

CHURCH & GRACE

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Our Ref:

DMC:160527

Your Ref:

2 November 2016

ASX Market Announcement

FACSIMILE: 1300 135 638



(Nº of pages including this page 10)

Dear Sir / Madam

Homeloans Limited ("HOM")

We attach:

- 1 notice of initial substantial shareholder, given by Somers Pte Limited;
- 2 notice of initial substantial shareholder given by ICM Limited; and
- 3 notice of change of interest of substantial shareholder given by Somers Limited and others.

Yours faithfully

CHURCH & GRACE
David Crompton

Direct Line: 02 9230 6123

Email: dcrompton@churchgrace.com.au

CONFIDENTIAL. This facsimile is confidential and may be legally privileged. If you are not the intended recipient, please inform us by telephoning (02) 9233 1155.

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme **HOMELoANS LIMITED**
 ACN/ARSN **095 034 003**

1 Details of substantial holder (1)Name **Somers Pte Limited**ACN/ARSN (if applicable) **N/A**The holder became a substantial holder on **25 October 2016****2 Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully paid ordinary shares	231,922,076	231,922,076	58.91%

3 Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Somers Pte Limited	Option to acquire the subject shares from Somers Limited	Fully paid ordinary shares 231,922,076
Somers Limited	Holder of the subject shares	Fully paid ordinary shares 231,922,076
ICM Limited	Power to control exercise of rights attaching to subject shares and power to dispose of subject shares	Fully paid ordinary shares 231,922,076
UIL Limited and Permanent Investments Limited	Each has voting power exceeding 20% in Somers Limited which has a relevant interest in the subject shares otherwise than because of s608(3)(a)	Fully paid ordinary shares 231,922,076
Ingot Capital Management Pty Ltd	Entitlement to voting power exceeding 20% in Somers Limited which has a relevant interest in the subject shares otherwise than because of s608(3)(a).	Fully paid ordinary shares 231,922,076

4 Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Somers Limited	Somers Limited	Somers Limited	231,922,076 Fully paid ordinary shares

5 Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Somers Pte Limited	25 October 2016	US\$1.00	231,922,076 Fully paid ordinary shares
Somers Limited	25 October 2016	18,062,476 shares in RESIMAC	231,922,076 Fully paid ordinary shares

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		Limited		
All others named in paragraph 3	25 October 2016	nil		231,922,076 Fully paid ordinary shares

6 Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of associations
All named in paragraph 3 above other than ICM Limited	Each is a body corporate controlled by the entity which controls Somers Pte Limited

7 Addresses

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

Name	Address
All named above except for Somers Pte Limited	34 Bermudian Road, HAMILTON HM11, BERMUDA
Somers Pte Limited	896 Dunearn Rd #04-09, SINGAPORE 589472

Signature

print name

Jonathan Chi

capacity

Director

sign here

date

1 / 11 / 16

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

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Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder**To** Company Name/Scheme **HOMELOANS LIMITED**ACN/ARSN **095 034 003****1 Details of substantial holder (1)**Name **ICM Limited**ACN/ARSN (if applicable) **N/A**The holder became a substantial holder on **25 October 2016****2 Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully paid ordinary shares	231,922,076	231,922,076	58.91%

3 Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
ICM Limited	Power to control exercise of rights attaching to subject shares and power to dispose of subject shares	Fully paid ordinary shares 231,922,076
Somers Limited	Holder of the subject shares	Fully paid ordinary shares 231,922,076
UIL Limited and Permanent Investments Limited	Each has voting power exceeding 20% in Somers Limited which has a relevant interest in the subject shares otherwise than because of s608(3)(a)	Fully paid ordinary shares 231,922,076
Ingot Capital Management Pty Ltd	Entitlement to voting power exceeding 20% in Somers Limited which has a relevant interest in the subject shares otherwise than because of s608(3)(a).	Fully paid ordinary shares 231,922,076
Somers Pte Limited	Option to acquire the subject shares from Somers Limited	Fully paid ordinary shares 231,922,076

4 Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Somers Limited	Somers Limited	Somers Limited	231,922,076 Fully paid ordinary shares

5 Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
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Somers Limited	25 October 2016	18,062,476 shares in RESIMAC Limited	231,922,076 Fully paid ordinary shares
Somers Pte Limited		US\$1.00	231,922,076 Fully paid ordinary shares
All others named in paragraph 3	25 October 2016	Nil	231,922,076 Fully paid ordinary shares

6 Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of associations
All named in paragraph 3 above other than ICM Limited	Each is a body corporate controlled by the entity which controls ICM Limited

7 Addresses

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

Name	Address
Somers Pte Limited	896 Dunearn Rd #04-09, SINGAPORE 589472
All others named above	34 Bermudian Road, HAMILTON HM11, BERMUDA

Signature

print name ALASSAIRE YOUNIE capacity DIRECTOR
 sign here [Signature] date 01/11/16

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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'.

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- (9) 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.

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	HOMELOANS LIMITED
ACN/ARSN	095 034 003
1 Details of substantial holder (1)	
Name	SOMERS LIMITED, UIL LIMITED, PERMANENT INVESTMENT LIMITED, INGOT CAPITAL MANAGEMENT PTY LTD, DUNCAN SAVILLE
ACN/ARSN (if applicable)	N/A
There was a change in the interests of the substantial holder on	25 October 2016
The previous notice was given to the company on	22 August 2016
The previous notice was dated	22 August 2016

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	Previous notice		Present notice	
	Person's vote	Voting power (5)	Person's vote	Voting power (5)
Ordinary shares	21,039,716	18.9%	231,922,076	58.91%

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
25 October 2016	Somers Limited	Acquisition of the subject Homeloans Limited shares on implementation of scheme of arrangement.	18,062,476 shares in RESIMAC Limited	231,922,076 fully paid ordinary shares	231,922,076
25 October 2016	UIL Limited and Permanent Investments Limited	Each had a voting power exceeding 20% in Somers Limited when Somers Limited acquired its relevant interest in the subject shares otherwise than because of s603(3)(a).	Nil	231,922,076 fully paid ordinary shares	231,922,076
25 October 2016	Ingot Capital Management Pty Ltd	Holder of entitlement to subscribe for shares giving voting power exceeding 20% in Somers Limited when Somers Limited acquired its relevant interest in the subject shares otherwise than because of s603(3)(a).	Nil	231,922,076 fully paid ordinary shares	231,922,076
25 October 2016	Duncan Saville	Controlled Somers Limited when it acquired its relevant interest in the subject shares.	Nil	231,922,076 fully paid ordinary shares	231,922,076
25 October 2016	ICM Limited	Power to control exercise of rights attaching to subject shares and power to dispose of subject shares	Nil	231,922,076 fully paid ordinary shares	231,922,076

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25 October 2016	Somers Pte Limited	Option to acquire the subject shares from Somers Limited	US\$1.00	231,922,076 fully paid ordinary shares	231,922,076
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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 affected	Person's votes
Somers Limited	Somers Limited	Somers Limited	Holder of Shares	231,922,076 fully paid ordinary shares	231,922,076
UIL Limited and Permanent Investments Limited	Somers Limited	Somers Limited	Each has voting power exceeding 20% in Somers Limited which has a relevant interest in the subject shares otherwise than because of s608(3)(a).	231,922,076 fully paid ordinary shares	231,922,076
Ingot Capital Management Pty Ltd	Somers Limited	Somers Limited	Entitlement to voting power exceeding 20% in Somers Limited which has a relevant interest in the subject shares otherwise than because of s608(3)(a).	231,922,076 fully paid ordinary shares	231,922,076
Duncan Paul Saville	Somers Limited	Somers Limited	Control of Somers Limited.	231,922,076 fully paid ordinary shares	231,922,076

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
ICM Limited and Somers Pte Limited	Each continues as an associate of each substantial holder other than Duncan Saville as it is a body corporate controlled by the entity which controls each of that substantial holder.

6 Addresses

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

Name	Address
All named above except for Somers Pte Limited	34 Bermudian Road, HAMILTON HM11, BERMUDA
Somers Pte Limited	896 Dunearn Rd #04-09, SINGAPORE 589472

Signature

print name ALASDAIR YOUNIE capacity DIRECTOR (ICM)
 sign here  date 01/11/16

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.

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(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.