

# Thorney International Pty Ltd

**ABN 57 132 886 698**

Level 39, 55 Collins Street, Melbourne Vic 3000  
Telephone +61 3 9921 7116 Facsimile +61 3 9921 7100

3 June 2016

**BY ASX ONLINE - 4 pages**

Manager Company Announcements  
ASX Limited  
Level 10  
20 Bond Street  
SYDNEY 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 3 June 2016 in accordance with section 671B of the Corporations Act 2001.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Avey Waitslitz', written in a cursive style.

**AVEE WAISLITZ**  
Secretary

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

**Notice of change of interests of substantial holder**

|                                |                                   |
|--------------------------------|-----------------------------------|
| <b>To: company name/scheme</b> | <b>AUSTIN ENGINEERING LIMITED</b> |
| <b>ABN</b>                     | 66 078 480 136                    |

**1. Details of substantial holder**

|                            |  |
|----------------------------|--|
| <b>Name</b>                | <b>Thorney International Pty Ltd and each of the entities listed in the attached Annexure "A" to this notice</b> |
| <b>ACN (if applicable)</b> | 132 886 698  |

There was a change in the interests of the substantial holder on 1-Jun-16

The previous notice was given to the company on 14-Aug-15

The previous notice was dated 14-Aug-15

**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 |
| Ordinary Shares     | 21,861,013      | 14.15%       | 34,906,865     | 19.90%       |

**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 | Class and number of securities affected | Person's votes affected |
|------------------------------|---|---|---|---|-------------------------|
| 19-Oct-15<br>To<br>21-Oct-15 | Thorney International Pty Ltd   | Market purchases  | Market prices                             | 311,574 ordinary shares                 | 311,574                 |
| 1-Jun-16                     | Thorney International Pty Ltd   | Placement   | \$0.08                                    | 6,211,352 ordinary shares               | 6,211,352               |
| 19-Oct-15<br>To<br>1-Jun-16  | Thorney International Pty Ltd and each of the entities listed in Annexure A | Deemed relevant interest by virtue of section 608(3) of the Corporations Act 2001 (and section 608(1) for Thorney Management Services Pty Ltd) in shares purchased by Thorney Opportunities Ltd | Nil                                       | 6,522,926 ordinary shares               | 6,522,926               |

#### 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   | Class and number of shares | Person's votes |
|---|---------------------------------------|--|---|----------------------------|----------------|
| Thorney International Pty Ltd   | HSBC Custody Nominees (Australia) Ltd | Thorney International Pty Ltd              | Beneficial Owner  | 13,998,017 ordinary shares | 13,998,017     |
| Thorney Holdings Proprietary Limited  | HSBC Custody Nominees (Australia) Ltd | Thorney Holdings Proprietary Limited       | Beneficial Owner  | 6,229,242 ordinary shares  | 6,229,242      |
| Thorney Investment Group Australia Pty Ltd                                  | As above                              | As above                                   | Deemed relevant interest in shares beneficially owned by Thorney International Pty Ltd by virtue of section 608(3) of the Corporations Act 2001 | 20,227,259 ordinary shares | 20,227,259     |
| Jamahjo Pty Ltd   |                                       |  |   |                            |                |
| Thorney International Pty Ltd and each of the entities listed in Annexure A | UBS Nominees Pty Ltd                  | Thorney Opportunities Ltd                  | Deemed relevant interest by virtue of section 608(3) (and section 608(1) for Thorney Management Services Pty Ltd) of the Corporations Act 2001  | 14,679,606 ordinary shares | 14,679,606     |

#### 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                                     |
|--|---|
| Each of the entities listed in Annexure A    | Refer to Annexure A                         |
| Thorney Opportunities Ltd<br>ACN 080 167 264 | Level 39, 55 Collins Street, Melbourne 3000 |

Signature

Print name AVEE WAISLITZ  
Sign here

Capacity SECRETARY  
Date: 3 June 2016



## **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 3 June 2016.



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**AVEE WAISLITZ**  
Secretary

## **SUBSTANTIAL HOLDERS - ENTITY DETAILS**

| <b>Entity</b>   | <b>Address</b>  |
|---|---|
| Jamahjo Pty Ltd, ACN 117 488 696                            | c/- TWF Partners, Level 4, 25 Claremont Street, South Yarra, 3141 |
| Thistle Custodians Pty Ltd, ACN 078 027 193                 | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thistle Holdings Pty Ltd, ACN 075 051 464                   | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Alpha Pty Ltd, ACN 162 820 537                      | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Beta Pty Ltd, ACN 162 828 677                       | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Holdings Pty Ltd, ACN 006 262 835                   | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney International Pty Ltd, ACN 132 886 698              | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Investment Group Australia Pty Ltd, ACN 117 488 892 | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Management Services Pty Ltd, ACN 164 880 148        | Level 39, 55 Collins Street, Melbourne 3000                       |
| Thorney Omega Pty Ltd, ACN 163 964 636                      | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Property Pty Ltd, ACN 117 811 453                      | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA (Ballarat) Pty Ltd, ACN 117 812 030                    | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Finance Pty Ltd, ACN 118 521 412                       | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA (Hawthorn) Pty Ltd, ACN 126 952 663                    | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Tails Pty Ltd, ACN 080 534 416                         | Level 39, 55 Collins Street, Melbourne 3000                       |
| TIGA Trading Pty Ltd, ACN 118 961 210                       | Level 39, 55 Collins Street, Melbourne 3000                       |