



AJ Lucas Group Limited
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17 March 2016

The Manager
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Via electronic lodgement

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by AJ Lucas Group Limited (ACN 060 309 104) (ASX Code: AJL) ("**AJL**") under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the "**Act**") as modified by the Australian Securities and Investments Commission class order [CO 08/35] *Disclosure relief for rights issue* ("**CO 08/35**").

AJL has announced a pro rata accelerated non-renounceable entitlement offer ("**Entitlement Offer**") of 3 fully paid ordinary shares in AJL ("**New Shares**") for every 8 AJL fully paid ordinary shares held as at 7:00pm (Sydney time) on 21 March 2016 by eligible shareholders at an issue price of A\$0.21 per New Share. The Entitlement Offer comprises a retail component, to be offered to retail shareholders with a registered address in Australia and New Zealand ("**Eligible Retail Shareholders**") and an institutional component, to be offered to institutional shareholders in Australia, New Zealand, United Kingdom, and Hong Kong and potentially other jurisdictions as determined by AJL.

A Retail Offer Booklet in relation to the retail component of the Entitlement Offer with personalised entitlement and acceptance forms is expected to be despatched to Eligible Retail Shareholders on or around 24 March 2016.

AJL confirms that:

- (a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act as modified by CO 08/35;
- (c) as at the date of this notice, AJL has complied with:
- (d) the provisions of Chapter 2M of the Act as they apply to AJL; and
 - (i) section 674 of the Act;
 - (ii) as at the date of this notice, there is no "excluded information" of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act; and
- (e) the potential effect the issue of New Shares will have on the control of AJL, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. Given:
 - (i) the structure of the Entitlement Offer as a pro-rata issue; and



- (ii) the current level of holdings of substantial holders (based on substantial holding notices that have been given to AJL and lodged with ASX on or prior to the date of this notice),

the issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of AJL. The impact of the Entitlement Offer, announced to the market, on substantial holders is set out in the Entitlement Offer announcement and accompanying materials.

Yours sincerely

A handwritten signature in black ink, appearing to read "M. Swierkowski".

Marcin Swierkowski
Company Secretary
AJ Lucas Group Limited