

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme      Ingena Group Limited (**Ingena**)

ACN/ARSN                              086 879 012

**1. Details of substantial holder (1)**Name                                      UXC Limited (ACN 067 682 928) (**UXC**), UXC Professional Solutions Pty Ltd (ACN 089 721 862), (**UXC Professional Solutions**) and each of the entities listed in Annexure 'A' (**UXC Group Entities**).

ACN (if applicable)                      See Annexure 'A'

There was a change in the interests of the substantial holder on                      See Annexure 'B'

The previous notice was given to the company on                      1 December 2008

The previous notice was dated    1 December 2008

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interest 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	40,014,801	67.95% (based on 58,889,050 ordinary shares on issue)	40,914,609 <sup>1</sup>	69.48 <sup>1</sup> % (based on 58,889,050 ordinary shares on issue)

1. Of the 40,914,609 shares, 26,836,880 (representing 45.58% of the ordinary shares on issue) are restricted securities for the purposes of the ASX Listing Rules. Ingena has confirmed that ASX has consented to release the restricted securities upon satisfaction of the conditions contained in Listing Rule 9.18.

**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
See Annexure B	UXC, UXC Professional Solutions and each of the UXC Group Entities	Acquisition of relevant interests in ordinary shares in Ingena as a result of acceptances of takeover offers made by UXC Professional Solutions dated 12 November 2008 which were included in its bidder's statement dated 12 November 2008 (the <b>Offers</b> ). (See Annexure C).	One unlisted UXC-IPS for every two Ingena ordinary shares, subject to the terms of the Offers	See Annexure B	See Annexure 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
UXC Professional Solutions	Various offerees who have accepted an offer	Subject to the terms of the Offers, UXC Professional Solutions	Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares which are the subject of the acceptances have not yet been transferred into the name of UXC Professional Solutions.  The power of UXC Professional Solutions to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and it is not presently registered as the holder of the shares.	40,914,609 ordinary shares	40,914,609
UXC	Various offerees who have accepted an Offer	Subject to the terms of the Offers, UXC Professional Solutions	Relevant interest under section 608(3)(b) of the Corporations Act 2001, being a relevant interest held through a body corporate (UXC Professional Solutions) that UXC controls. The relevant interest arises through acceptances of the Offers.  The power of UXC Professional Solutions to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and UXC Professional Solutions is not presently registered as the holder of the shares, and UXC is not entitled to be registered as the holder of the shares.	40,914,609 ordinary shares	40,914,609
UXC Group Entity	Various offerees who have accepted an Offer	Subject to the terms of the Offers, UXC Professional Solutions	Relevant interest under section 608(3)(a) of the Corporations Act 2001, being a relevant interest held through a body corporate (UXC Professional Solutions) in which the voting power of the relevant UXC Group Entity is above 20%. The relevant interest arises through acceptances of the Offers.  The power of UXC Professional Solutions to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and UXC Professional Solutions is not presently registered as the holder of the shares, and the relevant UXC Group Entity is not entitled to be registered as the holder of the shares.	40,914,609 ordinary shares	40,914,609

## 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 (if applicable)	Nature of association
Not applicable	

## 6. Addresses

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

Name	Address
UXC Professional Solutions	Level 3, 350 Collins Street, Melbourne, Victoria 3000
UXC	Level 3, 350 Collins Street, Melbourne, Victoria 3000
Each UXC Group Entity	C/- Level 3, 350 Collins Street, Melbourne, Victoria 3000

## Signature

print name Mark Hubbard

capacity Director

sign here



date 2 December 2008

## 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 3 pages referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 2 December 2008.



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Director

**UXC Group Entities**

ENTITY	ACN
UXC Limited	067 862 928
UXC Professional Solutions	086 721 862
Fieldforce Services Pty Ltd	062 371 779
Getronics Australia Pty Ltd	001 002 731
Golden Hills Mining Services Pty Limited	069 228 913
Lucid IT Pty Ltd	098732168
Red Rock Consulting Pty Ltd	081 356 425
Smartvision (International) Pty Limited (in voluntary liquidation)	WA BN 10960442
Utility Services Corporation Limited	060 674 580
UXC Defence Pty Ltd	126 990 672
UXC Engineering Solutions Pty Ltd	126 443 061
UXC Holdings Pty Ltd	111 906 266
Eclipse eOne Pty Ltd	119 648 752
e-Data Care Pty Limited	089 721 997
XSI Data Solutions Pty Limited	003 584 914
Energy Assessors Australia Pty Ltd formerly e-data Services Pty Ltd	089 722 056
AAS Consulting Pty Ltd	087 783 195
Telecommunications Consultants Pty Limited	005 579 120
Telecommunications Consultants Unit Trust	
Shelfmade Pty Limited	074 367 294
ILID No. 2 Pty Ltd	072 963 305
Trenchless Group Pty Ltd formerly e-Storage Direct Pty Ltd	086 309 024

C4 Systems Pty Ltd	099 942 882
Integ Communication Solutions Pty Ltd	094 106 528
Integ Queensland Pty Ltd (Formerly Lanlink Pty Ltd)	063 187 119
Pacific Consulting (Qld) Pty Ltd	057 541 858
Pinedawn Pty Ltd	062 934 310
Walan Systems Pty Ltd	062 292 960
Oxygen Express Pty Ltd formerly ACN 109977960 Pty Ltd	109 977 960
Australian College of Project Management Pty Ltd	094 353 367
e-BI Solutions Pty Limited	109857972
e.Fab Solutions Pty Ltd	100 046 508
UXC Performance Management Pty Ltd	125 613 809
BML & Associates Pty Ltd	082 324 598
Jigsaw Services Pty Ltd	086 363 439
UXC Metering Solutions Pty Ltd	129 547 486
ACN 060 334 563 Pty Ltd	060 334 563
ACN 003 684 679 Pty Ltd	003 684 679
Australian Information Technology Pty Ltd	007 444 939
BCT Group Pty Ltd	080 528 632
Dytech Solutions Pty Ltd	088 457 569
Agave Software Pty Ltd	091 840 863
Eclipse Computing (Australia) Pty Ltd	051 758 199
Integ Group Pty Ltd formerly eDD Holdings Pty Ltd	099 721 972
e.sens Pty Ltd	060 334 705
Gibson Quai-AAS Pty Ltd	009 323 620
ILID Pty Limited	101 125 825
ILID Systems Pty Limited	007 357 093
Infrastructure Construction Pty Ltd	084 867 103
Oxygen Business Solutions Pty Ltd	117 187 738
Planpower Pty Limited	003 277 638
Planpower Training Solutions Pty Ltd	083 528 367
QSP Asia Pacific Pty Ltd	098 803 199
Skilltech Consulting Services Pty Limited	007 162 647
TechComm Power International Pty Limited	002 487 532
U-tel Communications Pty Ltd	084 901 253
UXC Management Consulting Pty Ltd	121 920 938

Vision Energy Pty Ltd	114 305 985
e.inform Pty Ltd	129 592 909
e.Prise Pty Ltd	125 669 089
Morgan Facilities Management Pty Ltd	124 760 783
MPI Contracting Pty Ltd	095 979 669
Precision Pipes and Cables Pty Ltd	053 452 341

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**Annexure 'B'**

This is Annexure 'B' of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 2 December 2008.



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Director

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**Details of changes in relevant interests pursuant to acceptances of the Offers**

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
1 December 2008	899,808 ordinary shares	899,808

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## Annexure 'C'

This is Annexure 'C' of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 2 December 2008.



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Director

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## Takeover Offer terms

The terms of the Offers are contained in the following documents:

- 1 section 12 of the bidder's statement dated 12 November 2008 issued by UXC Professional Solutions.

A copy of each of the above document is available from the ASX website: [www.asx.com.au](http://www.asx.com.au).