

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme AJ Lucas Group Limited
ACN 060 309 104

1. Details of substantial holder (1)

Name Amalgamated Dairies Limited
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 15 July 2013
The previous notice was given to the company on 30 October 2012
The previous notice was dated 30 October 2012

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	16,220,348	12.23%	16,220,348	6.07%

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
15 July 2013	Amalgamate Dairies Limited	Change in interest as a result of the issue, by way of accelerated entitlement offer and placement, of 123,983,035 ordinary shares in AJ Lucas Group Limited to third parties.	Not Applicable	Ordinary Shares	Not Applicable
4 November 2013	Forty Traders Limited	Off market sale (by way of Amalgamated Dairies Limited intra-group transfer)	Nil	Ordinary Shares	1,566,348
4 November 2013	Amalgamated Dairies Limited	Off market purchase (by way of Amalgamated Dairies Limited intra-group transfer)	Nil	Ordinary Shares	1,566,348

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
Amalgamated Dairies Limited	Andial Holdings Pty Limited	Andial Holdings Pty Limited	Option Deed	11,990,000 Ordinary Shares	11,990,000
Amalgamated Dairies Limited	Amalgamated Dairies Limited	Amalgamated Dairies Limited	Shareholder	3,899,348 Ordinary Shares	3,899,348
Amalgamated Dairies Limited	Forty Traders Limited	Forty Traders Limited	Shareholder	230,000 Ordinary Shares	230,000
Amalgamated Dairies Limited	Avalon Investment Trust Limited	Avalon Investment Trust Limited	Shareholder	57,000 Ordinary Shares	57,000
Amalgamated Dairies Limited	Challenge Investment Co Limited	Challenge Investment Co Limited	Shareholder	44,000 Ordinary Shares	44,000

5. Changes in association

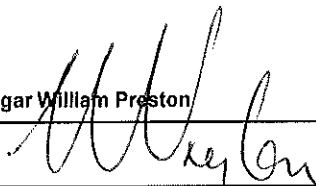
The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	Not Applicable

6. Addresses

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

Name	Address
Amalgamated Dairies Limited	PO Box 36, Shortland Street, Auckland, 1140, New Zealand
Andial Holdings Pty Limited	Level 2, 394 Lane Cove Road, Macquarie Park, NSW, 2113
Forty Traders Limited	PO Box 36, Shortland Street, Auckland, 1140, New Zealand
Avalon Investment Trust Limited	PO Box 36, Shortland Street, Auckland, 1140, New Zealand
Challenge Investment Co Limited	PO Box 36, Shortland Street, Auckland, 1140, New Zealand

Signature


Edgar William Preston

capacity Director

print name

date 6 November 2013

sign here