

# **Z ELLERSTON CAPITAL**

Ellerston Capital Limited  
ABN 34 110 397 674  
AFSL No. 283 000

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TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 20/04/2017

NO. OF PAGES (Including this page) 7

Dear Manager

RE:  
**AWE LIMITED - Form 604**

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We attach our notice of a change in substantial holding (Form 604) in respect of AWE LIMITED.

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,



Ian Kelly  
Company Secretary  
Ellerston Capital Limited

**Form 604**  
**Corporations Act 2001**  
**Section 671B**

**Notice of change of interests of substantial holder**

To Company Name/Scheme AWE LIMITED

ACN/ARSN/ARBN ACN 077 897 440

**1. Details of substantial holder (1)**

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable) ACN 110 397 674

There was a change in the interests of the substantial holder on

18/04/2017

The previous notice was given to the company on

19/04/2016

The previous notice was dated

19/04/2016

**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) |
| Securities              | 69,268,621      | 13.15%           | 79,506,009     | 15.05%           |
|                         |                 |                  |                |                  |

**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 |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| See Annexure A | See Annexure A                         | See Annexure A       | See Annexure A                                | See Annexure A                          | See Annexure A          |

Note, all transactions took place on a prescribed financial market (ASX or ChiX)

**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 |
|-----------------------------|-------------------------------------------|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------|
| Primary Person              | BNP Paribas Nominees Pty Limited          | BNP Paribas Nominees Pty Limited               | In respect of 7,668,984 Securities shares held by BNP Paribas Nominees Pty Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.          | 7,668,984 Securities           | 1.45%          |
| Primary Person              | Citicorp Nominees Pty Limited             | Citicorp Nominees Pty Limited                  | In respect of 15,707,340 Securities shares held by Citicorp Nominees Pty Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.            | 15,707,340 Securities          | 2.97%          |
| Primary Person              | HSBC Custody Nominees (Australia) Limited | HSBC Custody Nominees (Australia) Limited      | In respect of 3,300,007 Securities shares held by HSBC Custody Nominees (Australia) Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal. | 3,300,007 Securities           | .62%           |
| Primary Person              | JP Morgan Nominees Australia Limited      | JP Morgan Nominees Australia Limited           | In respect of 43,998,426 Securities shares held by JP Morgan Nominees Australia Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.     | 43,998,426 Securities          | 8.33%          |
| Primary Person              | National Nominees Limited                 | National Nominees Limited                      | In respect of 8,099,872 Securities shares held by National Nominees Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.                 | 8,099,872 Securities           | 1.53%          |

|                |                              |                              |                                                                                                                                                                      |                    |      |
|----------------|------------------------------|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------|
| Primary Person | State Street (Australia) Ltd | State Street (Australia) Ltd | In respect of 731,380 Securities shares held by State Street (Australia) Ltd as nominee under s608(1)(b) and (c) by having the power to control voting and disposal. | 731,380 Securities | .14% |
|----------------|------------------------------|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------|

#### 5. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               |                       |

#### 6. Addresses

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

| Name          | Address                                                                                   |
|---------------|-------------------------------------------------------------------------------------------|
| See annexures | The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000       |
|               | The entities listed in Annexure B – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000 |
| AWE LIMITED   | Level 60, 40 Mount Street, NORTH SYDNEY, NSW, 2060                                        |

#### Signature

print name IAN KELLY capacity Company Secretary

sign here IKelly date 20/04/2017

**AWE LIMITED ACN 077 897 440**

*This is Annexure A of 1 pages referred to in Form Form 604 - Notice of initial substantial holder.*

**Signature**

print name

*IAN KELLY*

capacity

Company Secretary

sign here

*IM Kelly*

date

20/04/2017

| Date of Change | Person whose relevant interest changed | Natures of change (4) | Consideration give in relation to change (5) | Class (6) and number of securities affected | Persons's votes affected |
|----------------|----------------------------------------|-----------------------|----------------------------------------------|---------------------------------------------|--------------------------|
| 19/04/2017     | Primary Person                         | Buy                   | \$1,104,706.00                               | 2,318,863 Securities                        | 2,318,863                |
| 18/04/2017     | Primary Person                         | Buy                   | \$1,228,229.00                               | 2,681,137 Securities                        | 2,681,137                |
| 27/02/2017     | Primary Person                         | Buy                   | \$243,950.00                                 | 500,000 Securities                          | 500,000                  |
| 21/12/2016     | Primary Person                         | Sell                  | \$95,909.00                                  | 156,000 Securities                          | 156,000                  |
| 04/10/2016     | Primary Person                         | Sell                  | \$100,605.00                                 | 150,000 Securities                          | 150,000                  |
| 04/07/2016     | Primary Person                         | Buy                   | \$897,001.00                                 | 1,000,000 Securities                        | 1,000,000                |
| 29/06/2016     | Primary Person                         | Buy                   | \$858,100.00                                 | 1,000,000 Securities                        | 1,000,000                |
| 28/06/2016     | Primary Person                         | Buy                   | \$743,834.00                                 | 893,388 Securities                          | 893,388                  |
| 22/06/2016     | Primary Person                         | Sell                  | \$206,273.00                                 | 232,080 Securities                          | 232,080                  |
| 21/06/2016     | Primary Person                         | Sell                  | \$679,072.00                                 | 767,920 Securities                          | 767,920                  |
| 02/06/2016     | Primary Person                         | Sell                  | \$1,401,812.00                               | 1,647,834 Securities                        | 1,647,834                |
| 01/06/2016     | Primary Person                         | Sell                  | \$306,420.00                                 | 352,166 Securities                          | 352,166                  |
| 22/04/2016     | Primary Person                         | Buy                   | \$101,160.00                                 | 150,000 Securities                          | 150,000                  |
| 21/04/2016     | Primary Person                         | Buy                   | \$3,300,000.00                               | 5,000,000 Securities                        | 5,000,000                |



This is Annexure B of 3 pages referred to in Form Form 604 - Notice of initial substantial holder.

Signature

print name IAN KELLY capacity Company Secretary

sign here IM Kelly date 20/04/2017

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

| PARTY/ENTITY NAME                                   | AUSTRALIAN<br>COMPANY NO. |
|-----------------------------------------------------|---------------------------|
| Aidem Holdings Pty Limited                          | 161 624 399               |
| Arctic Asia GP general partner of the Arctic Asia   |                           |
| Opportunities Fund, L.P.                            |                           |
| Arctic Capital Ltd                                  |                           |
| Arctic LES (Ireland) Limited                        |                           |
| Arctic LES (Luxembourg) Sarl                        |                           |
| Australian Financial Times Pty Ltd                  | 003 993 682               |
| Australian Fluorine Chemicals Pty Ltd               | 000 333 684               |
| Bareage Pty Ltd                                     | 060 526 865               |
| Cairnton Pty Ltd                                    | 001 735 075               |
| Cairnton Holdings Limited                           | 008 394 134               |
| Captwo Pty Ltd                                      | 091 030 929               |
| Castthree Pty Ltd                                   | 084 494 619               |
| Castwo Pty Ltd                                      | 084 494 520               |
| Catone Pty Ltd                                      | 091 030 910               |
| Cavalane Holdings Pty Ltd                           | 080 695 754               |
| CBG Holding Company Pty Limited                     | 163 161 420               |
| Chermon Pty Ltd                                     | 123 039 305               |
| Conpress (Hong Kong) Ltd                            |                           |
| Conpress (Malaysia) Sdn Bhd                         |                           |
| Conpress Cayman, LDC                                |                           |
| Conpress Cayman II, LDC                             |                           |
| Conpress Cayman III, LDC                            |                           |
| Conpress Christchurch Pty Ltd                       |                           |
| Conpress Finance BV                                 |                           |
| Conpress Holdings Pty Ltd                           | 088 047 974               |
| Conpress International Finance                      |                           |
| Conpress International (Netherlands Antilles) NV    |                           |
| Conpress International (Netherlands Antilles) II NV |                           |
| Conpress Mauritius Limited                          |                           |
| Conpress Securities Pty Limited                     | 160 602 853               |
| Consolidated Custodians International Ltd           |                           |
| Consolidated Custodians Pty Ltd                     | 008 394 492               |
| Consolidated Gaming Pty Ltd                         | 071 513 409               |
| Consolidated Press Entertainment Pty Ltd            | 070 506 606               |
| Consolidated Press (Finance) Ltd                    | 001 557 035               |
| Consolidated Press Financial Services Pty Ltd       | 008 457 869               |
| Consolidated Press (Finance) III Pty Ltd            | 604 881 030               |
| Consolidated Press Holdings Pty Ltd                 | 008 394 509               |
| Consolidated Press International Limited            |                           |
| Consolidated Press International Holdings Limited   |                           |
| Consolidated Press Investments Pty Ltd              | 000 089 118               |
| Consolidated Press Property Pty Ltd                 | 004 160 703               |
| CPH Crown Holdings Pty Limited                      | 603 296 804               |
| CPH Crown Holdings II Pty Limited                   | 608 867 036               |
| Consolidated Press (Finance) II Pty Limited         | 603 295 834               |
| Consolidated Press (Finance) LLC (USA)              |                           |
| Cairnton Holdings Bahamas Limited (Bahamas)         |                           |
| CP International Investments Ltd                    |                           |
| CP International Management Services Limited        |                           |
| CP International Resources Ltd                      |                           |
| CP International Securities Ltd                     |                           |
| CPH Barbuda Holdings Limited (Bahamas)              |                           |
| CPH Capital Pty Ltd                                 | 096 130 899               |
| CPH Direct Investments Pty Ltd                      | 122 328 652               |
| CPH Gaming I Pty Limited                            | 603 295 674               |
| CPH Gaming II Pty Limited                           | 603 295 923               |

| <u>PARTY/ENTITY NAME</u>                       | <u>AUSTRALIAN<br/>COMPANY NO.</u> |
|------------------------------------------------|-----------------------------------|
| CPH Gaming III Pty Limited                     | 603 296 162                       |
| CPH Gaming IVA Pty Limited                     | 603 296 537                       |
| CPH Gaming IVB Pty Limited                     | 603 296 546                       |
| CPH Investments Management Pty Limited         | 092 008 172                       |
| CPH Products Pty Limited                       | 106 918 638                       |
| CPH Property Pty Limited                       | 000 031 747                       |
| CPH Snow Investments Pty Limited               | 163 335 724                       |
| CPH WA Investment Co Pty Limited               | 129 011 534                       |
| DCE America Inc.                               |                                   |
| ECS Investment Partners Pty Ltd                | 166 264 375                       |
| Ellerstina Inversiones (Malaysia) Sdn Bhd      |                                   |
| Ellerstina Inversiones SA                      |                                   |
| Ellerston Asian Emerging Opportunities Fund    |                                   |
| Ellerston Australian Ex-Top 20 Fund            |                                   |
| Ellerston Australian Small Companies Fund      |                                   |
| Ellerston Australian Share Fund                |                                   |
| Ellerston Australian Market Neutral Fund       |                                   |
| Ellerston Capital Limited                      | 110 397 674                       |
| Ellerston Capital (Europe) Limited             |                                   |
| Ellerston Capital (Hong Kong) Limited          |                                   |
| Ellerston Capital (Resources No.1) Limited     |                                   |
| Ellerston Global Equity Managers Offshore Fund |                                   |
| Ellerston Global Equity Managers Fund          |                                   |
| Ellerston Wholesale Global Investments Fund    |                                   |
| Ellerston Leisure Pty Limited                  | 608 785 753                       |
| Ellerston Onassis Polo Pty Limited             | 608 392 436                       |
| Ellerston Opportunities Pty Ltd                | 150 851 666                       |
| Ellerston Overlay ASF                          |                                   |
| Ellerston Pty Ltd                              | 123 039 341                       |
| Ellerston Special Opportunities Platform       |                                   |
| Engine Room Management Pty Limited             | 094 993 585                       |
| Engine Room Music Pty Ltd                      | 088 993 104                       |
| Holiwest Pty Ltd                               | 082 627 898                       |
| Hoyts Cinemas America Limited                  |                                   |
| Hoyts Cinemas Argentina Limited                |                                   |
| Hoyts Cinemas Chile Limited                    |                                   |
| Hoyts Cinemas Germany GmbH                     |                                   |
| Hoyts Cinemas Germany Operations GmbH          |                                   |
| Hoyts Cinemas Operations Pty Ltd               | 006 530 347                       |
| Hoyts Cinemas Overseas Holdings Sdn Bhd        |                                   |
| Hoyts Cinemas (South America) Holdings Limited |                                   |
| Hoyts Cinemas ( Wood Green ) Limited           |                                   |
| Hoyts Emerging Territories Ltd                 |                                   |
| Hoyts Overseas Operations Sdn Bhd              |                                   |
| HUSH Holding Company Inc                       |                                   |
| HUSH Holding Subsidiary Inc                    |                                   |
| HUSH Holdings US Inc                           |                                   |
| Hyde Park Gardens (Jersey) Limited             |                                   |
| Jadeite Phoenix Pty Limited                    | 164 098 113                       |
| Jaslib Pty Ltd                                 | 065 059 458                       |
| Jasopt Pty Ltd                                 | 065 064 164                       |
| Jersey Boys LLC                                |                                   |
| KPE Multiplextheatre GmbH & Co KG              |                                   |
| Lenvoka Pty Limited                            | 003 274 628                       |
| Lutrust Pty Limited                            | 088 937 428                       |
| Magenta Investments Ltd                        |                                   |
| Murray Leisure Group Pty Limited               | 000 090 273                       |
| Murray Publishers Pty Limited                  | 000 067 998                       |
| Nicarby Pty Ltd                                | 086 715 362                       |
| Northeast Cinemas, L.L.C.                      |                                   |
| Northeast Cinemas (Connecticut) L.L.C.         |                                   |
| Northeast Cinemas (Maryland) L.L.C.            |                                   |
| Northkom Pty Ltd                               | 082 885 961                       |
| Northkom I Pty Limited                         | 604 022 899                       |
| Northkom Bahamas Limited (Bahamas)             |                                   |
| Nova One Limited                               |                                   |
| Nova Two Limited                               |                                   |
| Park Street Partners Cayman II Limited         |                                   |
| Park Street SPV 1 (Cayman) Limited             |                                   |
| Perisher Blue Pty Ltd                          | 061 232 488                       |
| Perisher Snow Holidays Pty Limited             | 139 766 993                       |
| Raystonel Pty Limited                          | 123 039 270                       |
| RatPac Entertainment II, LLC                   |                                   |
| RatPac Entertainment , LLC                     |                                   |
| Ratpac Development LLC                         |                                   |

| <u>PARTY/ENTITY NAME</u>             | <u>AUSTRALIAN<br/>COMPANY NO.</u> |
|--------------------------------------|-----------------------------------|
| Ratpac Documentary Films LLC         |                                   |
| Ratpac Entertainment LLC             |                                   |
| Ratpac Film Fund LLC                 |                                   |
| Ratpac Holding LLC                   |                                   |
| Ratpac Press LLC                     |                                   |
| Ratpac Productions LLC               |                                   |
| Revlake Pty Limited                  | 051 765 818                       |
| Ridgegate Pty Limited                | 058 139 923                       |
| Rosgrove Pty Limited                 | 051 649 560                       |
| S. One Holding Company Pty Limited   | 601 640 215                       |
| Samenic Limited                      | 066 234 900                       |
| Savabow Pty Ltd                      | 084 712 774                       |
| SBC Burlington Corp                  |                                   |
| ScrumPac Pty Ltd                     | 602 375 253                       |
| Silthree Pty Ltd                     | 084 494 575                       |
| Siltwo Pty Ltd                       | 084 494 495                       |
| Silver City Cinemas, Inc.            |                                   |
| Silver City Holdings, Inc.           |                                   |
| Sonomaco Pty Ltd                     | 169 386 421                       |
| Sandpiper Bahamas Limited (Bahamian) |                                   |
| Taringah Pty Ltd                     | 105 268 862                       |
| Toranaga Pty Ltd                     | 056 229 728                       |
| Toray Pty Ltd                        | 002 348 503                       |
| Treysta Pty Ltd                      | 078 467 080                       |
| Wilbur Holdings Limited              |                                   |
| Wilbur One Limited                   |                                   |
| Wakefield Bahamas Limited            |                                   |
| Water Diviner LLC                    |                                   |
| Western Empire Publications Ltd      |                                   |
| Wooltech Pty Limited                 | 010 717 441                       |