



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

27 October 2016

Dear Sir / Madam

RE: SG FLEET GROUP LIMITED 2016 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 resolutions, as set out in the attached Notice of Meeting, was passed unanimously on a show of hands.
- For each of the 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

Sarah Edwards
Company Secretary

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SG Fleet Group Limited

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Notice is given that the Annual General Meeting of SG Fleet Group Limited (the Company) will be held on Thursday 27 October 2016 at the Hobart Room, Lobby Level, the Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, NSW commencing at 3.00 pm AEDT.

Business of the Meeting

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 2016.

2. Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2016 be adopted".

Note: A voting exclusion statement applies to this resolution. The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Mr Andrew Reitzer

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

"That Andrew Reitzer, who retires by rotation and being eligible, be re-elected as a Director of the Company".

4. Re-election of Ms Cheryl Bart

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

"That Cheryl Sarah Bart, who retires by rotation and being eligible, be re-elected as a Director of the Company".

5. Re-election of Mr Peter Mountford

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

"That Peter William Mountford, who retires by rotation and being eligible, be re-elected as a Director of the Company".

6. Renewal of proportional takeover approval provisions

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

“That the proportional takeover provisions contained in Rule 6 of the Company’s Constitution be renewed for a further 3 years with effect from the date of the Meeting.”

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 Exclusions

Item 2 (Remuneration Report)

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 and 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 and 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.

Dated 23 September 2016

By order of the Board

Sarah Edwards

Company Secretary

Notes on Voting

Voting Entitlement

The Board has determined that persons who are registered as holding shares in the Company at 7.00 pm (AEDT) on Tuesday 25 October 2016 will be entitled to attend and vote at the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote.

Voting at the Meeting

The vote on each resolution will be decided on a show of hands or a poll, as determined by the Chairman of the Meeting in accordance with the Corporations Act and the Company's Constitution.

On a show of hands, each shareholder present in person or by proxy has one vote. On a poll, each shareholder present in person or by proxy has one vote for each fully paid ordinary share in the Company they hold.

Voting by proxy

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 proxy need not be a shareholder, and may be an individual or a body corporate.

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. Otherwise, each proxy will be entitled to exercise half of the shareholder's votes.

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.

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

Appointing a member of the KMP to act as your proxy

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 on Item 2 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 Item 2 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.

Notes on Voting

How to lodge a Proxy Form

Proxy Forms may be lodged with the Company's Share Registry in one of the following ways:

- Online:** www.investorvote.com.au
- Mail:** Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001 Australia
- Hand delivery:** Computershare Investor Services Pty Limited
60 Carrington Street
Sydney New South Wales
- Fax:** 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

To be effective, your Proxy Form (and any Power of Attorney or other authority under which it is signed or a certified copy), must be received no later than 48 hours prior to the Annual General Meeting (i.e. no later than 3.00pm (AEDT) on Tuesday 25 October 2016).

Attorneys

Where a shareholder appoints an attorney to act on their behalf at the Meeting, this appointment must be made by a duly executed power of attorney. The power of attorney must be provided prior to admission to the Meeting.

Corporations

If a body corporate is a shareholder or 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.

Evidence of the appointment of a corporate representative must be received prior to admission to the Meeting.

Explanatory Notes

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the 2016 Annual General Meeting.

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

As required by the Corporations Act, the Financial Report, Directors’ Report and Auditor’s Report of the Company for the financial year ended 30 June 2016 will be laid before the Annual General Meeting. There is no requirement for shareholders to vote on this Item.

Shareholders will be provided with the opportunity to ask questions or raise comments about the Reports or 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.

Item 2 – Remuneration Report

Under the Corporations Act, the Company is required to submit its Remuneration Report for adoption by shareholders at the Annual General Meeting.

The Company’s Remuneration Report for the financial period ended 30 June 2016 is set out in the Directors’ Report which forms part of the Company’s 2016 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.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Board recommendation

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

Item 3, 4 and 5 – Election of Directors

Rule 8.1(d) of the Company’s Constitution provides that a Director of the Company must not hold office (without re-election) past the third annual general meeting following the Director’s last election or re-election.

As this is the third Annual General Meeting of the Company since Mr Reitzer, Ms Bart and Mr Mountford were elected, they retire, and being eligible, offer themselves for re-election.

The experience, qualifications and other information about each Director standing for re-election are set out below.

Andrew Reitzer (Independent Non-executive Director and Chairman)

Mr Reitzer was appointed to the Board in February 2014 and has been the Chairman since that time. He is a member of the Company’s Nomination and Remuneration Committee.

Mr Reitzer holds a Bachelor of Commerce and a Master of Business Leadership from the University of South Africa and has over 35 years of global experience in the retailing and wholesaling industry. He has served as the Chief Executive Officer (‘CEO’) of Metcash Limited between 1998 and 2013, and continues as a consultant. Prior to his appointment as CEO of Metcash, Andrew held various management roles at Metro Cash & Carry Limited and was appointed to lead the establishment of Metro’s operations in Israel and Russia and served as the Group Operations Director.

Explanatory Notes

Board recommendation for Item 3

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

Cheryl Sarah Bart (Independent Non-executive Director)

Ms Bart was appointed to the Board in January 2014, and is a member of the Company's Nomination and Remuneration Committee and Audit, Risk and Compliance Committee.

Ms Bart holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales and is a Fellow of the Australian Institute of Company Directors.

Ms Bart is a qualified lawyer and company director with experience across industries including financial services, utilities, energy, broadcasting, football and film. Ms Bart previously worked as a lawyer specialising in Banking and Finance at Mallesons Stephen Jaques (now King & Wood Mallesons). Ms Bart was previously Chairman of ANZ Trustees Ltd, and a director of the Environment Protection Authority of South Australia, the South Australian Film Corporation, Adelaide Film Festival and the Foundation for Alcohol Research and Education ('FARE'). She is the 31st person in the world to complete The Explorer's Grand Slam, and is a Patron of SportsConnect.

Board recommendation for Item 4

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

Peter William Mountford (Non-executive Director)

Mr Mountford was appointed to the Board in February 2014, and is a member of the Company's Nomination and Remuneration Committee and Audit, Risk and Compliance Committee.

Mr Mountford holds a Bachelor of Commerce and Bachelor of Accountancy from the University of the Witwatersrand, he is a Chartered Accountant, holds a Higher Diploma in Taxation from the University of Witwatersrand and MBA (With Distinction) from Warwick University.

Mr Mountford is the nominee for Super Group Limited (the Company's majority shareholder), has over 20 years of senior management experience and currently serves as the CEO of Super Group Limited since 2009. Prior to becoming the CEO of Super Group, he served as the Managing Director of Super Group's Logistics and Transport division and later its Supply Chain division. Peter's experience also includes six years as the CEO of Imperial Holdings' Consumer Logistics division and as Managing Director of South African Breweries Diversified Beverages.

Board recommendation for Item 5

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

Item 6 – Renewal of proportional takeover approval provisions

The Company's Constitution currently contains provisions dealing with proportional takeover bids for the Company's shares in accordance with the Corporations Act. The provisions, which are contained in Rule 6 of the Constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The current provisions will automatically cease to have effect in February 2017 unless renewed by the proposed special resolution. These provisions must be renewed at this Annual General Meeting in order to apply to any future proportional takeover offers made after that time.

If these provisions are renewed by shareholders at the meeting, they will be in exactly the same terms as the existing provisions and will operate for three years.

A copy of the Company's current Constitution is available on the Company's website at <http://investors.sgfleet.com/Investors/?page=Policies---Practices>.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of proportional takeover approval provisions

A proportional takeover offer is where an offer is made to each shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

The current provisions of the Constitution state that, if a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid on a day that is at least 14 days before the bid period closes (or such later date as is approved by the Australian Securities and Investments Commission).

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed, but only by a special resolution.

Explanatory Notes

Reasons for renewing the provisions

If the proportional takeover approval provisions are not in the Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Review of proportional takeover provisions

While proportional takeover approval provisions have previously been in force under the Company's Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders.

Potential advantages and disadvantages

The Directors consider that the renewal of the proportional takeover approval provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

No knowledge of any acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Board recommendation

The Directors recommend that shareholders vote in favour of the renewal of the proportional takeover approval provisions in the Company's Constitution.

Annexure "A"

**SG Fleet Group Limited
Annual General Meeting**

**Proxy Summary
27 October 2016**

2 To adopt the Remuneration Report for the financial year ended 30 June 2016

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

In Favour	Against	Abstention	Proxy's Discretion
185,662,032	366,738	507,419	260,212

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

3 Re-election of Andrew Reitzer

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

In Favour	Against	Abstention	Proxy's Discretion
203,679,114	5,150	3,732	260,212

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

4 Re-election of Cheryl Bart

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

In Favour	Against	Abstention	Proxy's Discretion
202,271,304	1,412,960	3,732	260,212

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

5 Re-election of Peter Mountford

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

In Favour	Against	Abstention	Proxy's Discretion
201,964,150	1,449,344	4,232	530,482

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

6 Renewal of proportional takeover approval provisions

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

In Favour	Against	Abstention	Proxy's Discretion
203,661,754	4,121	22,121	260,212

The motion was carried unanimously on a show of hands as a special resolution.

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