

# THORNEY HOLDINGS PROPRIETARY LIMITED

**ABN 37 006 262 835**

Level 39, 55 Collins Street, Melbourne Vic 3000  
Telephone +613 9921 7116 Facsimile +613 9921 7100

11 December 2015

**BY ASX ONLINE - 4 pages**

Manager Company Announcements  
ASX Limited  
Level 10  
20 Bond Street  
**SYDNEY NSW 2000**

Dear Sir/Madam,

**Change of interests of substantial holder  
Adacel Technologies Limited [ASX:ADA]**

Following is a Form 604 *Notice of change of interests of substantial holder* dated 11 December 2015 in accordance with section 671B of the Corporations Act 2001.

Yours sincerely,



**AVEE WAISLITZ**  
Secretary

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

|                         |                                    |
|-------------------------|------------------------------------|
| To: company name/scheme | <b>ADACEL TECHNOLOGIES LIMITED</b> |
| ACN:                    | 079 672 281                        |

**1. Details of substantial holder**

|                     |  |
|---------------------|--|
| Name                | <b>Thorney Holdings Proprietary Limited</b> and each of the entities listed in the attached Annexure "A" to this notice [hereafter referred to as Thorney Holdings Group]. |
| ACN (if applicable) | 006 262 835  |

There was a change in the interests of the substantial holder on 10-Dec-15

The previous notice was given to the company on 23-Mar-12

The previous notice was dated 23-Mar-12

**2. Previous and present voting power**

The total number of shares votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest 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        | Previous Notice |              | Present Notice |              |
|----------------------------|-----------------|--------------|----------------|--------------|
|                            | Person's votes  | Voting power | Person's votes | Voting power |
| Fully Paid Ordinary Shares | 32,720,191      | 40.48%       | 26,918,645     | 33.96%       |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, relevant interests 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 are as follows:

| Date of Change | Person whose relevant interest changed | Nature of change | Consideration given in relation to Change | Class and number of securities affected | Person's votes affected |
|----------------|--|------------------|---|---|-------------------------|
| 10-Dec-15      | Thorney Holdings Group                 | Market sales     | Market prices                             | 5,801,546 ordinary shares               | 5,801,546               |

#### 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 | Nature of relevant interest                           | Class and number of shares | Person's votes |
|--|---------------------------------------|--|---|----------------------------|----------------|
| Thorney Holdings Proprietary Limited       | HSBC Custody Nominees (Australia) Ltd | Thorney Holdings Proprietary Limited       | Beneficial Owner                                      | 24,622,421 ordinary shares | 24,622,421     |
| Tiga Trading Pty Ltd                       | UBS Nominees Pty Ltd                  | Tiga Trading Pty Ltd                       | Beneficial Owner                                      | 2,296,224 ordinary shares  | 2,296,224      |
| Thorney Investment Group Australia Pty Ltd | As above                              | As above                                   | By virtue of section 608 of the Corporations Act 2001 | 26,918,645 ordinary shares | 26,918,645     |
| Jamahjo Pty Ltd                            |                                       |  |   |                            |                |

#### 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name | Nature of association |
|------|-----------------------|
|      |                       |

#### 6. Addresses

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

| Name   | Address   |
|--|---|
| Thorney Holdings Proprietary Limited                           | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Trading Pty Ltd,<br>ACN 118 961 210                       | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Investment Group Australia Pty Ltd,<br>ACN 117 488 892 | Level 39, 55 Collins Street, Melbourne 3000                       |
| Jamahjo Pty Ltd,<br>ACN 117 488 696                            | C/- TWF Partners, Level 4, 25 Claremont Street, South Yarra, 3141 |

Signature

Print name AVEE WAISLITZ  
Sign here

Capacity SECRETARY  
Date: 11 December 2015



## **ANNEXURE 'A'**

This is Annexure A referred to in the Form 604 Notice of change of interests of substantial holder signed by me and dated 11 December 2015.



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**AVEE WAISLITZ**  
Secretary

## **SUBSTANTIAL HOLDERS - ENTITY DETAILS**

| <b>Entity</b>  | <b>Address</b>  |
|--|---|
| Jamahjo Pty Ltd, ACN 117 488 696                               | c/- TWF Partners, Level 4, 25 Claremont Street, South Yarra, 3141 |
| Thistle Custodians Pty Ltd, ACN 078 027 193                    | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thistle Holdings Pty Ltd, ACN 075 051 464                      | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Alpha Pty Ltd, ACN 162 820 537                         | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Beta Pty Ltd, ACN 162 828 677                          | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Holdings Proprietary Limited, ACN 006 262 835          | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney International Pty Ltd, ACN 132 886 698                 | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Investment Group Australia Pty Ltd,<br>ACN 117 488 892 | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Management Services Pty Ltd, ACN 164 880 148           | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Omega Pty Ltd, ACN 163 964 636                         | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Property Pty Ltd, ACN 117 811 453                         | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA (Ballarat) Pty Ltd, ACN 117 812 030                       | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Finance Pty Ltd, ACN 118 521 412                          | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA (Hawthorn) Pty Ltd, ACN 126 952 663                       | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Tails Pty Ltd, ACN 080 534 416                            | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Trading Pty Ltd, ACN 118 961 210                          | Level 39, 55 Collins Street, Melbourne 3000                       |