

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme AJ Lucas Group Limited

ACN/ARSN 060 309 104

1. Details of substantial holder (1)

Name Andial Holdings Pty Limited

ACN/ARSN (if applicable) 087 777 660

There was a change in the interests of the
substantial holder on 28 February 2012

The previous notice was given to the company on 3 November 2000

The previous notice was dated 3 November 2000

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	15,900,000	57.50%	17,490,000	17.00%

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 or scheme 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
28 February 2012	Andial Holdings Pty Limited	As a result of Andial Holdings Pty Limited's non-participation in the Company's non-renounceable entitlement offer, its voting power has decreased.	N/A	17,490,000 Ordinary Shares	17,490,000

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
Andial Holdings Pty Limited	Andial Holdings Pty Limited	Andial Holdings Pty Limited	Shareholder	11,990,000 Ordinary Shares	11,990,000
Andial Holdings Pty Limited	Citicorp Nominees Pty Limited	Andial Holdings Pty Limited	Shareholder	1,495,590 Ordinary Shares	1,495,590
Andial Holdings Pty Limited	Amalgamated Dairies Limited	Amalgamated Dairies Limited	Placement ADL Share sale Agreement between Andial Holdings Pty Limited and Amalgamated dairies Limited dated 9 September 2011) (ADL Contract)	2,333,000 Ordinary Shares	2,333,000
Andial Holdings Pty Limited	Forty Traders Limited	Forty Traders Limited	ADL Contract	1,566,348 Ordinary Shares	1,566,348
Andial Holdings Pty Limited	Amalgamated Dairies Limited (Charitable & Educational a/c)	Amalgamated Dairies Limited (Charitable & Educational a/c)	ADL Contract	105,062 Ordinary Shares	105,062

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
N/A	N/A

6. Addresses

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

Name	Address
Andial Holdings Pty Limited	Level 2, 394 Lane Cove Road, Macquarie Park NSW 2113
Citicorp Nominees Pty Limited	2 Park Street, Sydney NSW 2000
Amalgamated Dairies Limited	PO Box 36, Shortland St, Auckland, 1140, New Zealand
Forty Traders Limited	PO Box 36, Shortland St, Auckland, 1140, New Zealand
Amalgamated Dairies Limited (Charitable & Educational a/c)	PO Box 36, Shortland St, Auckland, 1140, New Zealand

Signature

print name ALLAN STUART CAMPBELL capacity Director

sign here



date 1/3/2012

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.