

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Hills Limited
ACN/ARSN 007 573 417

1. Details of substantial holder (1)

Name Poplar Pty Ltd
ACN/ARSN (if applicable) 007 611 154

There was a change in the interests of the substantial holder on 24 / 02 / 2015

The previous notice was given to the company on 19 / 12 / 2009

The previous notice was dated 19 / 12 / 2009

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	22,133,184	8.94%	23,096,031	9.96%

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
24/02/2015	Greybox Holdings Pty Ltd	On Market Purchase	\$1.00 per ordinary share	50,000 ordinary shares	50,000

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
Refer to Annexure A					

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
N/A	

6. Addresses

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

Name	Address
Poplar Pty Ltd	C/- KPMG, Level 7, 151 Pirie Street, Adelaide SA 5000
Ling Nominees Pty Ltd	C/- KPMG, Level 7, 151 Pirie Street, Adelaide SA 5000
Robert Donald Hill-Ling	37 Carrick Hill Drive, Mitcham SA 5062
Ailsa Rosemary Hill-Ling	37 Carrick Hill Drive, Mitcham SA 5062
Jennifer Helen Hill-Ling	18 Larkin Street, Waverton NSW 2060
Gregory Mark Hill-Ling	2 Strathmore Grove, Urrbrae SA 5064
Bronwyn M Veale	5 Playford Road, Mitcham SA 5062
Greybox Holdings Pty Ltd	37 Carrick Hill Drive, Mitcham SA 5062
Jarrah Group Pty Ltd	37 Carrick Hill Drive, Mitcham SA 5062

Signature

print name Robert Donald Hill-Ling

capacity Director

sign here



date

4, 3, 15

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 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.
- (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

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial shareholder

Hills Limited
ACN 007 573 417

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Poplar Pty Ltd	Poplar Pty Ltd		Registered holder	16,550,845 Ordinary shares	16,550,845
Poplar Pty Ltd	Poplar Pty Ltd & Hills Associates Ltd		Registered holder	1,188,918 Ordinary shares	1,188,918
Poplar Pty Ltd	Robert Donald Hill-Ling		Registered holder is an associate of the substantial shareholder	64,447 Ordinary shares	64,447
Poplar Pty Ltd	Robert Donald & Ailsa Rosemary Hill-Ling		Registered holder is an associate of the substantial shareholder	33,736 Ordinary shares	33,736
Poplar Pty Ltd	Ling Nominees Pty Ltd		Director of the registered holder is an associate of the substantial shareholder	73,549 Ordinary shares	73,549
Poplar Pty Ltd	Ailsa Rosemary Hill-Ling & Gregory Mark Hill-Ling		A registered holder is an associate of the substantial shareholder	166,601 Ordinary shares	166,601
Poplar Pty Ltd	Ailsa Rosemary Hill-Ling & Jennifer Helen Hill-Ling		A registered holder is an associate of the substantial shareholder	118,976 Ordinary shares	118,976
Poplar Pty Ltd	Ailsa Rosemary Hill-Ling & Bronwyn M Veale		A registered holder is an associate of the substantial shareholder	168,917 Ordinary shares	168,917
Poplar Pty Ltd	Greybox Holdings Pty Ltd		Director of the registered holder is an associate of the substantial shareholder	4,490,042 Ordinary shares	4,490,042
Poplar Pty Ltd	Jarrah Group Pty Ltd		Director of the registered holder is an associate of the substantial shareholder	240,000 Ordinary shares	240,000

print name Robert Donald Hill-Ling

capacity Director

sign here



date

4/3/15

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging Period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form. (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange. (c) The person must give a copy of this notice: (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and ACN or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with the mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice