

Notice reference number: 1283.14.11

Notice date: 14/11/2014

What's this about?

Effective date: 14/11/2014

<input checked="" type="radio"/> ASX Trade	<input type="radio"/> ASX 24					
<input checked="" type="radio"/> Trading	<input type="radio"/> Clearing	<input type="radio"/> Settlement				
<input type="radio"/> Operations	<input type="radio"/> Technology	<input type="radio"/> Market Data	<input type="radio"/> Rules	<input checked="" type="radio"/> Compliance	<input type="radio"/> Risk	<input checked="" type="radio"/> Other

Title

Simonds Group Limited – Admission and Commencement of Official Quotation

Description

It is anticipated that Simonds Group Limited (Company) will be admitted to the official list of ASX Limited (ASX) on the morning of Monday, 17 November 2014.

Official quotation of the Company's shares is expected to commence at 12:00pm Australian Eastern Daylight Time (AEDT) on Monday, 17 November 2014 on a conditional and deferred settlement basis. The Company is expected to raise approximately \$161 million pursuant to the offer under the prospectus dated 22 October 2014 issued by the Company and Simonds SaleCo Limited (SaleCo) (Prospectus) by the issue of 5,617,978 ordinary shares and the sale and transfer of 84,806,574 ordinary shares at a price of \$1.78 per share.

Quoted Securities: 151,412,268 fully paid ordinary shares

ASX Code: SIO

Time: 12:00pm AEDT

Date: Monday 17 November 2014

ASX Trade Abbreviation: SIMONDS

ISIN: AU000000SIO9

Home Branch: Melbourne

Industry Classification: 9999 – Pending Classification

Registered and Administrative Office: Level 4
570 St Kilda Road
Melbourne VIC 3004Phone: 1300 746 435
Website: www.simondsgroup.com.au

Company Secretary: Robert Stubbs

Share Registry: Boardroom Pty Limited
Level 7
207 Kent Street
Sydney NSW 2000

Phone: 1300 737 760
Fax: 1300 653 459

Balance Date: 30 June

CHESS: Participating. The Company will also operate an issuer sponsored sub-register.

State of Incorporation: Victoria

Activities: Simonds Group primarily consists of two integrated businesses: Simonds Homes – one of the leading homebuilders in Australia; and Builders Academy Australia – a specialised Registered Training Organisation providing building and construction focused vocational education and training courses in Australia.

Dividend Policy: Refer to section 5.10 on page 65 of the Prospectus

Joint Lead Managers: Moelis Australia Advisory Pty Limited and Morgans Corporate Limited

ASX Restricted Securities: None

Securities not quoted: 1,550,564 unquoted performance rights with a nil exercise price and various expiry dates.

CONDITIONAL AND DEFERRED SETTLEMENT TRADING

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by the Company are (i) the sale shares to be sold by the selling shareholders have been transferred to SaleCo; and (ii) the Company has issued shares and SaleCo has transferred shares to successful applicants under the offer.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will be placed in pre-open at 8:30am AEDT on Monday, 17 November 2014 and trading will commence on a conditional and deferred settlement basis at 12:00pm AEDT on Monday, 17 November 2014.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and ReferencePoint Master List.

The Company is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Notice to participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met by 8:30am on Thursday, 20 November 2014. The Company has agreed to send holding statements on Friday, 21 November 2014, which will mean that the first settlement date will be Thursday, 27 November 2014.

CONTRACT NOTES FOR CONDITIONAL SALES AND PURCHASES

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

"This contract is conditional upon notification being received by ASX by close of business on Monday, 1 December 2014 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

INDICATIVE KEY DATES

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 8:30am AEDT on Thursday, 20 November 2014. If the conditions are not fulfilled by the close of business on Monday, 1 December 2014, shares will not be issued and all conditional trades that have occurred since Monday, 17 November 2014 will be cancelled.

If the conditions are not satisfied by 8:30am AEDT on Thursday, 20 November 2014, but are satisfied prior to the close of business on Monday, 1 December 2014, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Monday, 17 November 2014	Company admitted to the official list of ASX Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00pm AEDT (ASX Code: SIO)
Wednesday, 19 November 2014	Last day of conditional trading
Thursday, 20 November 2014	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open – by 8:30am AEDT) Trading to commence on a deferred settlement basis only (ASX Code: SIO)
Friday, 21 November 2014	Holding statements sent to successful applicants Last day of deferred settlement trading
Monday, 24 November 2014	First day of trading on a normal (T+3) basis (ASX Code: SIO)
Thursday, 27 November 2014	Settlement of all on-market trades conducted on a conditional and deferred settlement basis from 17 November 2014 to 21 November 2014, and first settlement of trades conducted on a T+3 basis

What do I need to do and by when?

Please refer to the Prospectus and the Company's website for further information.

Need more information?

For further information, please call the Simonds Offer Information Line on 1300 135 167 (toll free within Australia) or +61 2 8016 2891 (outside Australia) between 8.15am and 5.30pm AEDT Monday to Friday.

Issued by
Simone Papas

Contact Details
(03) 9617 8772

Disclaimer