

**BARRO PROPERTIES PTY LTD**

ACN 006 425 369 ABN 61 006 425 369

Suite 6, Level 2, 232 Bay Street Nth Brighton Vic 3186

PO Box 663 Carlton South Vic 3053

Tel: 03) 8656 3900

**FACSIMILE**

To Company <b>ASX</b>	Facsimile Number <b>1300 135 638</b>
Attention <b>COMPANY ANNOUNCEMENTS OFFICE</b>	Pages incl this header <b>Seven (7)</b>
From <b>IAN ALEXANDER</b>	Date <b>30 May 2019</b>

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30 May 2019

The Manager  
Company Announcements Office  
Australian Stock Exchange Ltd  
Level 4  
20 Bridge Street  
**SYDNEY NSW 2000**

**Fax: 1300 135 638**

Dear Sir/Madam

Attached is a Form 604 – Notice of Change in Interests of Substantial Shareholder lodged on behalf of Barro Properties Pty Ltd and its associates with respect to their shareholdings in Adelaide Brighton Limited ("ABC"). The change relates to the transfer of 26,610,000 shares in ABC from Barro Group Pty Ltd to associated entities as detailed. There is no change to the total number of shares in ABC owned by Barro Properties Pty Ltd and its associates.

Yours faithfully

**BARRO PROPERTIES PTY LTD**

Ian P Alexander  
**Director**

att

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **ADELAIDE BRIGHTON LIMITED**ACN/ARSN **007 596 018****1. Details of substantial holder (1)**Name **BARRO PROPERTIES PTY LTD (AND THE PARTIES LISTED IN ANNEXURE B)**  
ACN/ARSN (if applicable) **006 425 369**There was a change in the interests  
of the substantial holder on **28 / 05 / 2019**The previous notice was given to the  
company on **12 / 09 / 2018**The previous notice was dated **12 / 09 / 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 vote	Voting power (5)	Person's votes	Voting power (5)
<b>ORDINARY</b>	<b>279,710,424</b>	<b>43.0%</b>	<b>279,710,424</b>	<b>43.0%</b>

**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
<b>REFER ANNEXURE A</b>					

**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
<b>REFER ANNEXURE B</b>					

## 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
REFER ANNEXURE A	

## 6. Addresses

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

Name	Address
REFER ANNEXURE C	

## Signature

print name IAN P ALEXANDER capacity DIRECTOR  
 sign here *Ian P. Alexander* date 30 / 05 / 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 6 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 (indication 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 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 associated 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



BARRO PROPERTIES PTY LTD  
ACN 006 425 369

**ANNEXURE B**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of shares affected	Person's votes
Barro Properties	Barro Properties Pty Ltd	Barro Properties	Shareholding	Ordinary 215,285,359	215,285,359
Ageflow	Ageflow Pty Ltd	Ageflow	Shareholding	Ordinary 3,630,000	3,630,000
Barro Group	Barro Group Pty Ltd	Barro Group	Shareholding	Ordinary 32,412,619	32,412,619
Churchbridge	Churchbridge Pty Ltd	Churchbridge	Shareholding	Ordinary 5,040,000	5,040,000
Cloverdew	Cloverdew Pty Ltd	Cloverdew	Shareholding	Ordinary 6,580,000	6,580,000
Rayonbridge	Rayonbridge Pty Ltd	Rayonbridge	Shareholding	Ordinary 3,574,000	3,574,000
Carltonbridge	Carltonbridge Pty Ltd	Carltonbridge	Shareholding	Ordinary 11,416,000	11,416,000
David Barro Testamentary Trust	Rhonda Barro and Raymond Barro atf David Barro Testamentary Trust	Rhonda Barro and Raymond Barro atf David Barro Testamentary Trust	Trustees of the Testamentary Trust	Ordinary 567,875	567,875
Christabel Investments	Christabel Investments Pty Ltd	Christabel Investments	Shareholding	Ordinary 163,772	163,772
Rhonda Barro	Rhonda Barro	Rhonda Barro	Shareholding	Ordinary 118,156	118,156
Raymond Barro	DogIDogi Pty Ltd	DogIDogi Pty Ltd	Controlling shareholder in registered holder	Ordinary 487,121	487,121
Ian Alexander	Ian Alexander	Ian Alexander	Shareholding	Ordinary 435,522	435,522

This is annexure B of 1 page referred to in form 604 Notice of change of interests of substantial holder

Signed

*Ian P. Alexander*

Date

*30 May 2019*

**BARRO PROPERTIES PTY LTD**  
ACN 006 425 369

**ANNEXURE C**

Name	Address
Barro Properties Pty Ltd (ACN 006 425 369)	Suite 6, Level 2, 232-234 Bay Street, Brighton North, Vic 3186
Ageflow Pty Ltd (ACN 144 916 898)	Suite 6, Level 2, 232-234 Bay Street, Brighton North, Vic 3186
Barro Group Pty Ltd (ACN 005 105 724)	191 Drummond Street, Carlton, Vic 3053
Churchbridge Pty Ltd (ACN 150 729 418)	Suite 6, Level 2, 232-234 Bay Street, Brighton North, Vic 3186
Cloverdew Pty Ltd (ACN 150 555 561)	Suite 6, Level 2, 232-234 Bay Street, Brighton North, Vic 3186
Rayonbridge Pty Ltd (ACN 164 398 583)	Suite 6, Level 2, 232-234 Bay Street, Brighton North, Vic 3186
Carltonbridge Pty Ltd (ACN 600 343 548)	Suite 6, Level 2, 232-234 Bay Street, Brighton North, Vic 3186
DogiDogi Pty Ltd (ACN 001 515 911)	3 St Johns Pde, Kew Vic, 3101
Christabel Investments Pty Ltd (ACN 005 549 351)	191 Drummond Street, Carlton, Vic 3053
Rhonda Barro and Raymond Barro atf David Barro Testamentary Trust	151/1 Queensberry Street, Carlton, Vic 3053
Rhonda Barro	151/1 Queensberry Street, Carlton, Vic 3053
Raymond Barro	3 St Johns Pde, Kew, Vic 3101
Ian Alexander	69 Armstrong Street, Middle Park, Vic 3206

This is annexure C of 1 page referred to in form 604 Notice of change of interests of substantial holder

Signed

*Ian P. Alexander*

Date

*30 May 2019*