



**WASHINGTON H SOUL PATTINSON  
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

25 March 2019

The Company Secretary  
SG Fleet Group Limited  
Building 3, 20 Bridge Street,  
PYMBLE NSW 2073

Dear Ms Rigato

**Notice of Change of Interests of Substantial Holder**

We enclose Corporations Act 2001 Form 604, Notice of Change of Interests of Substantial Holder, lodged today with the Australian Securities Exchange.

This notice is the result of a technical relevant interest arising from Washington H Soul Pattinson and Company Limited (WHSP) holding more than 20% of the issued capital of Pengana Capital Group Limited.

WHSP does not hold any shares in SG Fleet Group Limited directly.

Yours faithfully

I.D. Bloodworth  
Company Secretary

# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme SG Fleet Group Limited (ASX: SGF)

ACN/ARSN ACN 167 554 574

#### 1. Details of substantial holder(1)

Name Washington H. Soul Pattinson and Company Limited (WHSP)

ACN/ARSN (if applicable) ACN 000 002 728

There was a change in the interests of the substantial holder on 21/03/2019

The previous notice was given to the company on 08/12/2017

The previous notice was dated 08/12/2017

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	16,286,464	6.33%	13,898,378	5.31%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected		Person's votes affected
11/12/2017	WHSP (relevant interest due to holding voting power of more than 20% in Pengana Capital Group Limited (PCG))	Purchase	\$1,799,344	500,967	Ordinary Shares	500,967
13/12/2017	WHSP as above	Purchase	\$79,917	19,129	Ordinary Shares	19,129
14/12/2017	WHSP as above	Purchase	\$671,215	165,708	Ordinary Shares	165,708
15/12/2017	WHSP as above	Purchase	\$32,901	8,028	Ordinary Shares	8,028
9/01/2018	WHSP as above	Purchase	\$140,239	35,513	Ordinary Shares	35,513
6/02/2018	WHSP as above	Sale	\$11,092	-2,518	Ordinary Shares	-2,518
22/02/2018	WHSP as above	Purchase	\$10,209	2,518	Ordinary Shares	2,518
23/02/2018	WHSP as above	Purchase	\$3,651	1,000	Ordinary Shares	1,000
28/02/2018	WHSP as above	Purchase	\$74,695	19,835	Ordinary Shares	19,835

1/03/2018	WHSP as above	Purchase	\$23,488	6,271	Ordinary Shares	6,271
20/03/2018	WHSP as above	Purchase	\$18,755	4,943	Ordinary Shares	4,943
22/03/2018	WHSP as above	Purchase	\$75	20	Ordinary Shares	20
10/04/2018	WHSP as above	Purchase	\$3,558	1,000	Ordinary Shares	1,000
13/04/2018	WHSP as above	Purchase	\$14,474	4,110	Ordinary Shares	4,110
16/04/2018	WHSP as above	Purchase	\$6,509	1,890	Ordinary Shares	1,890
1/05/2018	WHSP as above	Sale	\$49	-14	Ordinary Shares	-14
3/05/2018	WHSP as above	Sale	\$136,600	-37,903	Ordinary Shares	-37,903
4/05/2018	WHSP as above	Sale	\$71,941	-20,000	Ordinary Shares	-20,000
7/05/2018	WHSP as above	Sale	\$37,206	-10,000	Ordinary Shares	-10,000
11/05/2018	WHSP as above	Sale	\$1,817,293	-467,000	Ordinary Shares	-467,000
7/08/2018	WHSP as above	Sale	\$87,529	-25,000	Ordinary Shares	-25,000
20/08/2018	WHSP as above	Purchase	\$91,350	25,000	Ordinary Shares	25,000
27/08/2018	WHSP as above	Sale	\$59,634	-15,000	Ordinary Shares	-15,000
4/02/2019	WHSP as above	Sale	\$41,137	-15,000	Ordinary Shares	-15,000
5/02/2019	WHSP as above	Sale	\$26,071	-10,000	Ordinary Shares	-10,000
15/02/2019	WHSP as above	Sale	\$1,297,140	-500,000	Ordinary Shares	-500,000
18/02/2019	WHSP as above	Sale	\$804,310	-310,000	Ordinary Shares	-310,000
19/02/2019	WHSP as above	Sale	\$47,987	-20,000	Ordinary Shares	-20,000
21/02/2019	WHSP as above	Sale	\$217,955	-84,632	Ordinary Shares	-84,632
25/02/2019	WHSP as above	Sale	\$1,583,499	-615,065	Ordinary Shares	-615,065
26/02/2019	WHSP as above	Sale	\$104,680	-40,575	Ordinary Shares	-40,575
27/02/2019	WHSP as above	Sale	\$239,762	-93,404	Ordinary Shares	-93,404
28/02/2019	WHSP as above	Sale	\$81,648	-31,726	Ordinary Shares	-31,726
7/03/2019	WHSP as above	Sale	\$676,781	-266,240	Ordinary Shares	-266,240
14/03/2019	WHSP as above	Sale	\$19,754	-7,919	Ordinary Shares	-7,919
20/03/2019	WHSP as above	Sale	\$147,787	-60,432	Ordinary Shares	-60,432
21/03/2019	WHSP as above	Sale	\$168,333	-68,554	Ordinary Shares	-68,554

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
WHSP	BNP Paribas Nominees Pty Limited		Relevant interest due to WHSP holding voting power of more than 20% in PCG	13,898,378 Ordinary Shares	13,898,378

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
PCG	Level 12, 167 Macquarie Street, Sydney NSW 2000

#### Signature

print name Ian David Bloodworth

capacity Company Secretary

sign here



date 25/03/2019

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.