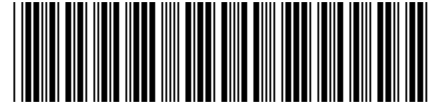


**All correspondence to:**

Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2500  
web.queries@computershare.com.au  
www.computershare.com

000001 000 SKE  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



Dear Shareholder

We recently made an announcement to the Australian Stock Exchange advising that we had successfully raised \$75 million through a placement of 14.4 million shares to institutional investors at an issue price of \$5.20, which was the approximate market price at the time of the placement. A copy of the ASX announcement is attached.

You will note that Hedonsax, the major shareholder of SKILLED Group Limited, has committed to taking an additional 2 million ordinary shares at \$5.20 per share, being the same price as the initial placement. Mr Greg Hargrave, Managing Director of SKILLED Group, has a beneficial interest in Hedonsax and shareholder approval for this placement is necessary.

To facilitate this, an Extraordinary General Meeting of shareholders is to be held on Tuesday 29 January, 2008. A notice of meeting providing further information on the proposed placement to Hedonsax is attached.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be posted to our share registry or faxed on (61 3) 9473 2555 so that it is received by 10.00 am on Sunday 27 January 2008.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A certificate form may be obtained from the Company's share registry.

Yours sincerely,



**Ken V. Loughnan AO**  
Chairman

21 December 2007  
enc

27 November 2007

**SKILLED GROUP LIMITED RAISES \$75 MILLION THROUGH INSTITUTIONAL SHARE  
PLACEMENT TO FUND FUTURE GROWTH**

SKILLED Group Limited ("SKILLED") is pleased to announce that it has successfully raised approximately \$75 million through a placement of 14.4 million ordinary shares to institutional investors at an issue price of \$5.20 per share.

Commenting on the placement Greg Hargrave, Managing Director and Chief Executive Officer said:

"We are delighted with the positive response to the institutional placement and welcome Perpetual Investments and Paradice Investment Management Pty Ltd as shareholders who we believe will be long term supporters of the Company. The support from these major institutions and the solid support we have received from our existing institutional shareholders is a strong confirmation of our strategy and our ability to deliver on it.

Over the past two years we have demonstrated our ability to effectively acquire and integrate companies while continuing to deliver double-digit organic growth. The additional capital raised will provide us with the flexibility to continue to fund growth opportunities, including acquisitions that will lead to increased shareholder value."

Hedonsax, the major shareholder, has committed to taking an additional 2 million ordinary shares at \$5.20 per share. Mr Greg Hargrave, Managing Director of SKILLED Group, has a beneficial interest in Hedonsax and shareholder approval for this placement will be sought at an Extraordinary General Meeting expected to be held in January 2008. A notice of meeting providing further information on the placement to Hedonsax will be sent to shareholders shortly.

The proceeds of the placement will enable the Company to continue to capitalise on opportunities in the fragmented staffing services sector. Settlement of the new shares issued under the placement will occur on Tuesday 4 December 2007 with quotation and normal trading of the placement shares from Wednesday 5 December 2007. The new shares will rank equally with existing shares in relation to the dividend for the period ending 31 December 2007.

As a result of the placement, the Company has increased its Net Profit after Tax (NPAT) guidance for the 2008 Financial Year to be in the range of \$36 to \$39 million. We expect the trend of stronger results in the second half to continue, consistent with the previous year.

Bell Potter Securities Limited acted as Manager on the placement.

For further information please contact:

Susan Frost  
Group Manager Corporate Affairs  
SKILLED Group  
Tel: 03 8646 6417 / 0414 921 010

**About SKILLED Group**

SKILLED Group Limited is Australia and New Zealand's leading provider of labour hire and staffing services. SKILLED Group has over 160 offices across Australasia with annualised revenues around \$2 billion. SKILLED partners with clients to improve their workforce efficiency and increase their productivity levels and provides staffing services to the industrial, call centre and healthcare sectors. SKILLED is listed on the Australian Stock Exchange (ASX: SKE) and has approximately 6,200 shareholders, predominantly in Australia.

**All correspondence to:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2555  
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001 000 SKE  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I ND

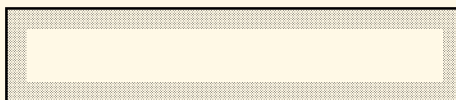
### Appointment of Proxy

I/We being a member/s of Skilled Group Limited and entitled to attend and vote hereby appoint



the Chairman  
of the Meeting  
(mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the General Meeting of Skilled Group Limited to be held at Melbourne Town Hall, Swanston Walk, Melbourne, Victoria on Tuesday, 29 January 2008 at 10.00am and at any adjournment of that meeting.

### Voting directions to your proxy - please mark to indicate your directions

Item 1 Approve issue in the last 12 months of shares

Item 2 Approve the issue of shares to Hedonsax Pty Ltd

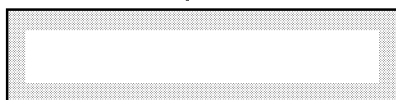
	For	Against	Abstain*
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

\* 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.

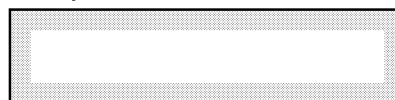
### PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



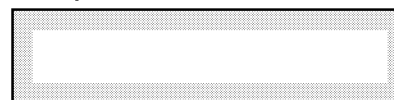
Sole Director and  
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's Share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

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

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two 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.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.
- (b) return both forms together in the same envelope.

## 5 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, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document 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.

If a representative of a corporate Securityholder or proxy 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 or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.00am on Tuesday, 29 January 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged using the reply paid envelope or:

- IN PERSON Registered Office - Level 15 380 St Kilda Road Melbourne VIC 3004  
Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
- BY MAIL Registered Office - Level 15 380 St Kilda Road Melbourne VIC 3004  
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX 61 3 9473 2555

## NOTICE OF MEETING

Notice is hereby given that a meeting of the shareholders of the Company will be held at Melbourne Town Hall, Swanston Walk, Melbourne, Victoria at 10.00am on Tuesday 29 January, 2008.

### **BUSINESS TO BE CONDUCTED**

**1. Resolution: to approve issues in the last 12 months of shares**

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

“That, for the purposes of Listing Rule 7.4 of the Australian Securities Exchange and for all other purposes, approval be given to the issue of shares in the Company, details of which are set out in Item 1 of the Explanatory Notes attached to this Notice of Meeting.”

**Voting exclusion statement:**

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of shares being ratified or any associate of any such person.

However the Company will not disregard a vote if:

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

**2. Resolution: to approve the issue of shares to Hedonsax Pty Ltd**

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

“That, for the purposes of Listing Rule 10.11 of the Australian Securities Exchange and for all other purposes, approval be given to the issue to Hedonsax Pty Ltd of 2 million shares in the Company at A\$5.20, details of which are set out in Item 2 of the Explanatory Notes attached to this Notice of Meeting.”

**Voting Exclusion Statement:**

The Company will disregard any votes cast on Resolution 2 by Hedonsax Pty Ltd and its subsidiaries and their associates.

However the Company will not disregard a vote if:

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

Dated this 21st day of December, 2007.

BY ORDER OF THE BOARD



**K.W. BIEG**  
Company Secretary

## **Voting Entitlements**

The Board has determined that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of those persons recorded on the register of members as at 10.00am on Sunday 27 January, 2008.

## **Proxies**

1. A member entitled to attend and vote at this meeting is entitled to appoint no more than two proxies (who need not be members of the Company) to attend and vote in his or her place.
2. A single proxy exercises all voting rights.
3. A member appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and does not specify each proxy's proportion (or number) of voting rights, the rights are deemed to be 50 percent each. Fractions of votes will be disregarded.

**The Proxy Form must be received by 10.00am on Sunday 27 January, 2008, and be lodged:**

**By Fax:** +61 (3) 9473 2555

**In Person:** Registered Office: Level 15, 380 St Kilda Road, Melbourne, Victoria, 3004.  
Share Registry - Computershare Investor Services Pty Limited, Yarra Falls,  
452 Johnston Street, Abbotsford, Victoria, 3067

**By Mail:** Registered Office, Level 15, 380 St Kilda Road, Melbourne, Victoria, 3004.  
Share Registry – Computershare Investor Services Pty Limited, GPO Box 242,  
Melbourne, Victoria, 3001

## Explanatory Notes

### **Item 1. Resolution: to approve issues in the last 12 months of shares**

Under ASX Listing Rule 7.1, Skilled Group is limited to issuing up to 15% of its issued capital in any 12 month period without member approval. However, under ASX Listing Rule 7.4, the Company may seek subsequent member approval to specified issues of shares, and if that approval is granted, such issues do not count toward the 15% limit.

The Company is seeking shareholder approval of the issue of shares to institutional and sophisticated investors that was made under the placement announced to the ASX on 27 November 2007 ("Placement"). The funds raised under the Placement will be used to provide the Company with the flexibility to continue to fund growth opportunities, including acquisitions that will lead to increased shareholder value. In addition the proceeds of the placement will enable the Company to continue to capitalise on opportunities in the fragmented staffing services sector.

The Placement used up 13.7% of Skilled Group's 15% placement capacity.

ASX Listing Rule 7.5 requires that shareholders are provided with the following information:

DATE	NATURE OF ISSUE	NUMBER OF SHARES ALLOTTED	ISSUE PRICE OF SHARES	TERMS OF THE SHARES	BASIS OF ALLOTTEE DETERMINATION	USE OR INTENDED USE OF FUNDS RAISED
4 December 2007	Placement	14,423,077	A\$5.20 per Share	Shares rank equally in all respects with shares then on issue from the date of allotment.	Persons identified by the manager of the Placement (in consultation with the Company) as persons to whom offers of securities could be made without disclosure under Chapter 6D of the Corporations Act 2001.	To provide the Company with the flexibility to continue to fund growth opportunities, including acquisitions that will lead to increased shareholder value and to enable the Company to continue to capitalise on opportunities in the fragmented staffing services sector.

The directors of the Company believe that it is in the best interests of the Company that an ability to issue up to a full 15% of the issued capital of the Company is maintained, so that Skilled Group may take advantage of commercial opportunities that may arise in the course of its activities as and when those opportunities arise and have maximum flexibility in its funding options for future commercial opportunities whilst also ensuring that an optimal capital structure can be maintained.

*Accordingly, the directors of the Company unanimously recommend that you cast your vote in favour of Resolution 1, either by attending the meeting in person or by ticking the box marked "For" and submitting your proxy form in accordance with the instructions in the Notice of Meeting.*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of shares being ratified or any associate of any such person.

## **Item 2. Resolution: to approve the issue of shares to Hedonsax Pty Ltd**

In conjunction with the Placement, Skilled Group agreed to issue to Hedonsax Pty Ltd, the major shareholder, an additional 2 million shares, conditional on receipt of Shareholder approval ("Hedonsax Placement"). If this resolution is passed, Hedonsax Pty Ltd's percentage holding in Skilled Group will be 51.2% compared to 49.5% prior to the Hedonsax Placement and 56.3% prior to both the Placement and the Hedonsax Placement.

Shares issued under the Hedonsax Placement will be issued at the same price and on the same terms as the shares issued under the Placement. The funds raised from the Hedonsax Placement will be used to provide the Company with the flexibility to continue to fund growth opportunities, including acquisitions that will lead to increased shareholder value. In addition the proceeds of the placement will enable the Company to continue to capitalise on opportunities in the fragmented staffing services sector.

Under ASX Listing Rule 10.11, Skilled Group may only issue shares to a related party with the approval of its shareholders. Hedonsax Pty Ltd is considered to be a related party of Skilled Group for the purpose of ASX Listing Rule 10.11. Accordingly, Skilled Group is seeking shareholder approval to issue 2 million shares to Hedonsax Pty Ltd under the Hedonsax Placement for the purposes of ASX Listing Rule 10.11. If the approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Shareholder approval of the Hedonsax Placement means that the issue of shares under the Hedonsax Placement will not utilise any of Skilled Group's 15% placement capacity under Listing Rule 7.1.

ASX Listing Rule 10.13 requires that shareholders are provided with the following information:

<b>DATE</b>	<b>NATURE OF ISSUE</b>	<b>NUMBER OF SHARES</b>	<b>ISSUE PRICE OF SHARES</b>	<b>TERMS OF THE SHARES</b>	<b>ALLOTTEE</b>	<b>USE OR INTENDED USE OF FUNDS RAISED</b>
Anticipated to be 29 January, 2008 but in any event no later than 1 month after the meeting	Placement	2 million	A\$5.20 per share	Shares rank equally in all respects with shares then on issue from the date of allotment.	Hedonsax Pty Ltd	To provide the Company with the flexibility to continue to fund growth opportunities, including acquisitions that will lead to increased shareholder value and to enable the Company to continue to capitalise on opportunities in the fragmented staffing services sector.

The directors of the Company believe that it is in the best interests of Skilled Group that Hedonsax Pty Ltd be issued shares through the Hedonsax Placement. The shareholding of Hedonsax Pty Ltd is an important and strategic holding. If shareholder approval is granted, the shares that will be issued to Hedonsax Pty Ltd under the Hedonsax Placement will mean that Hedonsax Pty Ltd's interest in Skilled Group will be maintained at approximately the same level that it was immediately before the Placement was undertaken. Further, the approval of the Hedonsax Placement will provide an additional A\$10.4 million of funding to provide the Company with the flexibility to continue to fund growth opportunities, including acquisitions that will lead to increased shareholder value and to enable the Company to continue to capitalise on opportunities in the fragmented staffing services sector.

*Accordingly, the directors of the Company (other than Greg Hargrave who is associated with Hedonsax Pty Ltd and considers it appropriate to decline to make a recommendation) unanimously recommend that you cast your vote in favour of Resolution 2, either by attending the meetings in person or by ticking the box marked "For" and submitting your proxy form in accordance with the instructions in the Notice of Meeting.*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 2 by Hedonsax Pty Ltd and its associates.