

22 October 2010

Company Announcement Office
Australian Securities Exchange
Level 3, 20 Bridge Street
SYDNEY NSW 2000

By ASX Online

NOTICE OF ANNUAL GENERAL MEETING

Attached is the Notice of Annual General Meeting which is being mailed to Decmil Group Limited (ASX: DCG) shareholders today together with the 2010 Annual Report.

Yours faithfully



Justine Campbell
Company Secretary

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ASX DCG
ABN 35 111 210 390



Decmil Group Limited

DECMIL GROUP LIMITED

ACN 111 210 390

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (WST)

DATE: 22 November 2010

PLACE: Hyatt Regency Hotel
99 Adelaide Terrace
Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9368 8877.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on 22 November 2010 at:

Hyatt Regency Hotel, 99 Adelaide Terrace, Perth, WA, 6000.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) facsimile to Computershare Investor Services Pty Limited on facsimile number within Australia 1800 783 447 and outside Australia (+61 3) 9473 2555; or
- (b) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001; or
- (c) person to Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth, WA 6000; or
- (d) electronic means at the Computershare Investor Services Pty Limited website www.investorvote.com.au (for intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions); or
- (e) email to the Company at dgl@decmilgroup.com.au,

so that it is received not later than 10:00am (WST) on 20 November 2010.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders will be held at 10:00am (WST) on 22 November 2010 at the Hyatt Regency Hotel, 99 Adelaide Terrace, Perth WA 6000.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10:00am (WST) on 20 November 2010.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2010."

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GILES EVERIST

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Mr Giles Everist, a Director who was appointed on 4 January 2010, retires, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR LEE VERIOS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Mr Lee Verios, a Director who was appointed on 28 April 2010, retires, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR DENIS CRIDDLE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Denis Criddle, a Director, retires by rotation, and being eligible, is re-elected as a Director."

DATED: 20 OCTOBER 2010

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'B. Kelman', written in a cursive style.

**BRAD KELMAN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am (WST) on 22 November 2010 at the Hyatt Regency Hotel, 99 Adelaide Terrace, Perth WA 6000.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is on its website at www.decmilgroup.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – MR GILES EVERIST AND MR LEE VERIOS

Clause 11.11 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Clause 11.12 of the Constitution confirms that any Director so appointed under clause 11.11 holds office only until the next following annual general meeting and is then eligible for re-election.

Messrs Mr Giles Everist and Mr Lee Verios will retire in accordance with clause 11.12 of the Constitution and being eligible seeks re-election.

Mr Giles Everist

Appointed as Non-Executive Director in December 2009. Formerly the Chief Financial Officer and Company Secretary of Monadelphous Group Limited between 2003 and 2009.

Giles has more than 16 years experience in the resources and engineering services industry. During his career he has held financial executive roles with Rio Tinto in the United Kingdom and Australia plus major design engineering group Flour Australia.

Mr Lee Verios

Appointed as a Non-Executive Director in April 2010. Formerly a partner in the international law firm Norton Rose, he is an experienced commercial and property lawyer. He also has broad experience as a company director and is a member of the Australian Institute of Company Directors and the Law Society of WA.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR DENIS CRIDDLE

Clause 11.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Company currently has seven (7) Directors and accordingly two (2) must retire.

Mr Denis Criddle, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Robert Franco, the Director longest in office since his last election, retires by rotation and does not seek re-election.

Mr Denis Criddle

Denis was appointed as Non-Executive Chairman in September 2009. Denis is the founder of Decmil Australia Pty Ltd which was acquired by Decmil Group Limited in July 2007. A civil engineer with more than 30 years experience in the civil construction and maintenance industry in the Northwest of Western Australia and in Queensland, Denis has been involved in rural investments and local government. He was elected Shire President of the Roebourne Shire Council during the development years of oil and gas expansion in the Karratha region.

5. ENQUIRIES

Shareholders are requested to contact Justine Campbell or Brad Kelman on (+ 61 8) 9368 8877 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Decmil Group Limited (ACN 111 210 390).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



Decmil Group Limited

www.decmilgroup.com.au