

14 May 2003

03 JUN -2 11 7:21



**st. george**

**St. George Bank Limited**  
ABN 92 055 513 070

Group Secretariat  
Level 15  
182 George Street  
Sydney NSW 2000

Postal Address:  
PO Box R221  
Royal Exchange NSW 1225

Telephone: 612 9236 1469  
Facsimile: 612 9236 1899  
Email: bowanm@stgeorge.com.au

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Attention: Mr. Michael Coco



03022557

**SUPPL**

Dear Sir

**St. George Bank Limited: 12g3-2(b) Information - File No.82-3809**

We are furnishing herewith pursuant to Rule 12g3-2(b)(1)(i) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") the following additional documents that St. George Bank Limited (the "Company") has made public, distributed or filed with the Australian Stock Exchange Limited (the "ASX") or the Australian Securities and Investments Commission (the "ASIC") since May 16, 2002, the date of the Company's application for reinstatement of the exemption from Rule 12g3-2(b) of the Exchange Act:

- St. George Announces Tier 2 Capital Issue
- St. George's New Tier 2 Capital Issue Oversubscribed

The attached documents are being furnished with the understanding that they will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments please call the undersigned at 612 9236 1278.

Yours sincerely

Michael Bowan  
**General Counsel and Secretary**

**PROCESSED**

JUN 19 2003

THOMSON  
FINANCIAL

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*r e l e a s e*

**ST.GEORGE ANNOUNCES NEW TIER 2 CAPITAL ISSUE**

12 May 2003  
RE020503

St.George Bank Limited announced today the intention to launch a new A\$200 million Subordinated Notes issue this week. It is to be offered in fixed and floating rate form. The Notes will have a 10 year tenor, maturing in May 2013. They will be callable by St.George under certain conditions (including the Australian Prudential Regulation Authority's (APRA) consent) after 5 years.

APRA has indicated that the Notes will qualify as Tier 2 capital for St.George. It is expected the notes will be rated A- by Standard & Poor's, A3 by Moody's and A by Fitch.

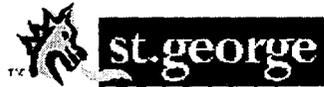
Pricing is expected on or before Thursday the 15<sup>th</sup> of May.

UBS Warburg has been appointed as Lead Manager and book runner for the issue. St.George, ABN AMRO and Macquarie will be Co-Managers for the issue.

**Media Contact:** Jeff Sheehan,  
Chief Manager Capital Markets  
St.George Bank  
Telephone:(02) 9320 5510

Simon Maidment  
Executive Director  
UBS Warburg  
Telephone: (02) 9324 3948

*n e w s*



*r e l e a s e*

14 May 2003  
RE030503

**ST. GEORGE'S NEW TIER 2 CAPITAL ISSUE OVERSUBSCRIBED**

St. George Bank Limited announces the pricing today of a new A\$250 million Subordinated Notes issue. At final allotment the Notes were oversubscribed following strong investor demand.

The Notes will have a 10 year tenor, maturing on 20 May, 2013. They will be callable by St. George under certain conditions (including the Australian Prudential Regulation Authority's (APRA) consent) after 5 years.

The issue comprises a Floating Rate tranche of A\$150 million and a Fixed/Floating Rate tranche of A\$100 million. The Floating Rate tranche was priced at a margin of 70 basis points over quarterly BBSW. The Fixed Rate tranche was priced at a yield of 5.745%, equivalent to a margin of 87 basis points over the August 2008 Commonwealth Government bond or 70 basis points over 5 year swap.

The management group featured UBS Warburg as Lead Manager and St. George, ABN AMRO and Macquarie as Co-Managers. Settlement will occur on 20 May, 2003.

APRA has indicated that the Notes will qualify as Tier 2 capital for St. George. It is expected the notes will be rated A- by Standard & Poor's, A3 by Moody's and A by Fitch.

**Media Contacts:** Jeff Sheehan,  
Chief Manager Capital Markets  
St. George Bank  
Telephone: (02) 9320 5510

Simon Maidment  
Executive Director  
UBS Warburg  
Telephone: (02) 9324 3948



**st. george**

23 May 2003

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- New Issue Announcement

The attached documents are being furnished with the understanding that they will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments please call the undersigned at 612 9236 1278.

Yours sincerely

Michael Bowan  
**General Counsel and Secretary**

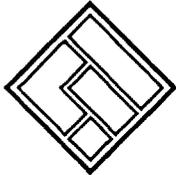
ASIC registered agent number 14475

207 **FILE NO. 82-3809**

**lodging party or agent name** ST. GEORGE BANK LIMITED  
 office, level, building name or PO Bsx no. \_\_\_\_\_  
 street number & name \_\_\_\_\_  
 suburb/city \_\_\_\_\_ state/territory \_\_\_\_\_ postcode \_\_\_\_\_  
 telephone ( ) \_\_\_\_\_  
 facsimile ( ) \_\_\_\_\_  
 DX number \_\_\_\_\_ suburb/city \_\_\_\_\_



PASS  REQ-A   
 CASH  REQ-P   
 PROC



Australian Securities & Investments Commission

form **207**

Notification of **share issue**

Corporations Act 2001  
**254X(1)**

company name ST. GEORGE BANK LIMITED  
 A.C.N. 92 055 513 070

**Details of the issue**

date of issue (d/m/y) 27 / 05 / 2003 or period of issue (d/m/y) from / / to / /

**Class of shares** - show only details of shares which have been issued.

If you are listing any of the common classes of shares shown below, show only the class code.

If you are listing a different class of share, at 'class code' show a letter code of no more than 4 letters and then show the full title.

class code	full title
ORD	FULLY PAID ORDINARY

code	full title	code	full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founders	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

**Details of shares issued**

class of share	number issued	amount (if any) paid, or agreed to be considered as paid, per share	amount unpaid (if any), per share
ORD	1,333	NIL	

- Have all shares been issued for cash only? Yes  No   
 If Yes, lodge this form. No other forms are required. If No, see item 2
- Were some or all of the shares issued under a written contract Yes  No   
 If Yes, Proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.  
 If No, Public companies must also lodge a Form 208.

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

**Include**

- The time actually spent reading the instructions, working on the question and obtaining the information
- The time spent by all employees in collecting and providing this information

**Signature**

I certify that the information in this form is true and complete.

print name MICHAEL BOWAN capacity SECRETARY

ASIC registered agent number 14475

lodging party or agent name ST. GEORGE BANK LIMITED

office, level, building name or PO Box no.

street number & name

suburb/city

state/territory

postcode

telephone ( )

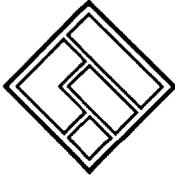
facsimile ( )

DX number

suburb/city

**A BARCODE IS NOT  
REQUIRED ON THIS  
DOCUMENT**

ASS.  REQ-A   
CASH.  REQ-P   
PROC.



Australian Securities & Investments Commission

Notification of

**details of shares issued other than for cash**

form **208**

Corporations Act 2001  
117(2), 163(3), 254X(1), 601BC(2)

company name ST. GEORGE BANK LIMITED

A.C.N. 92 055 513 070

**Details of the shares issued**

class code	total number of shares issued	date of issue (d/m/y)
ORD	1,333	27/05/2003

**Details of the issue**

(Tick the boxes which apply and fill in the details required.)

The issue was made under a contract not reduced to writing.

date of the contract (d/m/y) / /

parties to the contract

nature of the contract

The issue was made under written contract.

date of the contract (d/m/y) / /

parties to the contract

nature of the contract

The issue was made under a provision in the company's constitution / replaceable rules.

relevant clauses in constitution  
and/or replaceable rules

- The issue was made in satisfaction of a dividend declared in favour of, but not payable in cash to the shareholders. or  The issue was made by using an account or reserve to pay up, or partly pay up, unissued shares to which the shareholders have become entitled.

date of relevant resolution or authority (d/m/y) / /  
 summary of the provisions of  
 the relevant resolution or  
 other authority

The issue was made in satisfaction or part satisfaction of the purchase price of property.  
 details of the property:

amount paid in cash	\$
amount deemed as paid in shares issued	\$
amount of debt released or liabilities assumed (including mortgages on the property)	\$
<b>TOTAL purchase price</b>	<b>\$</b>

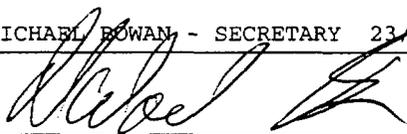
The issue was made in consideration of services rendered or any other consideration not mentioned above.  
 details: THE SHARES WERE ISSUED TO ST.GEORGE BANK LIMITED STAFF UNDER THE TERMS OF THE EXECUTIVE PERFORMANCE SHARE PLAN APPROVED BY SHAREHOLDERS AT THE ST.GEORGE BANK ANNUAL GENERAL MEETING HELD ON 3 FEBRUARY 1998.

Signature

I certify that the information in this form is true and complete.

print name MICHAEL ROWAN - SECRETARY 23/5/2003 capacity

sign here



Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

**Include**

The time actually spent reading the instructions, working on the question and obtaining the information  
 The time spent by all employees in collecting and providing this information

hrs mins

**Appendix 3B**  
New issue announcement

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

## 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.

Name of entity

ST.GEORGE BANK LIMITED

ABN

92 055 513 070

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   | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 1,333           |
| 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) | N/A             |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes, with existing fully paid ordinary shares.</p>										
<p>5 Issue price or consideration</p>	<p>Nil</p>										
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Share issued under the St. George Bank Executive Performance Share Plan.</p>										
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>27 May 2003</p>										
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>502,282,885</td> <td>Ordinary shares</td> </tr> <tr> <td>3,000,000</td> <td>PRYMES</td> </tr> <tr> <td>174,965</td> <td>8.5% unsecured capital notes</td> </tr> <tr> <td>217,134</td> <td>8.25% unsecured capital notes</td> </tr> </tbody> </table>	Number	+Class	502,282,885	Ordinary shares	3,000,000	PRYMES	174,965	8.5% unsecured capital notes	217,134	8.25% unsecured capital notes
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502,282,885	Ordinary shares										
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217,134	8.25% unsecured capital notes										

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	10,547	Redeemable preference borrower share
	359,095	Redeemable preference depositor share
	1	Perpetual Note
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	To be treated in the same manner as other quoted ordinary shares.	

## Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 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.
- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on *security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

- 32 How do \*security holders dispose of their entitlements (except by sale through a broker)?
- 33 \*Despatch date

### Part 3 - Quotation of securities

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

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  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

*(If the additional securities do not form a new class, go to 43)*

*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
- 37  A copy of any trust deed for the additional \*securities

*(now go to 43)*

+ See chapter 19 for defined terms.

**Appendix 3B  
New issue announcement**

**Entities that have ticked box 34(b)**

38 Number of securities for which  
+quotation is sought

39 Class of +securities for which  
quotation is sought

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

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)

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

(now go to 43)

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**All entities****Fees**

43 Payment method (tick one)

 Cheque attached Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

 Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

**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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 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:



Secretary

Date: 23/5/2003

Print name: Michael Bowan

=====

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+ See chapter 19 for defined terms.