

Form 604

Corporations 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 Andial Holdings Pty Limited

ACN/ARSN (if applicable) 087 777 660

There was a change in the interests of the substantial holder on 15 July 2013

The previous notice was given to the company on 19 February 2013

The previous notice was dated 19 February 2013

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	17,490,000	13.36%	17,490,000	6.54%

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	Andial Holdings Pty 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
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 Ltd	Andial Holdings Pty Limited	Shareholder	1,495,590 Ordinary Shares	1,495,590
Andial Holdings Pty Limited	Amalgamated Dairies Limited	Amalgamated Dairies Limited	Option Deed	3,899,348 Ordinary Shares	3,899,348
Andial Holdings Pty Limited	Forty Traders Limited	Forty Traders Limited	Option Deed	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
Not Applicable	Not Applicable

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
Amalgamated Dairies Limited	PO Box 36, Shortland Street, Auckland, 1140, New Zealand
Forty Traders Limited	PO Box 36, Shortland Street, Auckland, 1140, New Zealand
Citicorp Nominees Pty Ltd	2 Park Street, Sydney, NSW, 2000

Signature

print name **Allan Stuart Campbell**

capacity **Director**

sign here



date

6 November 2013