

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme HJB CORPORATION LIMITED (to be renamed JANISON EDUCATION GROUP LIMITED) (Company)

ACN/ARSN ACN 091 302 975

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

Name DIPTOE PTY LTD ACN 146 060 442

ACN/ARSN (if applicable) TENTICKLES PTY LTD ACN 121 954 452

WAYNE HOULDEN

JACQUELINE HOULDEN

The holder became a substantial holder on 14/12/2017

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	67,267,416	67,267,416	51.3

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
DIPTOE PTY LTD ACN 146 060 442	DIPTOE PTY LTD has a "relevant interest" pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) as the holder of the shares	Ordinary shares - 33,033,708
TENTICKLES PTY LTD ACN 121 954 452	TENTICKLES PTY LTD has a "relevant interest" pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) as the holder of the shares	Ordinary shares - 33,033,708
WAYNE HOULDEN	"Relevant interest" in the shares held by Diptoe Pty pursuant to sections 608(1)(b) and 608(1)(c) as Wayne Houlden has the power to exercise voting rights attached to the shares and power to dispose of the shares	Ordinary shares - 33,033,708
	"Relevant interest" in the shares held by Tentickles Pty Ltd (which is more than 50% owned by Wayne Houlden's wife, Jacqueline Houlden) as he potentially has the power to exercise control over voting rights attached to the shares and power to dispose of the shares as per sections 608(1)(b) and 608(1)(c) of the Corporations Act	Ordinary shares - 33,033,708
	"Relevant interest" pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) as the holder of the shares	Ordinary shares - 1,200,000 (loan funded)
JACQUELINE HOULDEN	"Relevant interest" pursuant to sections 608(1)(b) and 608(1)(c) as Jacqueline Houlden has the power to exercise voting rights attached to the shares and power to dispose of the shares	Ordinary shares - 33,033,708

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
DIPTOE PTY LTD ACN 146 060 442	DIPTOE PTY LTD ACN 146 060 442	DIPTOE PTY LTD ACN 146 060 442	Ordinary shares - 33,033,708
TENTICKLES PTY LTD ACN 121 954 452	TENTICKLES PTY LTD ACN 121 954 452	TENTICKLES PTY LTD ACN 121 954 452	Ordinary shares - 33,033,708

WAYNE HOULDEN	WAYNE HOULDEN	WAYNE HOULDEN	Ordinary shares - 1,200,000 (loan funded)
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## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
DIPTOE PTY LTD ACN 146 060 442	14/12/2017		Shares in the Company issued as consideration for the sale of shares in Janison Solutions Pty Ltd to the Company	Ordinary - 33,033,708
TENTICKLES PTY LTD ACN 121 954 452	14/12/2017		Shares in the Company issued as consideration for the sale of shares in Janison Solutions Pty Ltd to the Company	Ordinary - 33,033,708
WAYNE HOULDEN	14/12/2017	Consideration for shares funded by way of loan from the Company		

## 6. 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
Not applicable	Not applicable


## 7. Addresses

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

Name	Address
DIPTOE LTD PTY	226A HARBOUR DRIVE, COFFS HARBOUR, NEW SOUTH WALES 2450
TENTICKLES PTY LTD	226A HARBOUR DRIVE, COFFS HARBOUR, NEW SOUTH WALES 2450
WAYNE HOULDEN	490 ROSES ROAD, GLENIFFER NEW SOUTH WALES 2454
JACQUELINE HOULDEN	490 ROSES ROAD, GLENIFFER NEW SOUTH WALES 2454


## Signature

print name Wayne Houlden capacity Individual capacity and as a director of Diptoe Pty Ltd and Tentickles Pty Ltd

sign here  date 21 / 12 / 2017

## Signature

print name JACQUELINE HOULDEN capacity Individual capacity and as a director of Diptoe Pty Ltd and Tentickles Pty Ltd

sign here  date 21 / 12 / 2017

## 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.