

Z ELLERSTON CAPITAL

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

Level 11, 179 Elizabeth Street
Sydney NSW 2000
Phone +612 9021 7797
Fax +612 9261 0528
www.ellerstoncapital.com

TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 14/11/2018

NO. OF PAGES (Including this page) 9

Dear Manager

RE: Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) - Form 604

We attach our notice of a change in substantial holding (Form 604) in respect of Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund).

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 Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund)

ACN/ARSN/ARBN 107 459 576, 122 928 410 & 154 444 925

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

9/11/2018

The previous notice was given to the company on

27/06/2018

The previous notice was dated

27/06/2018

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	13,548,827	6.51%	12,288,254	5.30%

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	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	In respect of 12,288,254 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.	12,288,254 Securities	5.30%

5. Associates

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

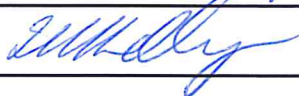
Name and ACN/ARSN (if applicable)	Nature of association
N/A	

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
Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund)	Level 9, 115 Pitt Street, SYDNEY, NSW, 2000

Signature

print name	IAN KELLY	capacity	Company Secretary
sign here		date	14/11/2018

Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) 107 459 576, 122 928 410 & 154 444 925

This is Annexure A of 1 pages referred to in Form Form 604 Change of interests of substantial holder.

Signature

print name

JAN KELLY

capacity

Company Secretary

sign here

Jan Kelly

date

14/11/2018

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
14/11/2018	Primary Person	Sell	\$292,922.00	97,129 Securities	97,129
13/11/2018	Primary Person	Sell	\$96,014.00	31,870 Securities	31,870
12/11/2018	Primary Person	Sell	\$213,081.00	70,690 Securities	70,690
9/11/2018	Primary Person	Sell	\$3,215,159.00	1,089,860 Securities	1,089,860
7/11/2018	Primary Person	Buy	\$1,135.00	401 Securities	401
6/11/2018	Primary Person	Buy	\$34,210.00	12,071 Securities	12,071
2/11/2018	Primary Person	Buy	\$3,255.00	1,154 Securities	1,154
1/11/2018	Primary Person	Buy	\$49,447.00	17,464 Securities	17,464
31/10/2018	Primary Person	Buy	\$86,454.00	29,979 Securities	29,979
30/10/2018	Primary Person	Buy	\$28,366.00	9,863 Securities	9,863
29/10/2018	Primary Person	Buy	\$598,817.00	206,931 Securities	206,931
26/10/2018	Primary Person	Buy	\$496,547.00	169,893 Securities	169,893
25/10/2018	Primary Person	Buy	\$110,489.00	37,387 Securities	37,387
24/10/2018	Primary Person	Buy	\$6.00	2 Securities	2
23/10/2018	Primary Person	Buy	\$237,660.00	79,469 Securities	79,469
22/10/2018	Primary Person	Buy	\$57,941.00	19,060 Securities	19,060
19/10/2018	Primary Person	Sell	\$696,839.00	228,482 Securities	228,482
18/10/2018	Primary Person	Buy	\$30.00	10 Securities	10
17/10/2018	Primary Person	Sell	\$421,204.00	140,963 Securities	140,963
16/10/2018	Primary Person	Sell	\$332,497.00	111,661 Securities	111,661
15/10/2018	Primary Person	Buy	\$102,044.00	34,737 Securities	34,737
12/10/2018	Primary Person	Buy	\$174,368.00	59,277 Securities	59,277
11/10/2018	Primary Person	Buy	\$151,316.00	51,599 Securities	51,599
10/10/2018	Primary Person	Sell	\$1,016,721.00	339,047 Securities	339,047
9/10/2018	Primary Person	Buy	\$29,963.00	10,027 Securities	10,027
8/10/2018	Primary Person	Sell	\$1,831,073.00	613,451 Securities	613,451

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
5/10/2018	Primary Person	Buy	\$21,020.00	7,055 Securities	7,055
4/10/2018	Primary Person	Buy	\$36,031.00	12,100 Securities	12,100
3/10/2018	Primary Person	Buy	\$100,482.00	33,728 Securities	33,728
2/10/2018	Primary Person	Buy	\$39,547.00	13,259 Securities	13,259
1/10/2018	Primary Person	Buy	\$43,349.00	14,516 Securities	14,516
28/09/2018	Primary Person	Buy	\$200,975.00	67,200 Securities	67,200
27/09/2018	Primary Person	Buy	\$83,493.00	27,854 Securities	27,854
26/09/2018	Primary Person	Buy	\$144,524.00	48,459 Securities	48,459
25/09/2018	Primary Person	Sell	\$606,199.00	201,631 Securities	201,631
24/09/2018	Primary Person	Buy	\$7,188.00	2,397 Securities	2,397
21/09/2018	Primary Person	Sell	\$279,990.00	91,571 Securities	91,571
20/09/2018	Primary Person	Sell	\$1,681,674.00	562,339 Securities	562,339
19/09/2018	Primary Person	Sell	\$55,531.00	18,585 Securities	18,585
18/09/2018	Primary Person	Buy	\$18,480.00	6,208 Securities	6,208
17/09/2018	Primary Person	Buy	\$78,549.00	26,601 Securities	26,601
14/09/2018	Primary Person	Buy	\$206,438.00	69,342 Securities	69,342
13/09/2018	Primary Person	Buy	\$93,680.00	31,278 Securities	31,278
12/09/2018	Primary Person	Buy	\$65,003.00	21,685 Securities	21,685
11/09/2018	Primary Person	Buy	\$26,310,634.00	8,770,358 Securities	8,770,358
10/09/2018	Primary Person	Buy	\$24,952.00	8,323 Securities	8,323
7/09/2018	Primary Person	Buy	\$140,745.00	46,904 Securities	46,904
6/09/2018	Primary Person	Buy	\$13,305.00	4,435 Securities	4,435
5/09/2018	Primary Person	Sell	\$44,281.00	14,635 Securities	14,635
4/09/2018	Primary Person	Buy	\$36,373.00	12,181 Securities	12,181
3/09/2018	Primary Person	Buy	\$172,123.00	58,120 Securities	58,120
31/08/2018	Primary Person	Buy	\$283,168.00	94,179 Securities	94,179
30/08/2018	Primary Person	Buy	\$1,470,916.00	488,688 Securities	488,688
29/08/2018	Primary Person	Buy	\$38,124.00	12,709 Securities	12,709
28/08/2018	Primary Person	Buy	\$38,663.00	12,895 Securities	12,895
27/08/2018	Primary Person	Buy	\$30,602.00	10,200 Securities	10,200
24/08/2018	Primary Person	Buy	\$16,942.00	5,578 Securities	5,578
23/08/2018	Primary Person	Sell	\$482,992.00	156,098 Securities	156,098
22/08/2018	Primary Person	Buy	\$1,801,266.00	591,242 Securities	591,242
21/08/2018	Primary Person	Buy	\$632,068.00	210,456 Securities	210,456

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
20/08/2018	Primary Person	Sell	\$42,921.00	13,709 Securities	13,709
17/08/2018	Primary Person	Buy	\$33,380.00	10,742 Securities	10,742
16/08/2018	Primary Person	Sell	\$3,120.00	1,000 Securities	1,000
15/08/2018	Primary Person	Buy	\$5,897.00	1,902 Securities	1,902
14/08/2018	Primary Person	Sell	\$93,590.00	30,045 Securities	30,045
13/08/2018	Primary Person	Sell	\$787,326.00	254,134 Securities	254,134
10/08/2018	Primary Person	Buy	\$69,916.00	22,545 Securities	22,545
9/08/2018	Primary Person	Buy	\$10,434.00	3,357 Securities	3,357
8/08/2018	Primary Person	Sell	\$745,108.00	239,237 Securities	239,237
6/08/2018	Primary Person	Buy	\$81,510.00	26,442 Securities	26,442
3/08/2018	Primary Person	Buy	\$73,377.00	23,791 Securities	23,791
2/08/2018	Primary Person	Sell	\$308,712.00	99,200 Securities	99,200
1/08/2018	Primary Person	Buy	\$23,695.00	7,600 Securities	7,600
31/07/2018	Primary Person	Buy	\$31,627.00	10,169 Securities	10,169
30/07/2018	Primary Person	Sell	\$66,074.00	21,214 Securities	21,214
27/07/2018	Primary Person	Sell	\$881,708.00	283,909 Securities	283,909
26/07/2018	Primary Person	Sell	\$369,209.00	119,341 Securities	119,341
25/07/2018	Primary Person	Sell	\$1,144,116.00	369,138 Securities	369,138
24/07/2018	Primary Person	Sell	\$273,971.00	87,816 Securities	87,816
23/07/2018	Primary Person	Sell	\$576,046.00	184,032 Securities	184,032
20/07/2018	Primary Person	Buy	\$1,933,018.00	623,423 Securities	623,423
19/07/2018	Primary Person	Buy	\$31,090.00	9,946 Securities	9,946
18/07/2018	Primary Person	Buy	\$183,957.00	58,585 Securities	58,585
17/07/2018	Primary Person	Buy	\$36,573.00	11,741 Securities	11,741
13/07/2018	Primary Person	Sell	\$129,034.00	40,769 Securities	40,769
12/07/2018	Primary Person	Sell	\$1,798.00	562 Securities	562
11/07/2018	Primary Person	Sell	\$516,647.00	161,568 Securities	161,568
6/07/2018	Primary Person	Buy	\$141.00	46 Securities	46
3/07/2018	Primary Person	Sell	\$337,208.00	108,427 Securities	108,427
29/06/2018	Primary Person	Buy	\$308,419.00	101,147 Securities	101,147
28/06/2018	Primary Person	Buy	\$824,522.00	270,397 Securities	270,397

Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) 107 459 576, 122 928 410 & 154 444 925

This is Annexure B of 3 pages referred to in Form Form 604 Change of interests of substantial holder.

Signature

print name

IAN KELLY

capacity

Company
Secretary

sign here

IKelly

date

14/11/2018

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 COMPANY
Arctic Capital Ltd	
Australian Fluorine Chemicals Pty Ltd	000 333 684
Bareage Pty Ltd	060 526 865
BSI Blue Sky International Ltd. (BVI)	
BSI Blue Sky International Ltd. (Mauritius)	
Buttermilk Properties LLC	
Cairnton Pty Ltd	001 735 075
Cairnton Holdings Limited	008 394 134
Captwo Pty Ltd	091 030 929
Castthree Pty Ltd	084 494 619
Casttwo Pty Ltd	084 494 520
Cavalane Holdings Pty Ltd	080 695 754
CBG Holding Company Pty Limited	163 161 420
Chermon Pty Ltd	123 039 305
Compress (Hong Kong) Ltd	
Compress (Malaysia) Sdn Bhd	
Compress Cayman, LDC	
Compress Cayman II, LDC	
Compress Cayman III, LDC	
Compress Christchurch Pty Ltd	
Compress Finance BV	
Compress Holdings Pty Ltd	088 047 974
Compress International Finance	
Compress International (Netherlands Antilles) NV	
Compress International (Netherlands Antilles) II NV	
Compress Mauritius Limited	
Compress 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 (Finance) LLC	
Consolidated Press (Finance) Pty Ltd	001 557 035
Consolidated Press (Finance) II Pty Ltd	603 295 834
Consolidated Press (Finance) III Pty Ltd	604 881 030
Consolidated Press Entertainment Pty Ltd	070 506 606
Consolidated Press Financial Services Pty Ltd	008 457 869
Consolidated Press Holdings (North America) LLC	
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

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY</u>
Cairnton Holdings Bahamas Limited	
C.P. International Investments Ltd	
C.P. International Management Services Limited	
C.P. International Resources Ltd	
C.P. International Securities Ltd	
CPH Barbuda Holdings Limited	
CPH Capital Pty Ltd	096 130 899
CPH Crown Holdings Pty Limited	603 296 804
CPH Direct Investments Pty Ltd	122 328 652
CPH Gaming I Pty Limited	603 295 674
CPH Gaming II Pty Limited	603 295 923
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 (Ellerston Leisure) Holdings Pty Limited	608 726 334
CPH Property Pty Limited	000 031 747
CPH S.One Holdings Pty Limited	603 297 927
CPH S.One I Pty Limited	603 297 310
CPH Zhaopin Holdings Pty Limited	603 298 719
CPH Zhaopin Holdings I Pty Limited	603 298 344
CPH Zillow Holdings Pty Limited	603 300 090
CPH Zillow Holdings I Pty Limited	603 299 074
CPIL Two Limited	
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 India Fund	
Ellerston MicroCap Fund	
Ellerston Opportunities Pty Ltd	150 851 666
Ellerston Overlay ASF	
Ellerston Special Opportunities Platform	
Hoyts Cinemas America Limited	
Hoyts Cinemas Argentina Limited	
Hoyts Cinemas Chile Limited	
Hoyts Cinemas Operations Pty Ltd	006 530 347
Hoyts Cinemas Overseas Holdings Sdn Bhd	
Hoyts Cinemas Polska sp Zoo	
Hoyts Emerging Territories Ltd	
Hoyts Overseas Operations Sdn Bhd	
HUSH Holdings Company Inc	
HUSH Holding Subsidiary Inc	
HUSH Holdings US Inc	
Hyde Park Gardens (Jersey) Limited	
Jaslib Pty Ltd	065 059 458
Jasopt Pty Ltd	065 064 164
Lutrust Pty Limited	088 937 428
Magenta Investments Ltd	

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY</u>
Manoc Developments Pty Ltd	137 556 524
MRED Holdings Limited	
MRED Limited	
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	
Nova One Limited	
Nova Two Limited	
Occam Partners Fund LP	
Park Street Partners Cayman II Limited	
Park Street SPV 1 (Cayman) Limited	
Raystonel Pty Limited	123 039 270
Ridgegate Proprietary Limited	058 139 923
Rosgrove Pty Limited	051 649 560
S.One Holding Company Pty Limited	601 640 215
Samenic Pty 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.	
Taringah Pty Ltd	105 268 862
Tastee Shears Holdings Pty Limited	627 444 464
Toranaga Pty Ltd	056 229 728
Toray Pty Ltd	002 348 503
West Buttermilk Holdings VIII LLC	
Wilbur Holdings Limited	
Wilbur One Limited	
Wakefield Bahamas Limited	
Western Empire Publications Ltd	
Wooltech Pty Limited	010 717 441