



SUPER CHEAP AUTO GROUP LIMITED

CONTINUOUS DISCLOSURE POLICY

Adopted by the Board on 23 July 2004

Continuous Disclosure Policy

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Continuous Disclosure Policy

1 Purpose

1.1 ASX Listing Rules and Corporations Act

The Company has disclosure obligations under the Corporations Act and the ASX Listing Rules. The ramifications of failing to comply with the continuous disclosure obligations are extremely serious and may result in the Company being suspended or removed from the ASX. In addition, civil and criminal penalties could be imposed on the Company and its officers if it does not comply with its disclosure obligations.

1.2 Purpose

The purpose of this policy is to:

- (a) summarise the Company's disclosure obligations;
- (b) set out key obligations of:
 - (i) directors and Team Members;
 - (ii) Disclosure Officers;
 - (iii) Company Secretary; and
 - (iv) Managing Director.
- (c) explain the type of information which needs to be disclosed;
- (d) identify who is responsible for disclosure;
- (e) explain the procedures for internal notification and external disclosure; and
- (f) procedures for monitoring compliance.

1.3 Further information

The disclosure obligations under the Listing Rules are expressed in general terms and are not simple to apply in practice. The determination of whether information is required to be disclosed will depend on the facts in existence at a particular point in time.

If you do not understand this policy or require any further information or assistance, please contact the Company Secretary on + 61 7 3480 7516.

2 Continuous Disclosure Policy

Primary principle - immediate notification of material information - ASX Listing Rule 3.1

The Company must immediately notify the market via an announcement to the ASX of any information concerning the Company that a reasonable person would expect to have a 'material' effect on the price or value of the Company securities.

2.1 Exception to the primary principle - ASX Listing Rule 3.1A

Disclosure is not required where:

- (a) a reasonable person would not expect the information to be disclosed¹; and
- (b) the information is confidential² and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following conditions are satisfied:
 - (i) it would be a breach of the law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for the internal management purposes of the Company; or
 - (v) the information is a trade secret.

Each of the three requirements in (a), (b) and (c) above must be satisfied for material information to be exempt from disclosure.

2.2 What is 'material' information?

The Company Secretary, the Managing Director and the Board are responsible for making decisions about what information will be disclosed. Guidelines are available to assist Team Members in understanding what information may be price or value sensitive, and therefore required to be disclosed to the market via the ASX.

Information is material if there is a substantial likelihood that the information would influence investors in deciding whether to buy, hold or sell the Company securities.

¹ A reasonable person would not expect information to be disclosed if the result would be to cause unreasonable prejudice to the Company.

² "Confidential" means confidential in fact: the fact that agreements to protect confidentiality exist does not mean the matter is confidential if for example, it is mentioned in a newspaper.

'Materiality' is assessed against this qualitative test, considering the Company's business activities, size and place in the market.

2.3 Applying the exemption in practice

The exemption to the primary principle applies to information which is confidential which a reasonable person would not expect to be disclosed. Some examples of information which may fit in this category are:

- (a) proposed acquisitions or disposals or other commercial arrangements in the process of negotiations;
- (b) internal budgets and forecasts;
- (c) management accounts;
- (d) business plans;
- (e) internal market intelligence;
- (f) information prepared for lenders;
- (g) dispute settlement negotiations.

A matter which is commercially sensitive (including a matter, the disclosure of which may be detrimental to the Company) may be required to be disclosed because it does not fall within the exemption to the primary principle. Some examples are:

- (a) a change in the Company's financial forecast or expectation;
- (b) the appointment of a receiver, manager, liquidator, or administrator, in respect of any loan, trade credit, trade debt, borrowing or security held by the Company or any of its subsidiaries;
- (c) a declaration of a dividend or distribution;
- (d) a decision that a dividend or distribution will not be declared;
- (e) giving or receiving a notice of intention to make a takeover;
- (f) an agreement between the Company (or a related party or subsidiary) and a director of the Company (or a related party of the director);
- (g) actual entry into or loss of a material contract;
- (h) completed material acquisitions or sales of assets by the Company;
- (i) terms of settlement of a dispute which the parties wish to keep confidential, and which is not supported by a Court order of confidentiality;
- (j) a material claim against the Company, an investigation or allegation by a regulatory body or other unexpected liability prior to the commencement of proceedings.

2.4 Internal reporting process

Disclosure Officers have been appointed to each Department to co-ordinate the provision of relevant information to the Company Secretary. The Disclosure Officer for each Division is set out in the schedule to this policy.

Team Members must inform their Disclosure Officer of:

- (a) any potentially material price or value sensitive information or proposal, or
- (b) a matter that meets the criteria in the materiality guidelines advised by the Board

as soon as practicable.

2.5 Immediate market disclosure via ASX

The Company Secretary must immediately notify the ASX once it becomes aware³ of any information which meets the materiality test and which does not fall within the exception to the primary principle. The Company must not release information publicly that is required to be disclosed via the ASX.

2.6 Significant announcements

Any proposed announcements regarding a matter of significance for the Company, such as future prospects, will be referred by the Managing Director to the Chairman (or any other Director appointed in their absence) who will determine whether the relevant disclosure should be considered by the Board or relevant board committee.

2.7 Announcements made at private briefings

Any Company announcement proposed to be made at a private briefing must be reviewed by the Company Secretary prior to that announcement being made.

2.8 Periodic disclosure

The Company is obliged to make periodic disclosures pursuant to the ASX Listing Rules and Corporations Act. All periodic disclosure documents must be reviewed by the Company Secretary before being released to the market. Compliance with periodic disclosure requirements does not extinguish the company's continuous disclosure obligations under ASX Listing Rule. 3.1.

If any Team Member becomes aware during the course of preparing a periodic disclosure of any potentially material price or value sensitive information, they must immediately refer the matter to the Company Secretary. If the Company Secretary forms the view that the relevant information meets the materiality test and does not fall within the exception to the primary principle, that information must be released to the market via

³ The Company will be taken to be aware of information if a director or Disclosure Officer has or ought reasonably to have come into possession of the information in the course of the performance of their duties as a Director or Disclosure Officer of the Company.

the ASX immediately, regardless of whether the periodic disclosure document is ready for release.

2.9 Correcting and updating information

If the Company discovers that information disclosed to the market under paragraph 2.6 is or has become materially incorrect due to subsequent information, the Company Secretary must release an announcement correcting or updating the relevant statement immediately following the discovery of the inaccuracy.

2.10 Communication of disclosable information

All information disclosed to the ASX in compliance with this policy will be promptly placed on the Company's website following receipt of confirmation from the ASX that the information has been released to the market.

The Company Secretary may, where appropriate, approve additional methods for the dissemination of an announcement to the market. This may include issuing a press release, sending emails to media outlets or organising a mail-out to the Company securityholders.

3 Responding to market speculation or rumours - false market

3.1 No comment policy for Team Members

The Company generally does not respond to market speculation or rumours unless required to do so by law. If external contact is made seeking clarification of a rumour in the market place the enquiry should be referred to the Managing Director, Chief Financial Officer or Company Secretary. The recommended response is "*Super Cheap Auto does not respond to market rumours*".

Whether a comment is to be made in response to market speculation or a rumour is a decision for the Board. The Board may approve the issue of a statement in relation to market speculation or rumour where:

- (a) it considers that the Company has an obligation at that time to make a statement to the market about a particular matter; or
- (b) the Company is required to respond to a formal request for information from the ASX.

For example, the Company may issue a statement to correct or prevent a false market.

3.2 False market

If ASX considers that there is or is likely to be a false market in the Company securities and asks the Company to give it information to correct or prevent a false market, the Company must give the ASX the information needed to correct or prevent the false market.

The obligation to give information under this rule arises even if the exception to the primary principle applies.

There is no formal definition of 'false market'. The ASX provides the following guidance on its meaning:–

“Reasonably specific rumour or media comment in relation to the entity that has not been confirmed or clarified by an announcement by the entity to the market and there is evidence that the rumour or comment is having an impact on, or ASX forms the view is likely to impact, the price of the entity’s securities.”

A false market may arise for example, where there is a reasonably specific rumour or media comment in relation to the Company that has not been confirmed or clarified by an announcement to the market. If the rumour or comment is inaccurate, or only partly accurate, the inaccurate or partly accurate comment might result in a false market in the Company’s securities. In such an instance the Company would be required to clarify the position.

4 Communications Policy

4.1 Guiding principle - prohibition on selective disclosure

The Company must not communicate material price or value sensitive information to an external party except where that information has previously been disclosed to the market generally.

4.2 Authorised spokespersons

The only Team Members authorised to speak to the media or externally in relation to the matters subject to this policy are the Chairman, Managing Director or others as nominated by the Board.

4.3 No embargo of information

Team Members must not disclose information publicly, eg to analysts or journalists, under an embargo arrangement in relation to any matter that is potentially the subject of this policy.

However, to facilitate timely and accurate communication of the Company’s financial results (interim and annual results, and quarterly sales figures) to the market generally, the Company may provide an advance copy of the announcement to Wire Services under strict lock-up arrangements at the Company. Wire Service representatives must remain in a secure room with no means of external communication until the information has been released to the ASX and confirmation of its release has been received from the ASX.

4.4 Authorised Company spokespersons

The only Team Members authorised to speak to institutional investors and stockbroking analysts on behalf of the Company are:

- (a) the Managing Director; or

- (b) the Chief Financial Officer; or
- (c) their delegates nominated for that purpose.

To avoid inadvertent disclosure, the Company's authorised spokespersons must confine comments to factual matters and previously disclosed information and should clarify publicly released information with the Company Secretary prior to any external briefings.

The Company will not expressly or implicitly provide institutional investors or stockbroking analysts with earnings forecast guidance that has not been disclosed to the market generally. In addition, the Company authorised spokespersons must avoid making comments:

- (a) which indicate that the Company's or the market's current financial projections or reports are incorrect (if a material change in profit expectations are made publicly, disclosure of accurate financial projections must be made to the market via ASX as soon as possible); or
- (b) which evaluate a particular forecast (this may trigger a request from ASX to release an expected profit to the ASX Company Announcement Office).

If any other Team Member receives a request for comment from an external investor, analyst or the media in relation to any matter concerning the Company they must advise that person that they are not authorised to speak on behalf of the Company and must refer enquiries to the Managing Director or Chief Financial Officer.

If any Team Member participating in the briefing considers that an inadvertent disclosure has been made they must immediately refer the matter to the Company Secretary.

4.5 Open briefings to institutional investors and stockbroking analysts

The Company may hold open briefings with institutional investors and/or stockbroking analysts to discuss information that has been released to the market. For this policy all meetings that are not open meetings are treated as one-on-one briefings.

The Company's policy for conducting open briefings is not to disclose any material price or value sensitive information that has not been announced to the market generally.

Where a question raised in a briefing can only be answered by disclosing material price or value sensitive information, Team Members must decline to answer the question or take the question on notice and wait until the Company announces the information publicly through the ASX before responding.

If any Team Members participating in the briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to the Company Secretary.

4.6 One-on-one briefings with institutional investors

It is in the interests of the Company's shareholders that institutional investors have a thorough understanding of the Company's business operations and activities.

From time to time, the Company may participate in one-on-one briefings with institutional investors. At these briefings the Company may provide background and technical information to assist institutional investors in their understanding of the Company's business activities. No previously undisclosed material price or value sensitive information will be disclosed at these briefings.

5 Policy breaches

Breaches of this policy may lead to disciplinary action being taken against a Team Member including dismissal in serious cases.

6 Review

The Board must review this Continuous Disclosure Policy on an annual basis to determine whether the policy is effective in ensuring that the Company meets its disclosure obligations.

7 Definitions

ASIC means Australian Securities and Investment Commission.

ASX means Australian Stock Exchange Limited.

Board means the board of directors of the Company.

Company means Super Cheap Auto Group Limited.

Company Secretary means the company secretary from time to time of the Company.

Corporations Act means Corporations Act 2001 (Cwlth).

Disclosure Officers means the persons who occupy the offices listed in the Schedule.

Division means the divisions of the Company listed in the Schedule.

Listing Rules means the listing rules of the Australian Stock Exchange Limited.

Team Member means any employee of the Company or any of its subsidiaries.

Schedule 1 - Disclosure Officers

Person/Department	Disclosure Officer
Directors	Managing Director/Company Secretary
Office of Managing Director	Managing Director
Office of Chief Financial Officer	Chief Financial Officer
Company Secretary	Company Secretary
Senior Management Team	Managing Director/ Company Secretary
Business systems	Business Systems Manager
Property	Property Manager
Retail	General Manager - Retail
Merchandise	General Manager - Merchandise
Human Resources	Human Resources Manager
Supply Chain	Supply Chain Manager