



**Dominic D Smith**  
Vice President & Company Secretary

**Aurizon Holdings Limited**  
ABN 14 146 335 622

T +61 7 3019 9000  
F +61 7 3019 2188  
E [CompanySecretary@aurizon.com.au](mailto:CompanySecretary@aurizon.com.au)  
W [aurizon.com.au](http://aurizon.com.au)

Level 17, 175 Eagle Street  
Brisbane QLD 4000

GPO Box 456  
Brisbane QLD 4001



ASX Market Announcements  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

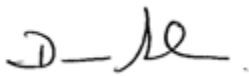
10 July 2014

**BY ELECTRONIC LODGEMENT**

**Joint off-market bid for Aquila Resources Limited – Notice of change of interests of substantial holder**

Please find attached announcement for immediate release to the market.

Yours faithfully



**Dominic D Smith**  
VP & Company Secretary



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

## Notice of change of interests of substantial holder

To Company Name/Scheme Aquila Resources Limited (Aquila)

ACN/ARSN 092 002 769

### 1. Details of substantial holder (1)

Name Aurizon Holdings Limited

ACN/ARSN (if applicable) 146 335 622

This notice is given by Aurizon Holdings Limited on behalf of itself and each of its controlled bodies corporate (**Aurizon Subsidiaries**) named in the list of 1 page annexed to this notice and marked **A**, Aurizon Operations Limited (**Aurizon**) and ACN 169 052 288 Pty Ltd.

There was a change in the interests of the substantial holder on

9 July 2014

The previous notice was given to the company on

9 July 2014

The previous notice was dated

9 July 2014

### 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) |
| Ordinary shares         | 370,847,993     | 90.05%           | 376,426,740    | 91.41%           |

### 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 |
|----------------|---|--|--|---|-------------------------|
| 9 July 2014    | Aurizon Holdings Limited, Aurizon, Baosteel Resources Australia Pty Ltd ( <b>Baosteel</b> ), Fortune BS Company Pte Ltd ( <b>Fortune BS</b> ) and each Aurizon Subsidiary | Acquisition of relevant interest in ordinary shares in Aquila pursuant to contracts arising as a result of acceptances of Aurizon Operations Limited and Baosteel's takeover offers dated 6 June 2014 (the <b>Offers</b> ) | \$3.40 for every Aquila share (Subject to the terms of the <b>Offers</b> ) | 5,578,747 ordinary shares               | 5,578,747               |

### 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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|

|                            |   |  |   |                             |             |
|----------------------------|---|--|---|-----------------------------|-------------|
| Aurizon Holdings Limited   | BRA as to 244,042,501 ordinary shares<br>Fortune BS as to 58,492,674 ordinary shares<br>Aurizon Operations Limited as to 41,159,854 ordinary shares | BRA<br>Fortune BS<br>Aurizon Operations Limited  | Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Aurizon Operations Limited.  | 343,695,029 ordinary shares | 343,695,029 |
| Aurizon Holdings Limited   | Various Offerees who have accepted the Offers as to 32,731,711 ordinary shares  | Aurizon Operations Limited and Baosteel, subject to terms of the Offers and the Joint Bidding Agreement between them, a copy of which was annexed to the <i>Form 603: Notice of initial substantial holder</i> provided to the ASX on 5 May 2014 (the <b>JBA</b> ) | Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Aurizon Operations Limited.  | 32,731,711 ordinary shares  | 32,731,711  |
| Aurizon Operations Limited | BRA as to 244,042,501 ordinary shares<br>Fortune BS as to 58,492,674 ordinary shares<br>Aurizon Operations Limited as to 41,159,854 ordinary shares | BRA<br>Fortune BS<br>Aurizon Operations Limited  | Power to control exercise of voting rights and disposal pursuant to the Joint Bidding Agreement entered into by Aurizon Operations Limited and BRA dated 3 May 2014 and the Shareholders Agreement entered into by Aurizon Operations Limited, Baosteel Resources Australia Pty Ltd and Fortune BS Company Pte Ltd dated 3 May 2014, copies of which are annexed to the Initial SHN.<br><br>Registered holder of shares | 343,695,029 ordinary shares | 343,695,029 |
| Aurizon Operations Limited | Various Offerees who have accepted the Offers as to 32,731,711 ordinary shares  | Aurizon and Baosteel, subject to terms of the Offers and the JBA   | Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of acceptances under the Offer   | 32,731,711 ordinary shares  | 32,731,711  |
| Aurizon Subsidiaries       | BRA as to 244,042,501 ordinary shares<br>Fortune BS as to 58,492,674 ordinary shares<br>Aurizon Operations Limited as to 41,159,854 ordinary shares | BRA<br>Fortune BS<br>Aurizon Operations Limited  | Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in Aurizon Operations Limited.   | 343,695,029 ordinary shares | 343,695,029 |
| Aurizon Subsidiaries       | Various Offerees who have accepted the Offers as to 32,731,711 ordinary shares  | Aurizon and Baosteel, subject to terms of the Offers and the JBA   | Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in Aurizon Operations Limited.   | 32,731,711 ordinary shares  | 32,731,711  |

## 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 |
|-----------------------------------|-----------------------|
| Nil                               | Not applicable        |

## 6. Addresses

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

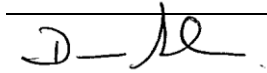
| Name                       | Address  |
|----------------------------|--|
| Aurizon Holdings Limited   | Level 17, 175 Eagle Street, Brisbane, QLD 4000 Australia                               |
| Aurizon Operations Limited | c/- Aurizon Holdings Limited, Level 17, 175 Eagle Street, Brisbane, QLD 4000 Australia |
| Aurizon Subsidiaries       | c/- Aurizon Holdings Limited, Level 17, 175 Eagle Street, Brisbane, QLD 4000 Australia |
| BRA                        | Level 20, Allendale Square, 77 St Georges Terrace, Perth WA 6000 Australia             |
| Fortune BS                 | c/o Baosteel Tower, No 370 Pudian Road, Pudong New District, Shanghai, China           |
| ACN 169 052 288 Pty Ltd    | c/- Aurizon Holdings Limited, Level 17, 175 Eagle Street, Brisbane, QLD 4000 Australia |

## Signature

print name Dominic D Smith

capacity Company Secretary

sign here



date 10 July 2014

### 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 (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 on 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

### Form 604 Aurizon Holdings Limited ACN 146 335 622

This is the Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 10 July 2014.



Dominic D Smith  
Company Secretary  
Dated: 10 July 2014

Aurizon Subsidiaries

Each of the following is an Aurizon Subsidiary:

| Company name                                 | ACN         |
|--|-------------|
| Aurizon Finance Pty Ltd                      | 145 991 680 |
| Aurizon Intermodal Pty Ltd                   | 114 388 377 |
| Aurizon International Pty Ltd                | 161 638 580 |
| Aurizon Moorebank Holding Pty Ltd            | 158 434 783 |
| Aurizon Moorebank Pty Ltd                    | 158 434 667 |
| Aurizon Network Pty Ltd                      | 132 181 116 |
| Aurizon Property Holding Pty Ltd             | 145 991 662 |
| Aurizon Property Pty Ltd                     | 145 991 724 |
| Aurizon Resource Logistics Pty Limited       | 082 175 700 |
| Aurizon Surat Basin Pty Ltd                  | 122 385 568 |
| Aurizon Terminal Pty Ltd                     | 145 991 555 |
| Australia Eastern Railroad Pty Ltd           | 118 274 776 |
| Australia Western Railroad Pty Ltd           | 094 792 275 |
| Australian Rail Pty Ltd                      | 118 274 481 |
| Australian Railroad Group Employment Pty Ltd | 087 891 601 |
| AWR Lease Co Pty Ltd                         | 094 792 159 |
| CRT Group Pty Ltd                            | 004 935 915 |
| Interail Australia Pty Ltd                   | 087 619 010 |
| Iron Horse Insurance Company Pte Ltd         | N/A         |
| Logistics Australasia Pty Ltd                | 004 411 983 |
| NHK Pty Ltd                                  | 004 541 360 |