# ASX ANNOUNCEMENT



18 October 2012

Dave Filov ASX Limited Level 8, 2 The Esplanade PERTH WA 6000

### Rights issue cleansing notice under section 708AA(2)(f) Corporations Act

ASG Group Limited (**ASG**) announced today that it will undertake an accelerated non-renounceable rights issue of approximately 29,531,252 fully paid ordinary shares (**Entitlement Offer**). Eligible shareholders will be entitled to subscribe for one ordinary ASG share (**New Shares**) for every six ordinary ASG shares held at the Record Date, being 7.00pm (AEDST) on 23 October 2012 with each New Share being issued at an issue price of \$0.52 to raise approximately \$15.4 million.

The Entitlement Offer has two components:

- an initial offer to eligible institutional and sophisticated shareholders identified by ASG;
   and
- an offer to remaining eligible shareholders.

The Entitlement Offer is fully underwritten.

ASG will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) *Corporations Act 2001* (**Corporations Act**) as notionally modified by ASIC Class Order 08/35 (CO 08/35).

Further details regarding the Entitlement Offer are set out in the Investor Presentation accompanying this Notice.

### Details of the securities issued

Class of securities: Ordinary shares

ASX Code of the securities: ASZ

**Date of the issue or expected issue of** 1 November 2012 (institutional component)

the securities:
21 November 2012 (retail component)

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**Total number of securities issued or expected to be issued:**29,531,252 (subject to rounding up of fractional entitlements and the exercise of options before the Record Date for the Entitlement Offer)

For the purposes of section 708AA(7) Corporations Act, ASG advises that:

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- 1. the New Shares will be issued without disclosure under Part 6D.2 Corporations Act as notionally modified by CO 08/35;
- this notice is given under section 708AA(2)(f) Corporations Act as notionally modified by CO 08/35;
- 3. as at the date of this notice, ASG has complied with the provisions of:
  - a. Chapter 2M Corporations Act as they apply to ASG; and
  - b. section 674 Corporations Act;
- 4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) Corporations Act to be disclosed under section 708AA(7)(d) Corporations Act; and
- 5. the potential effect that the Entitlement Offer will have on the control of ASG, and the consequences of that effect, is as follows:
  - a. if all shareholders take up their entitlement to New Shares, the Entitlement Offer will have no effect on the control of ASG as all shareholders would continue to hold the same percentage interest in ASG. As the institutional component of the Entitlement Offer occurs prior to the retail component, most shareholders will be initially diluted on the issue of New Shares under the institutional component of the Entitlement Offer; and
  - b. in the event that some shareholders do not take up their full entitlement, such shareholders will be diluted relative to those who did. UBS AG, Australia Branch ("UBS") as underwriter will either place the shortfall to sub-underwriters or take up the shortfall itself. Having regard to the number of shares to be issued under the Entitlement Offer, even if a substantial shortfall eventuated, UBS or sub-underwriters would not be in a position to exercise any substantive control in ASG.

Further details regarding the Entitlement Offer are set out in the Investor Presentation.

#### FOR FURTHER INFORMATION PLEASE CONTACT:

Mr Geoff Lewis Mr Stuart Whipp

Chief Executive Officer Chief Financial Officer

ASG Group Limited ASG Group Limited