



2 April 2024

BY ASX ONLINE - 5 pages

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

Dear Sir/Madam,

**Change of interests of substantial holder
Austin Engineering Limited [ASX:ANG]**

Following is a Form 604 *Notice of change of interests of substantial holder* dated 2 April 2024 in accordance with section 671B of the Corporations Act.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Avey Waislitz', is written over a white background.

AVEE WAISLITZ
Secretary

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: company name/scheme	AUSTIN ENGINEERING LIMITED
ARBN	60 078 480 136

1. Details of substantial holder

Name	Thorney International Pty Ltd and each of the entities listed in the attached Annexure 'A' to this notice.
ACN (if applicable)	132 886 698

There was a change in the interests of the substantial holder on 02-Apr-24

The previous notice was given to the company on 28-Oct-22

The previous notice was dated 28-Oct-22

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	135,160,772	23.17%	128,724,994	21.95%

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	Number and class of securities affected	Person's votes affected
16-Nov-22	Thorney International Pty Ltd	Mkt Sale	\$48,683.24	143,186 ordinary shares	143,186
18-Nov-22	Thorney International Pty Ltd	Mkt Sale	\$790.50	2,325 ordinary shares	2,325
21-Nov-22	Thorney Opportunities Ltd	Mkt Sale	\$nil	1,608 ordinary shares	1,608
22-Nov-22	Thorney Opportunities Ltd	Mkt Sale	\$nil	40,083 ordinary shares	40,083
23-Nov-22	Thorney Opportunities Ltd	Mkt Sale	\$nil	542,798 ordinary shares	542,798
30-Jan-23	Thorney Opportunities Ltd	Mkt Sale	\$nil	274,173 ordinary shares	274,173
31-Jan-23	Thorney Opportunities Ltd	Mkt Sale	\$nil	425,827 ordinary shares	425,827
31-Mar-23	Thorney International Pty Ltd	Mkt Sale	\$80,000.00	200,000 ordinary shares	200,000
03-Apr-23	Thorney International Pty Ltd	Mkt Sale	\$121,500.00	300,000 ordinary shares	300,000
04-May-23	Thorney International Pty Ltd	Mkt Purchase	\$80,991.96	278,706 ordinary shares	278,706
09-May-23	Thorney International Pty Ltd	Mkt Purchase	\$29,802.36	106,437 ordinary shares	106,437
10-May-23	Thorney International Pty Ltd	Mkt Purchase	\$102,489.24	366,033 ordinary shares	366,033
11-May-23	Thorney International Pty Ltd	Mkt Purchase	\$19,456.08	69,486 ordinary shares	69,486
15-May-23	Thorney International Pty Ltd	Mkt Purchase	\$28,339.36	101,212 ordinary shares	101,212
16-May-23	Thorney International Pty Ltd	Mkt Purchase	\$21,875.28	78,126 ordinary shares	78,126

22-Jan-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	500,000 ordinary shares	500,000
05-Feb-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	490,121 ordinary shares	490,121
06-Feb-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	290,523 ordinary shares	290,523
22-Feb-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	237,501 ordinary shares	237,501
26-Feb-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	22,640 ordinary shares	22,640
07-Mar-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	152,317 ordinary shares	152,317
08-Mar-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	825,043 ordinary shares	825,043
11-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$5,113.13	10,879 ordinary shares	10,879
11-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$228,750.00	500,000 ordinary shares	500,000
13-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$271,466.96	589,121 ordinary shares	589,121
14-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$47,000.00	100,000 ordinary shares	100,000
18-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$126,238.79	259,377 ordinary shares	259,377
19-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$117,905.27	240,623 ordinary shares	240,623
27-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$210,375.00	425,000 ordinary shares	425,000
27-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$103,998.51	210,098 ordinary shares	210,098
27-Mar-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	425,000 ordinary shares	425,000
27-Mar-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	210,099 ordinary shares	210,099
28-Mar-24	Thorney International Pty Ltd	Mkt Sale	\$4,315.41	8,718 ordinary shares	8,718
28-Mar-24	Thorney Opportunities Ltd	Mkt Sale	\$nil	8,718 ordinary shares	8,718

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	Number and class of securities	Person's votes
Thorney Investment Group	UBS Nominees Pty Ltd	Thorney International Pty Ltd	Thorney Investment Group is taken under section 608(3)(b) of the Corporations Act 2001 (Cth) (the Act) to have a relevant interest as it holds all the issued capital in Thorney International Pty Ltd.	66,681,085 ordinary shares	66,681,085
		Thorney Holdings Proprietary Limited	Thorney Investment Group is taken under section 608(3)(b) of the Corporations Act 2001 (Cth) (the Act) to have a relevant interest as it holds all the issued capital in Thorney Holdings Proprietary Limited.	18,687,726 ordinary shares	18,687,726
		Thorney Opportunities Ltd	Thorney Investment Group is taken to have a relevant interest as it has the capacity to determine the outcome of decisions about the financial and operating policies of Thorney Opportunities Ltd.	43,356,183 ordinary shares	43,356,183
Thorney Opportunities Ltd	UBS Nominees Pty Ltd	Thorney Opportunities Ltd	Thorney Technologies Ltd has a relevant interest under section 608(1)(b) of the Act as it is the beneficial holder of those shares.	43,356,183 ordinary shares	43,356,183
Mr Alex Waislitz	UBS Nominees Pty Ltd	Thorney International Pty Ltd	Each of the entities listed in the adjacent column (and in Annexure "A") are 'associates' pursuant to section 12(2)(a)(iii) of the Act by virtue of them being commonly controlled by Mr Alex Waislitz who, pursuant to section 50AA of the Act, has the capacity to determine the outcome of decisions about the financial and operating policies of each of those entities.	66,681,085 ordinary shares	66,681,085
		Thorney Holdings Proprietary Limited		18,687,726 ordinary shares	18,687,726
	Urban Land	Thorney Opportunities Ltd		43,356,183 ordinary shares	43,356,183

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 International Pty Ltd	Level 45, 55 Collins Street, Melbourne 3000
Thorney Investment Group	See Annexure 'A' to this notice
Each of the entities listed in Annexure 'A' to this notice	See Annexure 'A' to this notice
Thorney Opportunities Ltd, ACN 080 167 264	Level 45, 55 Collins Street, Melbourne 3000
Thorney Holdings Proprietary Limited	Level 45, 55 Collins Street, Melbourne 3000
Alex Waislitz	Level 45, 55 Collins Street, Melbourne 3000

Signature

Print name AVEE WAISLITZ

Capacity SECRETARY

Sign here

Date 2 April 2024



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 2 April 2024.



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AVEE WAISLITZ
Secretary

SUBSTANTIAL HOLDERS - ENTITY DETAILS

Entity	Address
<u>Thorney Investment Group</u>	
Jamahjo Pty Ltd, ACN 117 488 696 as trustee for the Halex Family Trust	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Thistle Custodians Pty Ltd, ACN 078 027 193	Level 45, 55 Collins Street, Melbourne 3000
Thistle Holdings Pty Ltd, ACN 075 051 464	Level 45, 55 Collins Street, Melbourne 3000
Thorney Alpha Pty Ltd, ACN 162 820 537	Level 45, 55 Collins Street, Melbourne 3000
Thorney Beta Pty Ltd, ACN 162 828 677	Level 45, 55 Collins Street, Melbourne 3000
Thorney Holdings Proprietary Limited, ACN 006 262 835	Level 45, 55 Collins Street, Melbourne 3000
Thorney International Pty Ltd, ACN 132 886 698	Level 45, 55 Collins Street, Melbourne 3000
Thorney Investment Group Australia Pty Ltd, ACN 117 488 892	Level 45, 55 Collins Street, Melbourne 3000
Thorney Management Services Pty Ltd, ACN 164 880 148	Level 45, 55 Collins Street, Melbourne 3000
Thorney Omega Pty Ltd, ACN 163 964 636	Level 45, 55 Collins Street, Melbourne 3000
TIGA Property Pty Ltd, ACN 117 811 453	Level 45, 55 Collins Street, Melbourne 3000
TIGA (Ballarat) Pty Ltd, ACN 117 812 030	Level 45, 55 Collins Street, Melbourne 3000
TIGA Finance Pty Ltd, ACN 118 521 412	Level 45, 55 Collins Street, Melbourne 3000
TIGA (Hawthorn) Pty Ltd, ACN 126 952 663	Level 45, 55 Collins Street, Melbourne 3000
TIGA Tails Pty Ltd, ACN 080 534 416	Level 45, 55 Collins Street, Melbourne 3000
TIGA Trading Pty Ltd, ACN 118 961 210	Level 45, 55 Collins Street, Melbourne 3000
<u>Other associates</u>	
Early Force Pty Ltd, ACN 103 134 363 as trustee for the Alex Waislitz Property Investment Trust	Level 45, 55 Collins Street, Melbourne 3000
Jamah Investments Pty Ltd, ACN 093 388 928 as trustee for the Jamah Investment Trust	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Jasforce Pty Ltd, ACN 017 167 713 as trustee for the Alex Waislitz Retirement Plan	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Thorney Opportunities Ltd, ACN 080 167 264	Level 45, 55 Collins Street, Melbourne 3000
Thorney Technologies Ltd, ACN 096 782 188	Level 45, 55 Collins Street, Melbourne 3000
58 Jarque Pty Ltd, ACN 617 756 377	Level 45, 55 Collins Street, Melbourne 3000
Two Towers Pty Ltd, ACN 134 730 546	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Urban Land Nominees Pty Ltd, ACN 004 753 066	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Coastal Estates Proprietary Limited, ACN 004 481 154	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Waislitz Charitable Corporation Pty Ltd, ACN 163 623 612 as trustee for the Waislitz Family Foundation	Level 45, 55 Collins Street, Melbourne 3000