

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Name of entity

Skilled Group Limited

ABN

66 005 585 811

We (the entity) give ASX the following information.

Part 1 - All issues

- | | |
|--|--|
| 1 +Class of +securities issued or to be issued | Ordinary shares |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | Further to the shares issued pursuant to the terms of the underwritten accelerated non-renounceable pro rata entitlement offer (Entitlement Offer) announced to ASX on 23 February 2011 (and referred to in an Appendix 3B released to the ASX on that date) comprising an Institutional Entitlement Offer and a Retail Entitlement Offer , a further 2,616 shares (New Shares) in the capital of Skilled Group Limited (the Company) have been issued under the Retail Entitlement Offer due to the reconciliation and rounding of shareholder entitlements. |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares. |

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the New Shares will rank equally in all respects with existing shares from the date of allotment.</p>						
<p>5 Issue price or consideration</p>	<p>\$1.68</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Company intends to use the proceeds of the Retail Entitlement Offer to reduce debt and debt servicing costs and position the Company for future growth.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Shares issued under the Retail Entitlement Offer have been entered into uncertificated holdings on 29 March 2011.</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1182 935 1211">Number</th> <th data-bbox="935 1182 1286 1211">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1211 935 1375">232,963,526</td> <td data-bbox="935 1211 1286 1375">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	232,963,526	Fully paid ordinary shares		
Number	+Class						
232,963,526	Fully paid ordinary shares						
<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1413 935 1442">Number</th> <th data-bbox="935 1413 1286 1442">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1442 935 1630">7,078,000</td> <td data-bbox="935 1442 1286 1630">Options to acquire ordinary shares granted under the Skilled Group Executive Share Option Plan and Skilled Group Limited Executive Long Term Incentive Plan</td> </tr> <tr> <td data-bbox="695 1630 935 1789">1,492,600</td> <td data-bbox="935 1630 1286 1789">Performance Rights to acquire ordinary shares granted under the Skilled Group Limited Executive Long Term Incentive Plan</td> </tr> </tbody> </table>	Number	+Class	7,078,000	Options to acquire ordinary shares granted under the Skilled Group Executive Share Option Plan and Skilled Group Limited Executive Long Term Incentive Plan	1,492,600	Performance Rights to acquire ordinary shares granted under the Skilled Group Limited Executive Long Term Incentive Plan
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7,078,000	Options to acquire ordinary shares granted under the Skilled Group Executive Share Option Plan and Skilled Group Limited Executive Long Term Incentive Plan						
1,492,600	Performance Rights to acquire ordinary shares granted under the Skilled Group Limited Executive Long Term Incentive Plan						
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>No change.</p>						

Part 2 - Bonus issue or pro rata issue

+ See chapter 19 for defined terms.

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting

- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

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39 Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

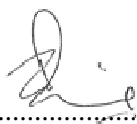
+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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(Company secretary)

29 March 2011

Date:

Print name:

Timothy A Paine
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