

13 April 2017

ASX Market Announcements
Australian Securities Exchange Limited
Level 4, 20 Bridge Street
Sydney, NSW, 2000

2017 AGM Notice of Meeting and Proxy Form

In accordance with Listing Rule 3.17, please find attached copies of the Notice of Meeting and Proxy Form for the Company's 2017 Annual General Meeting (AGM).

The AGM will be held at the Devine Office, Level 2, 485 Kingsford Smith Drive, Hamilton, Queensland, on Wednesday 17 May 2017 at 3.00pm (Brisbane time).

The Notice of Meeting and Proxy Form together with the Company's 2016 Annual Report will be dispatched to shareholders today.

These documents are also available on the Devine Group website at www.devinegroup.com.au.

Yours faithfully
Devine Limited



James Mackay
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

To: The Shareholders

Notice is hereby given that the 2017 Annual General Meeting of Devine Limited (**Company**) will be held at the **Devine Limited Offices, KSD1, Level 2, 485 Kingsford Smith Drive, Hamilton, on Wednesday, 17 May 2017 at 3.00 pm (Brisbane time).**

AGENDA

1. Annual Financial Report and Directors' and Auditor's Reports

To receive the Financial Report and Reports of the Directors and Auditor for the financial year ended 31 December 2016 (**2016 Financial Year**).

2. Remuneration Report

To consider and, if thought fit, to pass the following item as a non-binding ordinary resolution:

'That the Remuneration Report for the 2016 Financial Year be adopted'.

Note: The vote on this item is non-binding.

3. Election of Director — Mr Stuart Andrew Cooper

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

'That, Mr Stuart Andrew Cooper, who was appointed as an Executive Director of the Company on 7 January 2017 and in accordance with clause 19.2 of the Company's Constitution, and being eligible, be elected as a Director of the Company'.

Information about the candidate is set out in the Explanatory Notes which accompany this Notice of Annual General Meeting.

The Explanatory Notes and the voting information form part of this Notice of Meeting and should be read in conjunction with it.

By Order of the Board



James Mackay
Company Secretary

13 April 2017

VOTING EXCLUSION STATEMENT

Item 2

The Company will disregard votes cast on Item 2 by or on behalf of a member of the Key Management Personnel or any of their closely related parties (regardless of the capacity in which the vote is cast), unless:

- (a) **directed proxy** – the person does so as a proxy appointed under and in accordance with the directions on the proxy voting form; or
- (b) **undirected proxy to Chair** – the person is the Chair of the meeting and does so as a proxy appointed under the proxy voting form (or appointed by default), where the proxy voting form does not direct the proxy how to vote on Item 2 and expressly authorises the Chair of the meeting to exercise the undirected proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (which includes the Chair of the meeting), and the vote is not cast on behalf of a member of Key Management Personnel or a closely related party of such a member.

The Chair of the meeting intends to vote undirected proxies in favour of Item 2.

Further details regarding proxy voting are set out in the proxy form accompanying this Notice of Meeting.

EXPLANATORY NOTES

The Explanatory Notes have been prepared to assist Shareholders with their consideration of the items to be put to the Annual General Meeting to be held on **Wednesday, 17 May 2017**.

1. Annual Financial Report and Directors' and Auditor's Reports

The *Corporations Act* requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act* nor the Constitution requires a vote of Shareholders at the AGM on such reports or statements, however, Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to being given a reasonable opportunity to ask questions at the meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's Auditor, EY which are relevant to:

- (a) the preparation and content of the Auditor's Report to be considered at the meeting; or
- (b) the conduct of the audit of the Financial Report to be considered at the meeting.

Pursuant to section 250PA of the *Corporations Act*, any written questions must be submitted to the Company Secretary on or before 5.00 pm (Brisbane time) on **Tuesday, 9 May 2017** to:

By post:

The Company Secretary
Devine Limited
PO Box 780
Hamilton Central QLD 4007

By fax or by email:

The Company Secretary
Fax – (07) 3608 6333
Email – james.mackay@devine.com.au

A list of qualifying written questions will be made available at the AGM.

EXPLANATORY NOTES (CONTINUED)

2. Item 2 — Remuneration Report

The *Corporations Act* requires that Shareholders be asked to vote on the Remuneration Report. This report can be found in the Annual Report which is available on the Company's website at <http://www.devinegroup.com.au>. It sets out the remuneration policy of the Company and reports on the remuneration arrangements in place for non-executive Directors, Executive Directors and the Group's Senior Executives.

Note that under section 250R (3) of the *Corporations Act*, the vote by Shareholders is **advisory only** and is **not binding on the Directors or the Company**. However, if more than 25% of the votes cast on this item are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. As the item relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R (4) of the *Corporations Act*, make no recommendation regarding this item. However the Chair of the meeting intends to vote undirected proxies in favour of Item 2.

3. Item 3 — Election of Director – Mr Stuart Andrew Cooper

Mr Cooper has held the position of Chief Executive Officer of the Company since 19 January 2016.

In connection with the passing of a Director, the Board appointed Mr Cooper as an Executive Director on 7 January 2017. Under rule 19.2(b) of the Constitution, a Director appointed by the Board holds office until the conclusion of the next AGM following his or her appointment.

In accordance with rule 19.2(b) of the Constitution, Mr Cooper will retire at the AGM and is standing for election as an Executive Director.

Mr Cooper's election as an Executive Director has been proposed by the Company's major shareholder, CIMIC Group Limited.

Mr Cooper was previously Executive Director and Chief Operating Officer of CIMIC Group's Leighton Properties, responsible most recently for overseeing the company's residential developments and for its national residential strategy. In leadership positions with Leighton Properties, Mr Cooper has delivered residential and commercial projects with a total value of \$7 billion.

Mr Cooper has more than 33 years' experience in property development and construction. His previous roles include Leighton Properties' National Head of Operations and NSW State Manager.

Mr Cooper has an honours degree in civil engineering from the University of NSW, together with qualifications in law and architecture from the University of Sydney, and is a graduate of the Australian Institute of Company Directors.

If Mr Cooper is not elected as a Director at the AGM, then the prescribed minimum number of Directors under the *Corporations Act* and the Constitution will not be met.

Directors' Recommendation

The Board (excluding Mr Cooper) unanimously recommends that you vote in favour of Item 3.

DEFINITIONS

| | |
|---------------------------------|--|
| AGM | means Annual General Meeting. |
| Annual Report | means the annual report of the Company for the financial year ended 31 December 2016. |
| ASIC | means Australian Securities and Investments Commission. |
| ASX | means ASX Limited and the exchange operated by it, being the Australian Securities Exchange. |
| Auditors | means Ernst & Young. |
| Board | means the Board of Directors of Devine. |
| Chair | means the Chair of the Company. |
| Company or Devine | means Devine Limited ACN 010 769 365. |
| Constitution | means the existing constitution of the Company. |
| Corporations Act | means <i>Corporations Act 2001</i> (Cth). |
| Director | means one or more Directors of the Company. |
| Explanatory Notes | means the explanatory notes attached to this Notice of Meeting. |
| Key Management Personnel | means those persons having authority and responsibility for planning, directing and controlling the activities of Devine, directly or indirectly, including any Director (whether executive or otherwise). |
| Listing Rules | means the listing rules of ASX. |
| Notice of Meeting | means the notice of meeting for the 2017 AGM of the Company and includes the Explanatory Notes. |
| Remuneration Report | means the section of the Directors' report for the financial year ended 31 December 2016 that is included under section 300A (1) of the <i>Corporations Act</i> . |
| Shareholder | means a registered shareholder of Devine who is entitled to vote at the AGM. |
| Shares | means the existing fully paid ordinary shares in the Company. |



Devine
GROUP

Devine Limited

ABN 51 010 769 365

Level 2, KSD1,
485 Kingsford Smith Drive,
Hamilton, QLD 4007

PO Box 780,
Hamilton Central, QLD 4007


P (07) 3608 6300

F (07) 3608 6333

devine.com.au



Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



DVN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 3:00pm (Brisbane time) Monday 15 May 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Devine Limited hereby appoint

the Chairman OR
of the Meeting

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Devine Limited to be held at the Devine Limited Offices, KSD1, Level 2, 485 Kingsford Smith Drive, Hamilton on **Wednesday, 17 May 2017 at 3:00pm (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolution 1** (except where I/we have indicated a different voting intention below) even though **Resolution 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Resolution 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Election of Director — Mr Stuart Andrew Cooper | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

DVN

2 2 4 8 0 2 A

Computershare +