

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To: Company Henry Morgan Limited (HML)
Name/Scheme
ACN/ARSN 602 041 770

1. Details of substantial holder (1)

Name Kearney Holdings (QLD) Pty Ltd ATF J A Kearney Super Fund ABN 59 638 234 282, New Wood Enterprises Ltd (a company incorporated in Hong Kong (Special Administrative Region of the People's Republic of China) with company registration no. 1792199), Victor John Plummer, PTREE Pty Ltd ACN 160 563 557 and Lyle Patrica Marcus (the **Requisitioning Shareholders**), GM Enterprises Australia Pty Ltd ACN 066 912 427 ATF GTM Super Fund, Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund ABN 86 601 081 997, Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund Pension ABN 86 601 081 997, Miller Wealth Management Pty Ltd ACN 149 470 824, Acade Pty Ltd (trading as Dixon Financial Group) ACN 009 227 427, Inspired Asset Management Pty Ltd ACN 153 490 307, Benwest Investment Services ACN 003 352 707, Tony Bennett, Gary Desmond Miller, Susan Jean Dixon, Wendy Lynn Cowen and Jonathan Allan Dixon (together, the **Substantial Holders**).

ACN/ARSN (if applicable) As above

There was a change in the interests of the
substantial holder on 10/04/2019
The previous notice was given to the company on 29/04/2019
The previous notice was dated 02/04/2019

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)
Fully paid ordinary shares	4,194,504	13.684%	4,630,184	15.105%

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
8/04/2019	PTREE Pty Ltd and Lyle Patrica Marcus and each other Substantial Holder	Each of the other Substantial Holders in column two acquired a relevant interest in the shares in HML held by PTREE Pty Ltd and Lyle Patrica Marcus because they are party to an understanding to the effect that PTREE Pty Ltd and Lyle Patrica Marcus will vote those shares in favour of the resolutions proposed to be put to a meeting of shareholders of HML under section 249F of the Corporations Act 2001 (Cth) (Corporations Act). PTREE Pty Ltd and Lyle Patrica Marcus acquired a relevant interest in the shares in HML held by each of the other Substantial Holders because they are party to an understanding to the effect that each other Substantial Holder will vote those shares in favour of the resolutions proposed to be put to a meeting of shareholders of HML under section 249F of the Corporations Act.	N/A	4,630,184 fully paid ordinary shares	4,630,184

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
Kearney Holdings (QLD) Pty Ltd ATF J A Kearney Super Fund ABN 59 638 234 282 (Kearney Trustee) and each other Substantial Holder	Kearney Trustee	Kearney Trustee	Registered holder of 269,059 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	269,059 fully paid ordinary shares	269,059
New Wood Enterprises Ltd (a company incorporated in Hong Kong (Special Administrative Region of the People's Republic of China) with company registration no. 1792199) (New Wood) and each other Substantial Holder	New Wood	New Wood	Registered holder of 150,000 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	150,000 fully paid ordinary shares	150,000
Victor John Plummer and each other Substantial Holder	Victor John Plummer	Victor John Plummer	Registered holder of 1,000,001 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	1,000,001 fully paid ordinary shares	1,000,001
Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund ABN 86 601 081 997 (Dixon Trustee) and Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon and each other Substantial Holder	Dixon Trustee	Dixon Trustee	Dixon Trustee is the registered holder of 4,000 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act. Wendy Lynn Cowan, Susan Jean Dixon and Jonathan Allan Dixon jointly control Dixon Trustee and therefore each have a relevant interest in the same shares under s 608(3) of the Corporations Act.	4,000 fully paid ordinary shares	4,000
GM Enterprises Australia Pty Ltd ATF GTM Super Fund (GTM Trustee) and Gary Desmond Miller and each other Substantial Holder	GTM Trustee	GTM Trustee	GTM Trustee is the registered holder of 50,000 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act. Gary Desmond Miller controls GTM Trustee and therefore has a relevant interest in the same shares under s 608(3) of the Corporations Act.	50,000 fully paid ordinary shares	50,000

Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund ABN 86 601 081 997 (Dixon Pension Trustee) and Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon and each other Substantial Holder	Dixon Pension Trustee	Dixon Pension Trustee	Dixon Pension Trustee is the registered holder of 15,000 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act. Wendy Lynn Cowan, Susan Jean Dixon and Jonathan Allan Dixon jointly control Dixon Pension Trustee and therefore each have a relevant interest in the same shares under s 608(3) of the Corporations Act.	15,000 fully paid ordinary shares	15,000
Inspired Asset Management Pty Ltd (Inspired), Benwest Investment Services Pty Ltd (Benwest) and Tony Bennet and each other Substantial Holder	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Each of Inspired and Benwest has the power to exercise, or control the exercise of, a right to vote attached to 2,706,444 fully paid ordinary shares under arrangements under which Inspired and Benwest has been appointed investment manager and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act. Tony Bennett controls both Inspired and Benwest and therefore has a relevant interest in the same shares that Inspired and Benwest does under s 608(3) of the Corporations Act.	2,706,444 fully paid ordinary shares	2,706,444
PTREE345 Pty Ltd ACN 160 563 557 and each other Substantial Holder	PTREE345 Pty Ltd ACN 160 563 557	PTREE345 Pty Ltd ACN 160 563 557	PTREE345 Pty Ltd is the registered holder of 125,680 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	125,680 fully paid ordinary shares	125,680
Lyle Patrica Marcus and each other Substantial Holder	Lyle Patrica Marcus	Lyle Patrica Marcus	Lyle Patrica Marcus is the registered holder of 310,000 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	310,000 fully paid ordinary shares	310,000

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
Each Substantial Holder	Associates by nature of discussions held considering the board composition of HML with the intent of calling a meeting of shareholders of HML under section 249F of the Corporations Act. A copy of a notice given to HML by the Requisitioning Shareholders in respect of the calling of such a meeting on 10 April 2019 is attached as Annexure A.

6. Addresses

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

Name	Address
New Wood Enterprises Ltd (a company incorporated in Hong Kong (Special Administrative Region of the People's Republic of China) with company registration no. 1792199)	PO Box 1247 Tsuen Wan Post Office, New Territories, Hong Kong
Kearney Holdings(QLD) Pty Ltd ATF J A Kearney Super Fund ABN 59 638 234 282	PO Bos, 3478, Burleigh Town QLD 4220
Benwest Investment Services Pty Ltd ACN 003 352 707	Unit 2, 46 Brookhollow Avenue, Baulkham Hills NSW 2153
Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund	PO Box 291, Bunbury WA 6231
Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Pension Fund	PO Box 291, Bunbury WA 6231
GM Enterprises Australia Pty Ltd ATF GTM Super Fund	PO Box 3035, Bribie Island QLD 4507
Victor John Plummer	6/24 Flood Street, Bondi NSW 2026
Miller Wealth Management Pty Ltd ACN 149 470 824	PO Box 3035, Bribie Island QLD 4507
Acade Pty Ltd (trading as Dixon Financial Group) ACN 009 227 427	PO Box 291, Bunbury WA 6231
Inspired Asset Management Pty Ltd ACN 153 490 307	PO Box 7618, Baulkham Hills BC NSW 2153
Tony Bennett	PO Box 7618, Baulkham Hills BC NSW 2153
Jonathan Allan Dixon	PO Box 291, Bunbury WA 6231
Susan Jean Dixon	PO Box 291, Bunbury WA 6231
Wendy Lynn Cowan	PO Box 291, Bunbury WA 6231
Gary Desmond Miller	PO Box 3035, Bribie Island QLD 4507
PTREE345 Pty Ltd ACN 160 563 557	PO Box 3246 Darra QLD 4076
Lyle Patrica Marcus	PO Box 41 Oxenford QLD 4210

Signature

print name

ANTHONY BENNETT

capacity

DIRECTOR OF
INSPIRED ASSET
MANAGEMENT PTY LTD

sign here



date 12/4/2019

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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is annexure A of 6 pages (including this page) referred to in Form 604 'Notice of change of interests of substantial holder'

A handwritten signature in black ink, appearing to be 'AB' followed by a horizontal line and a capital 'A'.

Name: ANTHONY BENNETT
Date: 12th April 2019

Notice of intention to call general meeting and move resolutions to remove directors

under sections 249F and 203D(2) of the *Corporations Act 2001* (Cth)

To: The Directors
Henry Morgan Limited
ACN 602 041 770
Level 9
123 Eagle Street
Brisbane City QLD 4000

Kearney Holdings (QLD) Pty Ltd ATF J A Kearney Super Fund ABN 59 638 234 282, PTREE345 Pty Ltd ACN 160 563 557, Lyle Patrica Marcus, New Wood Enterprises Ltd (a company incorporated in Hong Kong (Special Administrative Region of the People's Republic of China) with company registration no. 1792199) and Victor John Plummer (the **Requisitioners**) are registered shareholders who collectively hold at least 5% of the votes that may be cast at a general meeting of Henry Morgan Limited ACN 602 041 770 (the **Company**).

In accordance with section 203D(2) of the *Corporations Act 2001* (Cth) (**Act**), the Requisitioners give notice that they intend to move resolutions 4, 5, 6, 7, 8 and 9, as stated below.

Further, the Requisitioners propose to call, and arrange to hold, a general meeting of the Company under section 249F of the Act (**General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions:

1. "That subject to the passing of Resolution 2, Mr Michael Xavier Glennon, having consented to act, be appointed as a director of Henry Morgan Limited with immediate effect."
2. "That subject to the passing of Resolution 1, Mr Gary Desmond Miller, having consented to act, be appointed as a director of Henry Morgan Limited with immediate effect."
3. "That subject to the passing of Resolutions 1 and 2, Mr Sulieman Ravell, having consented to act, be appointed as a director of Henry Morgan Limited with immediate effect."
4. "That, in accordance with the Constitution of Henry Morgan Limited, Mr Stuart McAuliffe be removed as a director of Henry Morgan Limited with immediate effect."
5. "That, in accordance with the Constitution of Henry Morgan Limited, Mr John Frederick McAuliffe be removed as a director of Henry Morgan Limited with immediate effect."
6. "That, in accordance with the Constitution of Henry Morgan Limited, Mr Rosario Patane be removed as a director of Henry Morgan Limited with immediate effect."
7. "That, in accordance with the Constitution of Henry Morgan Limited, Ms Vanessa Tracey Gunner be removed as a director of Henry Morgan Limited with immediate effect."
8. "That, in accordance with the Constitution of Henry Morgan Limited, Mr Peter Alexander Ziegler be removed as a director of Henry Morgan Limited with immediate effect."
9. "That subject to the passing of Resolutions 1, 2 and 3, any person appointed as a director of Henry Morgan Limited between 10 April 2019 and the end of this general meeting (other than Mr Michael Xavier Glennon, Mr Gary Desmond Miller and Mr Sulieman Ravell) be removed as a director of Henry Morgan Limited with immediate effect."

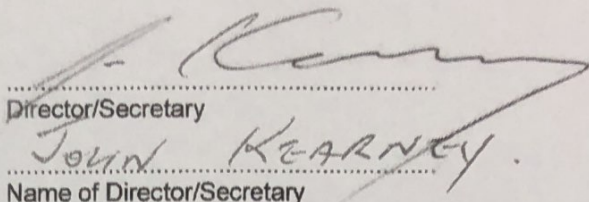
Dated 10 April 2019

3436-6251-6748v3

Executed by Kearney Holdings (QLD) Pty)
Ltd ATF J A Kearney Superannuation Fund)
ABN 59 638 234 282:

.....
Director

.....
Name of Director (print)

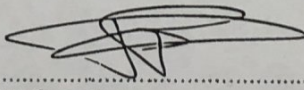

.....
Director/Secretary

.....
Name of Director/Secretary

Executed by New Wood Enterprises Ltd (a)
company incorporated in Hong Kong)
(Special Administrative Region of the
People's Republic of China) with company
registration no. 1792199):


.....
Director

.....
Name of Director (print)


.....
Director/Secretary

.....
Dennis Van der Burgt
Name of Director/Secretary

Executed by Victor John Plummer:)
)

.....
Witness

.....
Name of Witness (print)

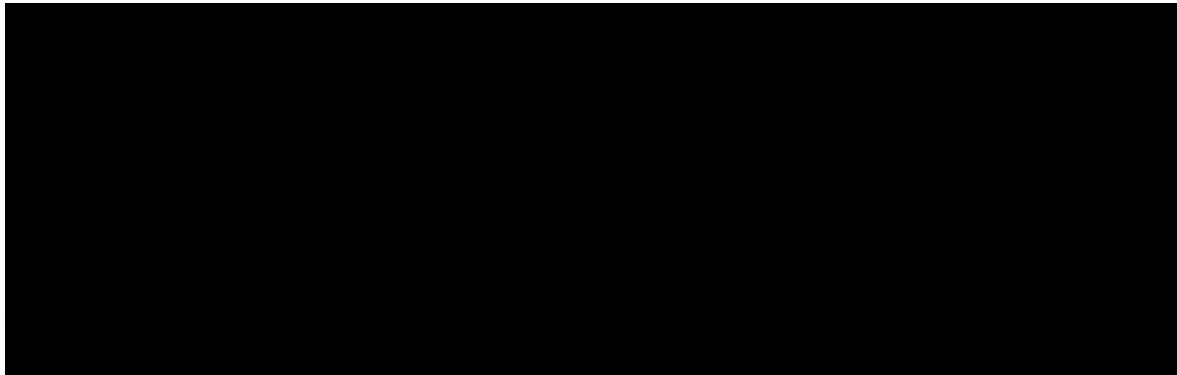
Executed by Kearney Holdings (QLD) Pty)
Ltd ATF J A Kearney Superannuation Fund)
ABN 59 638 234 282:

.....
Director

.....
Director/Secretary

.....
Name of Director (print)

.....
Name of Director/Secretary



Executed by New Wood Enterprises Ltd (a)
company incorporated in Hong Kong)
(Special Administrative Region of the
People's Republic of China) with company
registration no. 1792199):

.....
Director

.....
Director/Secretary

.....
Name of Director (print)

.....
Name of Director/Secretary

Executed by Victor John Plummer:

)
)

.....
John Plummer

.....
Witness

.....
Helen Pos
.....
Name of Witness (print)

Executed by PTREE345 Pty Ltd ACN 160)
563 557:)

.....
Signature

.....
Name of Sole Director / Secretary (print)

Patricia
Executed by Lyle Patricia Marcus:)
)

.....
JP Marcus

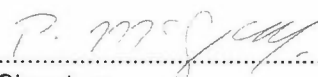
.....
K Jensen

Witness

.....
Karen Jensen

Name of Witness (print)

Executed by PTREE345 Pty Ltd ACN 160)
563 557:)


.....
Signature

PAUL McGARRY
.....
Name of Sole Director / Secretary (print)


Executed by Lyle Patricia Marcus:)
)

.....
Witness

.....
Name of Witness (print)