

SG Fleet Group Limited
ACN 167 554 574
ASX: SGF

Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation on a conditional and deferred settlement trading basis of the fully paid ordinary shares in SG Fleet Group Limited (**SG Fleet Group**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the SG Fleet Group prospectus dated 20 February 2014, available at www.asx.com.au.

Basis of allocation and procedures for determining allocations

The basis of allocation and the procedures by which Applicants may determine their precise allocation of shares are described in the attached advertisement - see **Attachment 1**. This advertisement has been published in this morning's edition of the Australian Financial Review, The Australian, The Sydney Morning Herald and The Melbourne Age.

As stated in the attached advertisement, Applicants under the Broker Firm Offer can confirm their allocation of Shares by telephoning their Broker or by telephoning the SG Fleet Offer Information Line on 1300 317 954 (within Australia) or +61 3 9415 4845 (outside Australia) from 8.30am to 5.00pm Sydney time, Monday to Friday (Business Days only), from 4 March 2014.

Conditions for the Conditional Market

The conditions for the conditional market as set out in the Prospectus are:

- ASX agrees to grant quotation of the shares of SG Fleet Group;
- settlement of the Offer under the Underwriting Agreement; and
- shares of SG Fleet Group having been issued to successful applicants under the Offer.

The issue price and number of shares issued or transferred under the Offer

The issue price for each Share under the Offer is \$1.85.

The number of shares allocated under each part of the Offer is:

- Broker Firm Offer – 35,952,144
- Institutional Offer – 63,923,649
- Priority Offer – 2,067,566

The total number of shares issued under the Offer is 101,943,359.

Despatch date

The intended date for issuing Shares to Applicants under the Offer is Thursday, 6 March 2014.

The intended date for sending CHESS allotment notices, issuer or sponsored holdings statements and any refund money is Monday, 10 March 2014.

Indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders

Please refer to **Attachment 2** for an indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders.

Escrowed shares

The following is a break-down of the number of shares subject to voluntary escrow. The escrow period for each of the escrowed shareholders is the period commencing on the date SG Fleet Group is admitted to the official list of the ASX until the date the audited financial accounts of SG Fleet Group for the financial year ending on 30 June 2015 have been released to the ASX (or the date on which the escrowed shareholder ceases to be an employee of SG Fleet Group, whichever is earlier).

Escrowed shareholders - Interests associated with:	Number of shares subject to voluntary escrow
MacDonald Gilbert Bell	465,960
Robert Pinkas Blau	6,756,425
David John Fernandes	912,105
MDS Fernandes Pty Ltd as trustee for the C L Fernandes Super Fund	718,755
Andrew Ian Graham and Louise Graham as trustees for the Graham Superannuation Fund	239,585
Andrew Ian Graham	342,865
KASM Holdings Pty Ltd as trustee for the KASM Discretionary Trust	589,895
Annie Margossian- Kenny and Scott Andrew Kenny as trustees for the KASM Superfund	575,005
Andrew Brian Mulcaster and Helen Jane Mulcaster as trustees for the Mulcaster Superannuation Fund	1,006,255
Andrew Brian Mulcaster	624,605
Yogan Nagaratnam and Sheila Shanthi Nagaratnam as trustees for the Cobragem Superannuation Fund	1,197,925
Cobragem Pty Ltd as Trustee for Cobragem Discretionary Trust	83,465
Ron Polkinghorne Super Fund Pty Ltd as trustee for Ron Polkinghorne Superannuation Fund	931,920
Kevin Victor Wundram	1,863,840
TOTAL	16,308,605

Attachment 1

Advertisement



IMPORTANT NOTICE TO ALL APPLICANTS UNDER THE SG FLEET GROUP LIMITED (SG FLEET) INITIAL PUBLIC OFFERING OF ORDINARY SHARES (OFFER)¹

The SG Fleet initial public offering of ordinary shares (Shares) to broker clients (Broker Firm Offer) closed at 5.00pm (Sydney time) on Friday, 28 February 2014.

OFFER DETAILS

101,943,359 Shares have been offered at \$1.85 each (Offer Price). The final Offer size was \$188,595,214 and SG Fleet's indicative market capitalisation is approximately \$449,000,000². 63,923,649 Shares were allotted under the Institutional Offer and 38,019,710 Shares were allotted under the Broker Firm Offer and Priority Offer.

ALLOCATION POLICY

The allocation policy for the Shares is described below:

- **Broker Firm Offer** – For Broker Firm Applicants it is a matter for Brokers as to how they allocate firm stock amongst their clients. Applicants under the Broker Firm Offer may confirm their allocations by phoning their Broker or by phone the SG Fleet Offer Information Line. Applications received after the close of the Broker Firm Offer, or that were accompanied by cheques that were subsequently dishonoured, have not been allocated any Shares. The amount of any unfulfilled Application Monies will be refunded to Applicants (without interest).
- **Priority Offer** - Allocations under the Priority Offer will be at the absolute discretion of SG Fleet, provided that those allocations (in aggregate) do not exceed \$4 million. Priority Offer Applicants will receive a guaranteed allocation up to and including the amount indicated on their personalised invitation. Any amount applied for in excess of this amount will be refunded in full (without interest), where Applicants receive a lesser number of Shares than the amount applied for.
- **Institutional Offer** – Allocations to Institutional Investors were determined pursuant to a Bookbuild held on 12 February 2014. Successful applicants under the Institutional Offer have been advised of their allocations.

CONDITIONAL AND DEFERRED SETTLEMENT TRADING

Shares are expected to commence trading on ASX today, Tuesday, 4 March 2014 at 12.00pm (Sydney time), initially on a conditional and deferred settlement basis, under the ASX code of "SGF".

The contracts formed on acceptance of applications will be conditional on ASX agreeing to quote the Shares on ASX, and on settlement occurring under the Underwriting Agreement (Settlement). Trades occurring on ASX before Settlement will be conditional on Settlement occurring.

Conditional trading will continue until SG Fleet has advised ASX that Settlement has occurred, which is expected to be on or about Thursday, 6 March 2014. Trading will then be on an unconditional but deferred delivery basis until SG Fleet has advised ASX that holding statements have been despatched to Shareholders.

Trading on a normal settlement basis is expected to commence on Tuesday, 11 March 2014.

All applicants are responsible for determining and confirming the number of Shares allocated to them prior to selling any Shares. Applicants who sell Shares before receiving their initial holding statement do so at their own risk.

HOLDING STATEMENTS AND REFUND CHEQUES

Holding Statements stating the number of Shares issued to each successful Applicant are expected to be despatched by Monday, 10 March 2014. Any refunds are also expected to be despatched by this date.

MORE INFORMATION

Applicants in the Broker Firm Offer will be able to call the SG Fleet Offer Information Line on 1300 317 954 (within Australia) or +61 3 9415 4845 (outside Australia) from 8.30am to 5.00pm Sydney time, Monday to Friday (Business Days only), from 4 March 2014 to confirm their allocations.

¹ Unless otherwise defined, capitalised terms in this notice have the same meaning given to them in the replacement Prospectus dated 20 February 2014.

² Based on the Offer Price and the total number of Shares on issue on Completion of the Offer. Shares may not trade at the Offer Price post-listing.

Attachment 2

Indicative distribution schedule of shareholders and indicative statement of the 20 largest shareholders

1 Indicative distribution schedule of shareholders

Range	Holders
1 to 1,000	1
1,001 to 5,000	55
5,001 to 10,000	218
10,001 to 100,000	713
100,001 and over	100
Total	1087

2 Indicative statement of the 20 largest shareholders

No	Shareholder	Shares	% of Shares
1	BLUEFIN INVESTMENTS LIMITED	122,793,532	50.60%
2	RBC DEXIA INVESTOR SERVICES TRUST	12,888,817	5.31%
3	UBS SECURITIES AUSTRALIA LTD	12,868,442	5.30%
4	CITICORP NOMINEES PTY LIMITED	10,574,929	4.36%
5	NATIONAL AUSTRALIA BANK LIMITED	8,350,124	3.44%
6	BNP PARIBAS FUND SECURITIES SERVICES	7,092,636	2.92%
7	ROBERT PINKAS BLAU	6,756,425	2.78%
8	MORGAN STANLEY AUSTRALIA SECURITIES LIMITED	5,664,866	2.33%
9	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,793,275	1.15%
10	JP MORGAN NOMINEES AUSTRALIA LIMITED	2,572,293	1.06%
11	UBS SECURITIES AUSTRALIA LTD	2,600,000	1.07%
12	KEVIN VICTOR WUNDRAM	1,863,840	0.77%
13	CREDIT SUISSE EQUITIES (AUSTRALIA) LIMITED	1,351,352	0.56%
14	INVIA CUSTODIAN PTY LIMITED	1,200,000	0.49%
15	YOGAN NAGARATNAM AND SHEILA SHANTHY NAGARATNAM AS TRUSTEES FOR THE COBRAGEM SUPERANNUATION FUND	1,197,925	0.49%
16	ANDREW BRIAN MULCASTER AND HELEN JANE MULCASTER AS TRUSTEES FOR THE MULCASTER SUPERANNUATION FUND	1,006,255	0.41%
17	RON POLKINGHORNE SUPER FUND PTY LTD AS TRUSTEE FOR RON POLKINGHORNE SUPERANNUATION FUND	931,920	0.38%
18	DAVID JOHN FERNANDES	912,105	0.38%
19	DEUTSCHE SECURITIES AUSTRALIA LIMITED	800,000	0.33%
20	MDS FERNANDES PTY LTD AS TRUSTEE FOR THE C L FERNANDES SUPER FUND	718,755	0.30%
Top 20 holders of Shares		204,937,491	84.44%
Balance of Shares		37,754,335	15.56%
Total Shares on issue		242,691,826	100.00%