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26 May 2016

**Market Announcements Office  
ASX Limited**

***COMPANY ANNOUNCEMENT***

**Hawthorn Resources Limited**

**Change of Substantial Holder Interest**

- **Form 604 Notice**
- **Feng Hua Mining Investment Holding (HK) Limited**

The Company has received from Feng Hua Mining Investment Holding (HK) Limited a Form 604 Notice advising of a change of relevant interest arising from the expiry of the Co-Operation Deed between itself and Messrs M G Kerr and M E Elliott resulting in it no longer having a relevant interest in the shares in the Company in which Mr Kerr and Mr Elliott have an interest. The legal and beneficial direct interest of Feng Hua Mining Investment Holding (HK) Limited is unchanged at 64,391,383 shares.

Attached on behalf of Feng Hua Mining Investment Holding (HK) Limited for release to the market is the Form 604 Notice.

***END***

Enquiries:  
Mourice Garbutt  
Company Secretary  
Tel: + 61 (0) 3 9605 5917

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **HAWTHORN RESOURCES LIMITED**ACN/ARSN **009 157 439****1. Details of substantial holder (1)**Name **FENG HUA MINING INVESTMENT HOLDING (HK) LIMITED (Feng Hua)**ACN/ARSN (if applicable) **N/A - This Notice is also given by Feng Hua on behalf of each of the holders a deemed relevant interest in the shares of Hawthorn Resources Limited parties as held by Feng Hua and as listed in Annexure "B"**There was a change in the interests of the substantial holder on **26/04/2016**The previous notice was given to the company on **17/05/2013**The previous notice was dated **17/05/2013****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)
<b>Ordinary Shares</b>	<b>68,125,762</b>	<b>39.78%</b>	<b>64,391,383</b>	<b>37.56%</b>

**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
<b>REFER TO</b>	<b>ANNEXURES</b>	<b>"A" AND "B"</b>			

**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
<b>REFER TO</b>	<b>ANNEXURES</b>	<b>"A" AND "B"</b>			

## 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
	REFER ANNEXURES "A" AND "B"

## 6. Addresses

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

Name	Address
	REFER ANNEXURES "A" AND "B"

## Signature

print name

Yongzhong Liao

capacity DIRECTOR

sign here

date 25/05/2016

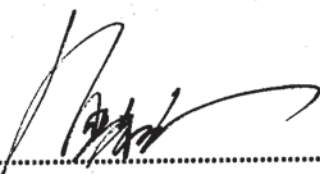
## DIRECTIONS

- (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.



This is page 1 of the Annexure marked "A" of 3 pages referred to in Form 604 (Change of interest of substantial holder) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Feng Hua Mining Investment Holding (HK) Limited and signed the date of signing



Name: Yongzhong Liao  
Director

	Form 604 Notice 29 05 2013 Shares	Form 604 Notice 25 05 2016 Shares	Changes Shares
<b>ENTITLEMENTS:</b>			
<b>MARK E ELLIOTT – held as follows:</b>			
(A) Self		-	-
c/- 189 Hotham Street, East Melbourne Vic 3002			
(B) Decoland Holdings Pty Ltd		-	-
c/- 189 Hotham Street, East Melbourne Vic 3002			
(C) Decoland Holdings Pty Ltd (MEE Super Fund A/c)	1,075,000	-	-1,075,000
c/- 189 Hotham Street, East Melbourne Vic 3002			
<b>TOTAL ENTITLEMENT – MARK E ELLIOTT</b>	<b>1,075,000</b>	<b>-</b>	<b>-1,075,000</b>
<b>MARK G KERR – held as follows:</b>			
(A) Self	-	-	-
Level 2, 90 William Street, Melbourne Vic 3000			
(B) Mark and Linda Kerr (Lindmark Staff Super Fund A/c)	1,349,542	-	-1,349,542
Level 2, 90 William Street, Melbourne Vic 3000			
(C) Mark and Linda Kerr (Lindmark Staff Super Fund A/c)	560,400	-	-560,400
Level 2, 90 William Street, Melbourne Vic 3000			
(D) Lindmark Investment Pty Ltd (Staff Super Fund A/c)	417,500	-	-417,500
Level 2, 90 William Street, Melbourne Vic 3000			
(E) Berkeley Consultants Pty Ltd	331,937	-	-331,937
Level 2, 90 William Street, Melbourne Vic 3000			
<b>TOTAL ENTITLEMENT – MARK G KERR</b>	<b>2,659,379</b>	<b>-</b>	<b>-2,659,379</b>
<b>FENG HUA MINING INVESTMENT HOLDING (HK) LIMITED and its associated parties – refer Annexure "B"</b>	<b>64,391,383</b>	<b>64,391,383</b>	<b>-</b>
Room 1606 Westley Square, 48 Hoi Yuen Road Kwun Tong Kin, Hong Kong			
<b>Total Direct Entitlements</b>	<b>64,391,383</b>	<b>64,391,383</b>	<b>-</b>
<b>Total Entitlements</b>	<b>68,125,762</b>	<b>64,391,383</b>	<b>-3,734,379</b>
<b>Total Issued Securities</b>	<b>171,263,644</b>	<b>171,263,644</b>	<b>-</b>
<b>Percentage Entitlements</b>	<b>39.7783</b>	<b>37.5978</b>	<b>-2.1805</b>

*This is page 2 of the Annexure marked "A" of 3 pages referred to in Form 604 (Change of interest of substantial holder) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Feng Hua Mining Investment Holding (HK) Limited and signed the date of signing*

**COMMENTS:**

**FENG HUA MINING INVESTMENTS HOLDING (HK) LIMITED ("FENG HUA")**

Feng Hua is the legal and beneficial owner of the 64,391,383 shares registered in its name. The associates of Feng Hua, as noted in Annexure "B" – are deemed to hold a relevant interest in the 64,391,383 shares held by Feng Hua in Hawthorn Resources Limited.

**MARK E ELLIOTT**

Mr M E Elliott has an entitlement to a relevant interest in the abovementioned securities for the following reasons:

- 1 Self – Mr Elliott has no Hawthorn Resources Limited securities registered in his name
- 2 Mr Elliott is a director of and holds a prescribed interest in the share capital of Decoland Holdings Pty Ltd (B). Decoland Holdings Pty Ltd also acts as Trustee for the MEE Super Fund, referred to above in Indirect Entitlements (C) in which Mr Elliott may have entitlement.

**MARK G KERR**

Mr M G Kerr has an entitlement to or a relevant interest in the abovementioned securities for the following reasons:

- 1 Self – Mr Kerr has no Hawthorn Resources Limited securities registered in his name. He holds a relevant shareholding interest in Lindmark Investments and Berkeley Consultants and with Mrs L Kerr has legal ownership of shares as trustees of a superannuation fund.
- 2 He holds a relevant shareholding interest in Lindmark Investments and Berkley Consultants and with Mrs L Kerr has legal ownership of shares as trustees of a superannuation fund.

**Associates : Messrs M E Elliott and M G Kerr and Feng Hua Mining Investment Holding (HK) Limited and its associated parties.**

By virtue of an executed Co-Operation Deed as announced to the ASX on 31 August 2012 as approved by shareholders at the 2012 AGM, as held on 30 January 2013, each of Feng Hua, Mr Kerr and Mr Elliott were deemed to be associates of each other in relation to a total of 68,125,762 ordinary fully paid shares in the issued shares of Hawthorn Resources limited.

The Deed, following the completion of conditions subsequent, was executed as of 26 April 2013 for a three year period which ended on 26 April 2016.

Accordingly, with the expiry of the Co-Operation Deed, Feng Hua Mining Investment Holding (HK) Limited and its deemed associated parties ceased to have a relevant interest in the 3,734,379 ordinary fully paid shares held by Mr Kerr and Mr Elliott and, as such, have decreased the deemed percentage interest in the number of issued voting shares of Hawthorn Resources Limited as set out on page 1 of this Annexure "A" from 39.7783% to 37.5978%.

The expiry of the Co-operation Deed did not involve any consideration or the sale of any securities.



*This is page 3 of the Annexure marked "A" of 3 pages referred to in Form 604 (Change of interest of substantial holder) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Feng Hua Mining Investment Holding (HK) Limited and signed the date of signing*

**Movements in Entitlements: (refer to the Table set out on page 1 of this Annexure "A")**

**1. Feng Hua Mining Investment Holding (HK) Limited and its associated parties – see Annexure "B".**

By virtue of the expiry of the Co-Operation Deed between Feng Hua, Mr Kerr and Mr Elliott, **Feng Hua and its associated parties no longer** have a deemed relevant interest in the declared entitlements to the 3,734,379 ordinary voting shares held by Mr Kerr and Mr Elliott.

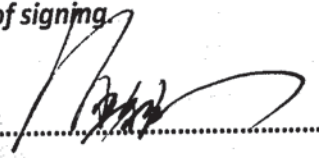
**2. Mark G Kerr**

By virtue of the expiry of the Co-Operation Deed between Himself, Feng Hua and Mr Elliott, **Mr Kerr no longer** has a deemed relevant interest in the declared entitlements to the 64,391,383 ordinary fully paid voting shares held by Feng Hua.

**3. Mr Mark E Elliott**

By virtue of the expiry of the Co-Operation Deed between Himself, Feng Hua and Mr Kerr, **Mr Elliott no longer** has a deemed relevant interest in the declared entitlements to the 64,391,383 ordinary fully paid voting shares held by Feng Hua

*This is the Annexure marked "B" of 1 page referred to in Form 604 (Change of interest of substantial holder) prepared and lodged in relation to the entitlement to the issued securities of Hawthorn Resources Limited for Feng Hua Mining Investment Holding (HK) Limited and signed the date of signing*

  
.....  
Name: Yongzhong Liao  
Director

**Schedule of parties for whom the Form 604 Notice has been given by Feng Hua Mining Investment Holding (HK) Limited and who are deemed to be its associates and holders of a deemed relevant interest in voting shares held by Feng Hua Mining Investment Holding (HK) Limited in Hawthorn Resources Limited**

ENTITY	ADDRESS
Feng Hua Advanced Technology (HK) Limited	Room 1606, Westly Square, 48 Hoi Yuen Road, Kwun Tong Kln, Hongkong
Guangdong Rising Mining Investment Co Ltd	3 <sup>rd</sup> Floor, 3 <sup>rd</sup> Building, Zhu Jiang Hotel, 2 Siyouyi Road, Yüexiu District, Guang Zhou City, Guangdong Province, China
Jiang Men Geological Construction Engineering Company	No. 39 Zhong Sha, He Nan, Jiang Men City, Guangdong Province, China
Lite Smooth Investment Limited	Flat/RM G, 10/F MG Tower, 133 Hoi Bun Road, Kwun Tong KL, Hong Kong

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