



SG Fleet Group Limited
ABN 40 167 554 574
Level 2, Building 3,
20 Bridge Street
Pymble NSW 2073

www.sgfleet.com

Level 2 Building 3
20 Bridge Street
PYMBLE NSW 2073

PO Box 252
PYMBLE NSW 2073

Telephone: (02) 9494 1000
Facsimile: (02) 9391 5600

The Manager, Listings
Australian Securities Exchange
ASX Market Announcements
Level 14, Exchange Centre
20 Bridge Street
Sydney NSW 2000

20 November 2014

Dear Sir,

**RE: SG FLEET GROUP LIMITED 2014 ANNUAL GENERAL MEETING - LISTING RULES
3.13.2 AND SECTIONS 251AA(1) AND (2) OF THE CORPORATIONS ACT**

For the purpose of Listing Rule 3.13.2 and Sections 251AA(1) and (2) of the Corporations Act, I advise that:

- At the Annual General Meeting of Shareholders held today each of the Ordinary Resolutions, as set out in the attached Notice of Meeting, was passed on a show of hands with the requisite majority of votes.
- For each of the Ordinary Resolutions, as set out in the attached Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed are disclosed in Annexure "A".

Yours sincerely

Julianne Lyall-Anderson
Company Secretary



Notice of Annual
General Meeting
2014

SG Fleet Group Limited
ABN 40 167 554 574

Notice is given that the first Annual General Meeting of SG Fleet Group Limited (the Company) will be held on Thursday 20 November 2014 at the Hobart Room, Lobby Level, the Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, New South Wales commencing at 2.00 pm AEDT.

Agenda

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2014.

2. Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2014 be adopted".

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Graham Edward Maloney

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

"That Graham Edward Maloney, who retires in accordance with ASX Listing Rule 14.5 and Rule 8.1(f) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company".

4. Appointment of Auditor

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

"That KPMG of 10 Shelley Street, Sydney, New South Wales, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company".

Further information about each item of business is set out in the Explanatory Notes accompanying and forming part of this Notice of Annual General Meeting.

Voting Exclusion Statement

In accordance with the Corporations Act 2001 (Cth) (Corporations Act), the Company will disregard any votes cast on Item 2:

- (a) by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; and
- (b) as a proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Item 2:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though Item 2 is connected with the remuneration of the Company's KMP.

Entitlement to Attend and Vote

The Board has determined that, for the purposes of determining voting entitlements at the Annual General Meeting, those persons who are registered as holding shares in the Company at 7.00 pm (AEDT) on Tuesday 18 November 2014 will be entitled to vote.

Notice of Annual General Meeting

Proxies

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A shareholder may appoint not more than two proxies. A proxy need not be a member of the Company, and may be an individual or a body corporate.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If you wish to appoint a proxy, please complete and submit the Proxy Form accompanying this Notice of Annual General Meeting, by following the instructions contained in the Proxy Form.

On a show of hands, every person present and entitled to vote shall have one vote. If you have appointed a proxy and the proxy appointed is also a shareholder, or proxy for another shareholder, any direction to the proxy on how to vote may not be effective on a show of hands. Your directions will be effective if a poll is held, subject to any applicable voting exclusions.

Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.

If a shareholder appoints a member of the Company's KMP (which includes Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as proxy, they will not be able to cast the shareholder's votes on Item 2, unless they are directed how to vote or the Chairman of the Meeting is appointed as proxy. If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box for Item 2, then by completing and submitting the Proxy Form, the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant item as the Chairman decides, even though the item is connected with the remuneration of the Company's KMP. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Lodgement of Proxy Forms

Proxy Forms may be lodged with the Company's Share Registry by hand at Computershare Investor Services Pty Limited, 60 Carrington Street, Sydney New South Wales 2000, by post to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001 Australia or by fax (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555, or at the Company's registered office at SG Fleet Group Limited, Level 2, Building 3, 20 Bridge Street, Pymble, New South Wales 2073, or fax to +61 (0)2 9391 5656.

To be effective, your Proxy Form and the Power of Attorney or other authority (if any) under which it is signed (or a copy of the Power of Attorney or other authority, certified as a true copy by Statutory Declaration), must be received no later than 48 hours prior to the Annual General Meeting (i.e. no later than 2.00pm (AEDT) on Tuesday 18 November 2014) in one of the ways specified above.

Dated 23 September 2014

By order of the Board



Julianne Lyall-Anderson
Company Secretary

Explanatory Notes

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the 2014 Annual General Meeting. These Explanatory Notes form part of the Notice of Annual General Meeting and should be read with the Notice of Annual General Meeting.

Item 1 – Financial Report, Directors’ Report and Auditor’s Report

As required by section 317 of the Corporations Act, the Financial Report, Directors’ Report and Auditor’s Report of the Company for the financial year ended 30 June 2014 will be laid before the Annual General Meeting. Shareholders will be provided with the opportunity to ask questions or raise comments about the Reports or on the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company’s auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the meeting.

Item 2 – Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors’ Report, a detailed Remuneration Report setting out certain prescribed information relating to Directors’ and executives’ remuneration, and submit this for adoption by resolution of shareholders at the Annual General Meeting.

The Company’s Remuneration Report for the financial period ended 30 June 2014 is set out in the Directors’ Report which forms part of the Company’s 2014 Annual Report, a copy of which was provided to shareholders with this Notice of Annual General Meeting.

The Remuneration Report discusses matters including the remuneration policy of the Company, the remuneration paid to Directors and executives who are members of the Company’s KMP, and the relationship between remuneration of those Directors and executives and performance.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Board recommendation

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Item 3 – Re-election of Graham Edward Maloney as a Director

ASX Listing Rule 14.5 requires the Company to hold an election for at least one director of the Company each year. In accordance with Rule 8.1(f) of the Company’s Constitution, Graham Edward Maloney retires, and being eligible, offers himself for re-election.

The experience, qualifications and other information about Mr Maloney are set out below.

Mr Maloney was appointed as a Director of the Company on 15 January 2014 and is an independent Non-executive Director who is Chairman of the Audit, Risk and Compliance Committee.

Mr Maloney has over 40 years of experience in financial services, including superannuation, life insurance, commercial banking, investment banking and stock broking. He is the CEO of Stratagm, which he established in 2009 to provide strategic and financial advisory services to both businesses and individuals. Mr Maloney’s experience includes roles as Division Director at Macquarie Capital and as Group Treasurer at National Australia Bank.

Mr Maloney’s qualifications are a Bachelor of Arts from the University of Sydney, Associate of the Institute of Actuaries of Australia, Fellow of the Australian Institute of Company Directors.

Board recommendation

The Directors (Mr Maloney abstaining) recommend that shareholders vote in favour of the re-election of Mr Maloney as a Director.

Explanatory Notes

Item 4 – Appointment of Auditor

KPMG was appointed as the auditor of the Company by the Board (having received the required written consent from KPMG) in accordance with section 327A(1) of the Corporations Act on 10 February 2014, following the Company's incorporation. In accordance with section 327A(2) of the Corporations Act, that appointment will lapse at the first Annual General Meeting, and section 327B(1)(a) of the Corporations Act requires shareholders to approve the appointment of an auditor at the first Annual General Meeting. The Company is seeking shareholder approval of the appointment of KPMG as the Company's auditor.

KPMG has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is set out below.

18 August 2014

Julianne Lyall-Anderson
Company Secretary
SG Fleet Group Limited
Level 2, Building 3
20 Bridge Street
Pymble NSW 2073

Dear Ms Lyall-Anderson

Notice of Nomination of Auditor

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth) ("Act"), I, Kevin Wundram, being a shareholder of SG Fleet Group Limited (the Company), hereby nominate KPMG for appointment as auditor of the Company at the Annual General Meeting of the Company to be held on Thursday 20 November 2014, or at any adjournment thereof.

Yours sincerely



Kevin Wundram

Board recommendations

The Directors recommend that shareholders vote in favour of the appointment of KPMG as auditor.

Annexure "A"

**SG Fleet Group Limited
Annual General Meeting**

**Proxy Summary
20 November 2014**

2 To adopt the Remuneration Report for the financial year ended 30 June 2014

The instructions given to validly appointed proxies in respect of the resolution were as follows:

In Favour	Against	Abstention	Proxy's Discretion
173,282,915	174,527	35,188	213,027

The motion was carried on a show of hands as an ordinary resolution.

3 Re-election of Graham Edward Maloney

The instructions given to validly appointed proxies in respect of the resolution were as follows:

In Favour	Against	Abstention	Proxy's Discretion
187,325,315	20,000	45,533	213,027

The motion was carried on a show of hands as an ordinary resolution.

4 Appointment of Auditor

The instructions given to validly appointed proxies in respect of the resolution were as follows:

In Favour	Against	Abstention	Proxy's Discretion
187,361,065	0	29,783	213,027

The motion was carried on a show of hands as an ordinary resolution.