

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

ASG GROUP LIMITED

ABN

57 070 045 117

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---------------------------------------|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 29,531,525 Fully Paid Ordinary Shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes							
	If the additional securities do not rank equally, please state:								
	<ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 								
5	Issue price or consideration	\$0.52 per share (Based on 20.4% discount to the Theoretical Ex Rights Price using the closing price on 17 October 2012)							
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Fully underwritten pro-rata accelerated non-renounceable entitlement offer (the " Offer ") to raise approximately A\$15.4 million.							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>1 November 2012 for Institutional Entitlement Offer</p> <p>21 November 2012 for Retail Entitlement Offer</p>							
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="711 1473 914 1503">Number</th> <th data-bbox="914 1473 1316 1503">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="711 1503 914 1565">201,703,331</td> <td data-bbox="914 1503 1316 1565">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="711 1565 914 1659">5,015,433</td> <td data-bbox="914 1565 1316 1659">Fully Paid Ordinary subject to 3 month escrow finishing on 5 December 2012.</td> </tr> </tbody> </table>		Number	+Class	201,703,331	Fully Paid Ordinary Shares	5,015,433	Fully Paid Ordinary subject to 3 month escrow finishing on 5 December 2012.
Number	+Class								
201,703,331	Fully Paid Ordinary Shares								
5,015,433	Fully Paid Ordinary subject to 3 month escrow finishing on 5 December 2012.								

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		3,419,720	Employee Options
		3,000,000	Unlisted Options exercisable at \$1.12 expiring on 31 August 2015.
		5,100,000	<p>Unlisted Employee Options exercisable at \$1.12 on or before 31 August 2017 with the following vesting conditions:</p> <ul style="list-style-type: none"> - Employee must remain employed with ASG Group until 31 August 2014; and - ASG Groups Earnings Per Share as at 30 June 2014 must be at least 50% higher than ASG Groups EPS as at 30 June 2011. <p>The vesting of the options may be accelerated by the Board subject to certain accelerated vesting events.</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank equally with other shares in same class	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-Renounceable
13	Ratio in which the ⁺ securities will be offered	1 for 6
14	⁺ Class of ⁺ securities to which the offer relates	Fully Paid Ordinary Shares
15	⁺ Record date to determine entitlements	7.00pm (Sydney time) on 23 October 2012
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	Rounded up
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	Institutional Offer: 18 October 2012 Retail Offer: 13 November 2012
20	Names of any underwriters	UBS AG: Australia Branch
21	Amount of any underwriting fee or commission	An underwriting fee of 3.5% of total Funds Raised A management fee of 0.5% of the total Funds Raised
22	Names of any brokers to the issue	UBS AG
23	Fee or commission payable to the broker to the issue	Nil
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Nil
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	29 October 2012
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	1 November 2012 for Institutional Entitlement Offer 21 November 2012 for Retail Entitlement Offer

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities

(a) Yes Securities described in Part 1

(b) N/A All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

+ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/A	N/A

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 18 October 2012

Print name:

(Company secretary)
Peter Torre