



UCW Limited (ASX:UCW)
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ASX Market Release

5 July 2021

The Manager
Market Announcements Platform
Australian Securities Exchange

By electronic lodgement

**UCW Limited Off-Market Takeover Bid for RedHill Education Limited:
Offer lapsed and notice of ceasing to be a substantial holder**

UCW Limited (**UCW**) refers to its off-market takeover bid (**Offer**) for all of the shares in RedHill Education Limited ACN 119 952 493 (**RedHill**).

UCW confirms that the Offer period closed at 5:00pm (Sydney time) on Friday, 2 July 2021. As a number of defeating conditions to the Offer were not waived or satisfied at this time, the Offer lapsed.

RedHill shareholders who accepted the Offer will have their acceptances cancelled.

In accordance with section 671B(1) of the *Corporations Act 2001* (Cth), attached is UCW's notice of ceasing to be a substantial holder of RedHill. A copy of this notice has been provided to RedHill today.

This announcement was authorised for release to ASX by the UCW Board of Directors.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Lyndon Catzel', written over a white background.

Lyndon Catzel
Company Secretary

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme RedHill Education Limited (ASX: RDH) (**RedHill**)

ACN/ARSN 119 952 493

1. Details of substantial holder (1)Name UCW Limited (ASX: UCW) (**UCW**)

ACN/ARSN (if applicable) 108 962 152

The holder ceased to be a substantial holder on 02 / 07 / 2021The previous notice was given to the company on 26 / 04 / 2021The previous notice was dated 26 / 04 / 2021**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
02/07/2021	UCW	Cessation of a relevant interest as a result of acceptances of offers made under UCW's off-market takeover bid for RedHill becoming void as a result of the offer lapsing	Nil	FPO 8,730,877	17.17%
02/07/2021	Global Capital Holdings (Australia) Pty Limited (GCH)	Indirectly as GCH as the holder of more than 20% of the voting power in UCW, has a relevant interest in the securities which UCW has a relevant interest in	Nil	FPO 8,730,877	17.17%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
N/A	N/A

4. Addresses

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

Name	Address
UCW	Level 1, 333 Kent Street, Sydney NSW 2000
GCH	Tower 2, Level 14, 101 Grafton Street, Bondi Junction NSW 2022

Signature

print name	Lyndon Catzel	capacity	Company Secretary
sign here		date	05 / 07 / 2021

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.