

## ASX ANNOUNCEMENT

5 December 2016

### **SAI GLOBAL SHAREHOLDERS APPROVE SCHEME TO IMPLEMENT ACQUISITION BY BARING ASIA PRIVATE EQUITY FUND VI**

SAI Global Limited (ASX:SAI) ("**SAI Global**") shareholders today voted overwhelmingly in favour of the scheme of arrangement ("the **Scheme**") under which it is proposed that, Baring Asia Private Equity Fund VI (through its wholly owned subsidiary Casmar (Australia) Pty Limited) will acquire 100% of the shares in SAI Global.

The resolution to approve the Scheme, as set out in the Notice of Scheme Meeting that was despatched to SAI shareholders with the Scheme Booklet on 4 November 2016, was approved by the requisite majorities of SAI Global shareholders at a meeting in Sydney earlier today ("**Scheme Meeting**"). The resolution was decided by way of a poll, and details of the poll and proxy results are set out in the attached document, including a summary of the poll voting results, direct votes received and votes by proxies. In summary, **99.88%** of the votes cast were in favour of the resolution and **95.42%** of shareholders present at the meeting (in person or by proxy) voted in favour of the resolution.

SAI Global will apply to the Federal Court of Australia (the "**Court**") for approval of the Scheme at a hearing scheduled for Friday 9 December 2016. SAI Global will make a further announcement after the Court has considered the matter. If the Court approves the Scheme, SAI Global proposes to lodge the Orders of the Court with the Australian Securities and Investments Commission on Monday 12 December 2016 and the Scheme will become effective on that date. If this occurs, the last day that SAI Global shares will trade on the Australian Securities Exchange will be Monday 12 December 2016.

If the Scheme becomes effective, on implementation of the Scheme (which is expected to occur on Friday, 23 December 2016), SAI Global shareholders will receive AUD\$4.75 for each SAI Global share held on the Scheme Record Date of 7:00pm (Sydney time) on Monday 19 December 2016. Cash payments will be made to SAI shareholders in the manner described in the Scheme Booklet.

SAI Global has established the SAI Global Shareholder Information Line to answer questions shareholders may have in relation to the Scheme. The SAI Global shareholders Information Line is available between 7.00am and 7.30pm (Sydney time) Monday to Friday on 1300 654 848 (within Australia) or +61 1300 654 848 (outside Australia) Monday to Friday between 7.00 am and 7.30pm (Sydney time).

-ENDS-

**DECLARATION OF A POLL**

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

**RESOLUTION 1**

**THAT, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE CORPORATIONS ACT, THE SCHEME, THE TERMS OF WHICH ARE CONTAINED IN AND MORE PARTICULARLY DESCRIBED IN THE SCHEME BOOKLET IS APPROVED (WITH OR WITHOUT MODIFICATION AS APPROVED BY THE COURT).**

**FOR:**

<b>134,880,438</b>	VOTES REPRESENTING	<b>99.88%</b>	OF VOTES CAST
<b>1,188</b>	HOLDERS REPRESENTING	<b>95.42%</b>	OF HOLDERS

**AGAINST:**

<b>160,556</b>	VOTES REPRESENTING	<b>0.12%</b>	OF VOTES CAST
<b>57</b>	HOLDERS REPRESENTING	<b>4.58%</b>	OF HOLDERS

**ABSTAIN:**

(note only)

<b>36,599</b>	VOTES
<b>5</b>	HOLDERS

Signature of Scrutineer

Date

SCHEME MEETING  
Monday, 5 December, 2016

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1 THAT, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE CORPORATIONS ACT, THE SCHEME, THE TERMS OF WHICH ARE CONTAINED IN AND MORE PARTICULARLY DESCRIBED IN THE SCHEME BOOKLET IS APPROVED (WITH OR WITHOUT MODIFICATION AS APPROVED BY THE COURT).	134,203,796	153,056	550,647	30,147	134,880,438 99.88%	160,556 0.12%	36,599

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item