directors

To consider and, if thought fit, pass the following ordinary resolutions:

3. "That Bruno Camarri, being a director of the Company who retires by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, is hereby re-elected as a director of the Company."
4. "That Richard Humphry, being a director of the Company who retires by rotation pursuant to Rule 8.1(e)(2) of the Company's Constitution, and being eligible, is hereby re-elected as a director of the Company."

## SPECIAL BUSINESS

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### 5. Increase Cap on Directors' Remuneration

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

"That for all purposes (including ASX Listing Rule 10.17 and paragraph 8.3 (a) of the Company's Constitution), the maximum aggregate remuneration that the Company may pay non-executive directors in any financial year be increased from \$1,500,000 to \$2,000,000 with effect from 1 July 2007."

#### VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 5 by:

- (i) a director; and
- (ii) an associate of a director.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the AGM 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.

## NOTES

### 1. Eligibility

You will be eligible to vote if you are registered as a holder of United Group Limited shares at 7.00pm (Sydney time) on Monday, 8 October 2007. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### 2. Voting Information

You can vote in either of two ways:

- attend the meeting and vote in person or, if you are a corporate shareholder, by corporate representative voting for you; or
- appoint a proxy to attend and vote for you, using the enclosed proxy form.

#### Voting in person

If you attend the meeting, please bring your personalised proxy form with you. We ask that you arrive at the venue at least 15 minutes prior to the time designated for the meeting so that we may check your security holding against our register of shareholders and note your attendance.

#### Voting by Corporate Representative

If a corporate shareholder plans to attend, it must appoint a person to act as its representative and the appointed person must bring appropriate written evidence of the appointment to the meeting signed under the corporation's common seal or in accordance with section 127 of the Corporations Act 2001.

#### Voting by Proxy

If you do not intend to attend the meeting and are entitled to vote on the resolutions, you may select a representative or the Chairman to act as your proxy to attend and vote for you. A representative may be a natural person or a body corporate. A proxy need not be a shareholder of the Company.

Your proxy can be appointed in respect of some or all of your votes. If you are entitled to cast 2 or more votes at the meeting you may appoint 2 proxies, each to exercise a specified proportion or number of your votes. An additional proxy form is available from Link Market Services Limited on request if you wish to appoint 2 proxies.

Your proxy will also have the right to speak at the meeting and demand a poll.

You can use the attached proxy form to appoint a proxy. A reply paid envelope has also been included with the notice of AGM for return of the proxy form.

If you return your proxy form but do not nominate the identity of your proxy, the Chairman will automatically be your proxy. If you return your proxy form but your nominated proxy does not attend the meeting, then your proxy will revert to the Chairman.

Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with the Corporations Act 2001; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received prior to the commencement of the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

#### How will my proxy vote?

You can direct your proxy how to vote using the proxy form.

If you do not mark any of the boxes on a given item, your proxy may vote, or abstain from voting, as he or she chooses.

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 vote will not be counted in computing the required majority on a poll.

If you mark more than one box on an item your vote on that item will be invalid.

#### How the Chairman will vote undirected proxies

The Chairman intends to vote undirected proxies in favour of each of the items of business in this Notice of AGM.

#### Signing

If the shareholder is a corporation, the proxy form must be signed under the corporation's common seal or in accordance with section 127 of the Corporations Act 2001 or under the hand of a duly authorised officer of the corporation.

A shareholder which is a corporation having a sole director/secretary must state that fact on the proxy form.

If the shareholder is a natural person, the proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. Where shares are jointly held, only one of the holders is required to sign the proxy form.

#### Authorised Officers

If the proxy form is signed by an attorney or authorised person, a certified copy of the power of attorney or other document signed by or on behalf of the shareholder detailing the person's authority must be provided to the registry at the same time as providing the proxy form.

#### Timing

For the appointment of a proxy to be effective, you must ensure that your proxy form (and a certified copy of the relevant authority) is received by the registry, Link Market Services Limited ACN 083 214 537 not less than 48 hours before the time of the meeting i.e. no later than 2.00pm (Sydney time) on 8 October 2007.

- by mail to:  
United Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235; OR
- by lodging it online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). You will be taken to have signed your proxy form if you lodge in accordance the instructions on the website; OR
- by facsimile to +61 2 9287 0309; OR
- by hand delivery to:  
Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000.

A reply paid envelope is enclosed for the return of the proxy form by post.

#### By order of the Board

Dated: 6 September 2007



Lyn Nikolopoulos  
Company Secretary

## EXPLANATORY NOTES

### Important Notice

The Explanatory Notes should be read in conjunction with, and form part of, the Notice of AGM that the Explanatory Notes accompany.

### Financial report and shareholder questions

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The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2007 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman of the meeting will allow reasonable opportunity for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's report and the conduct of the audit, may be submitted no later than 3 October 2007 to:

The Company Secretary  
United Group Limited  
Level 7, 40 Miller Street  
North Sydney NSW 2060  
Facsimile: 61 2 9492 8844  
Email: [companysecretary@unitedgrouppltd.com](mailto:companysecretary@unitedgrouppltd.com)

You may also submit questions via the Company's website, [www.unitegrouppltd.com](http://www.unitegrouppltd.com).

Questions in relation to the management of the Company will be collated and, during the meeting, the Chairman will seek to address as many of the more frequently raised topics as possible. The Chairman will also give a representative of KPMG the opportunity to answer written questions submitted to the auditor. However there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders. Copies of the questions and responses will be available at the meeting and posted on the Company's website.

### Remuneration Report

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The remuneration report of the company for the year ended 30 June 2007 is set out on pages 26 to 36 of the annual report to shareholders (**Remuneration Report**). A copy of the Remuneration Report is also available on the Company's website.

The Remuneration Report sets out United Group's remuneration arrangements for directors, including the Managing Director, and for senior executives.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting. In addition, the Corporations Act 2001 requires that shareholders be asked to vote on the Remuneration Report. However, this vote is of an advisory nature only and does not bind the Company or its directors.

The Board recommend to shareholders the adoption of the Remuneration Report.

### Election of directors

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Mr Camarri and Mr Humphry who are directors of the Company and who retire by rotation pursuant to Rule 8.1(e)(2) of the Company's constitution, and being eligible, offer themselves for re-election as directors of the Company.

Information on the experience, expertise, qualifications and term of office for Mr Camarri and Mr Humphry are set out in Annexure A.

The Board (excluding Mr Camarri and Mr Humphry) recommends to shareholders the re-election to the Board of Mr Camarri and Mr Humphry.

## Increase Cap on Directors' Remuneration

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Paragraph 8.3(a) of the Company's Constitution provides that:

"Each director is entitled to such remuneration out of the funds of the Company as the directors determine, but the remuneration of non-executive directors may not exceed in aggregate in any financial year the amount fixed by the company in general meeting for that purpose."

ASX Listing Rule 10.17 provides that the Company:

"must not increase the total amount of directors' fees payable by it or any of its child entities without the approval of holders of its ordinary securities."

The maximum aggregate remuneration that the Company may pay non-executive directors in any financial year is currently \$1,500,000. The current aggregate limit has not been exceeded and details of directors' remuneration for the year ended 30 June 2007 are provided in the annual report to shareholders available on the Company's website at [www.unitedgrouppltd.com](http://www.unitedgrouppltd.com).

The Board's remuneration policy for non-executive directors aims to ensure that the Company can attract and retain suitably skilled, experienced and committed individuals to serve on the Board and its committees. The Board has maintained a fee "buffer" to give it the flexibility in planning its structure in advance, which includes appointing new directors to the Board before the directors they are replacing retire to allow orderly succession and optimal handover arrangements.

Following the acquisition of UNICCO Service Company in July 2007, the Board has agreed to seek to appoint a non-executive director with specific US market experience. So that the Board will have the flexibility and capacity to offer suitable remuneration to existing non-executive directors and any proposed new director(s) in the future, shareholder approval is sought to increase the maximum aggregate amount payable to non-executive directors in any financial year by \$500,000 to \$2,000,000.

Given the interest in this matter by each non-executive director, the Board as a whole makes no recommendations on this item.

ANNEXURE A

Director	Term of office	Qualifications	External directorships	Skills, experience & expertise	United Group involvement
<p>Bruno G Camarri</p> <p>Age: 60</p> <p>Independent: Yes</p>	<p>Director since October 1994</p>	<p>LLB</p>	<p><b>Listed company directorships over past 3 years</b></p> <p>Former Chairman - Murchison United NL (Retired 02/08/04)</p> <p><b>Chairmanships</b></p> <p>Vita Biodiesel Ltd, Meerilinga Young Children's Foundation Inc</p> <p><b>Other Directorships and Memberships</b></p> <p><u>Director</u> of LINQ Capital Ltd, Heerema Marine Contractors Australia Pty Ltd, Nippon Oil Exploration (Dampier) Pty Ltd, Nippon Oil Exploration (Vulcan) Pty Ltd, Agrium Australia Pty Ltd and Maxwell Drummond International Limited</p> <p><u>Member</u> of College of Law Advisory Board, The University of Notre Dame Australia</p> <p><u>Public Officer</u> of Nucor Australia LLC</p> <p><u>Patron</u> of United Way (WA) Inc</p> <p><b>Former Partner</b></p> <p>Freehills (1973 to 2003)</p> <p><b>Former Directorships and Memberships</b></p> <p><u>Director</u> of Bristle Ltd (1996 - 2003), Advanced Energy Systems Ltd (2001–2004), LINQ Investors Ltd (formerly Rothschild Australia Golden Arrow Investors Ltd) (1997 - 2007)</p> <p><u>Former Trustee</u> of Royal WA Institute for the Blind Foundation</p>	<p>Mr Camarri brings extensive legal and commercial expertise following a career in practising as a Corporate Lawyer since 1970, primarily representing clients in the energy and natural resources, construction and technology industries. He has advised both private industry and government in relation to joint ventures, sale, purchase and delivery of assets and commodities, financing, construction, foreign and local takeovers, taxation, IPO's (ASX and AIM), capital raisings, due diligence, titles (including native title), corporate governance and technology transfer.</p> <p>Between 1994 and 1996, he was Senior Counsel for the Western Australian Commission on Government.</p> <p>He had been a partner of Freehills for 30 years when he retired as a partner on 30 June 2003.</p>	<p>Deputy Chairman of the Board of Directors</p> <p>Member of the Audit &amp; Risk Management Committee</p> <p>Member of Nomination &amp; Remuneration Committee</p>

Director	Term of office	Qualifications	External directorships	Skills, experience & expertise	United Group involvement
<p>Richard Humphry AO</p> <p>Age:68</p> <p>Independent: Yes</p>	<p>Director since October 2004</p>	<p>FCA, FCPA, FAICD, AAIB, MACS</p>	<p><b>Listed Company Directorships over past 3 years</b></p> <p>Former Managing Director and Chief Executive Officer, ASX Ltd (1994 to 2004)</p> <p><b>Other Directorships and Memberships</b></p> <p><u>Director</u> of HSBC Bank Australia Limited, MBF Group Ltd, ClearView Life Nominees Pty Limited, O'Connell Street Associates</p> <p><u>Member</u> of Foreign Affairs Council</p> <p><u>Trustee</u> of International Accounting Standards Foundation</p> <p><u>Deputy Chairman</u> Zoological Parks Board of NSW</p> <p><b>Former Directorships and Memberships</b></p> <p><u>President</u> of Commonwealth Remuneration Tribunal</p> <p><u>Advisory Director</u> of Morgan Stanley Australia</p> <p><u>Member</u> of Administrative Review Council of the Attorney General's Department, Treasury Financial Reporting Council</p>	<p>Mr Humphry brings experience and knowledge of Australian capital markets, governance and disclosure obligations. He also has extensive knowledge in government operations, both federal and state.</p> <p>During Mr Humphry's period of tenure at the ASX Ltd, it became the first exchange in the world to simultaneously demutualise and list on its own exchange. Before joining the ASX, Mr Humphry was Director-General of the NSW Premier's Department and Auditor-General of Victoria. These positions followed 20 years experience in the Australian federal public service in Defence and Finance, and 13 years in the banking industry. Mr Humphry was President of the Australian Commonwealth Remuneration Tribunal for five years to 2003. Throughout Mr Humphry's career he has served on the boards of a diverse range of private and public sector organisations.</p>	<p>Member of Audit &amp; Risk Management Committee</p>

**APPOINTMENT OF PROXY**

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**X99999999999**

I/We being a member(s) of United Group Limited (the Company) and entitled to attend and vote hereby appoint

**A** 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 (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm (Sydney time) on Wednesday, 10 October 2007, at the ASX Auditorium, Exchange Square, 18 Bridge Street, Sydney and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

**B** To direct your proxy how to vote on any resolution please insert  in the appropriate box below.

	For	Against	Abstain*
<b>Resolution 2</b> Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Re-elect Bruno Camarri as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Re-elect Richard Humphry as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Increase the cap on directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**IMPORTANT: FOR ITEM 5 ABOVE**

**C**  If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Item 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of Item 5 and that votes cast by him/her for that item, other than as proxyholder, would be disregarded because of that interest. 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 Item 5 and your votes will not be counted in calculating the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

\* 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.

**D SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Securityholder 1 (Individual) <input type="text"/>	Joint Securityholder 2 (Individual) <input type="text"/>	Joint Securityholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

