

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

AMALGAMATED HOLDINGS LIMITED

ABN

51 000 005 103

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | ORDINARY SHARES |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 16,476 ORDINARY SHARES |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | CONSISTING OF: <ul style="list-style-type: none">• 16,376 ORDINARY SHARES FULLY PAID ON CONVERSION OF PERFORMANCE SHARES (ORIGINALLY GRANTED UNDER THE AMALGAMATED HOLDINGS LIMITED PERFORMANCE SHARE PLAN AT A \$NIL ISSUE PRICE); AND• 100 ORDINARY SHARES FULLY PAID ON CONVERSION OF UNLISTED EMPLOYEE SHARES (ISSUED FROM 1996-1998 AT AN AVERAGE PRICE OF \$5.625) |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>YES</p>				
<p>5 Issue price or consideration</p>	<p>CONSISTING OF:</p> <ul style="list-style-type: none"> • \$NIL PER PERFORMANCE SHARE CONVERTED; AND • AN AVERAGE OF \$5.625 PER UNLISTED EMPLOYEE SHARE. 				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>REFER TO APPENDIX "A"</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>14 JUNE 2012</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 1646 997 1691">Number</th> <th data-bbox="997 1646 1283 1691">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1691 997 1915">157,629,498</td> <td data-bbox="997 1691 1283 1915">ORDINARY SHARES</td> </tr> </tbody> </table>	Number	+Class	157,629,498	ORDINARY SHARES
Number	+Class				
157,629,498	ORDINARY SHARES				

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		21,000	EMPLOYEE SHARES (AHDAK)
		18,700	EMPLOYEE SHARES (AHD AO)
		63,000	EMPLOYEE SHARES (AHD AQ)
		29,100	EMPLOYEE SHARES (AHD AS)
		37,120	EMPLOYEE SHARES (AHD AU)
	2,761,505	PERFORMANCE SHARES (AHD AW) SUBJECT TO CONDITION HURDLES AND PERFORMANCE PERIOD REQUIREMENTS, ISSUED UNDER THE AMALGAMATED HOLDINGS LIMITED PERFORMANCE SHARE PLAN	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	SHARES WILL RANK PARI PASSU WITH EXISTING ORDINARY SHARES	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	NOT APPLICABLE
12	Is the issue renounceable or non-renounceable?	NOT APPLICABLE
13	Ratio in which the ⁺ securities will be offered	NOT APPLICABLE
14	⁺ Class of ⁺ securities to which the offer relates	NOT APPLICABLE
15	⁺ Record date to determine entitlements	NOT APPLICABLE
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	NOT APPLICABLE
17	Policy for deciding entitlements in relation to fractions	NOT APPLICABLE

⁺ See chapter 19 for defined terms.

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18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	NOT APPLICABLE
19	Closing date for receipt of acceptances or renunciations	NOT APPLICABLE
20	Names of any underwriters	NOT APPLICABLE
21	Amount of any underwriting fee or commission	NOT APPLICABLE
22	Names of any brokers to the issue	NOT APPLICABLE
23	Fee or commission payable to the broker to the issue	NOT APPLICABLE
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	NOT APPLICABLE
25	If the issue is contingent on +security holders' approval, the date of the meeting	NOT APPLICABLE
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	NOT APPLICABLE
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	NOT APPLICABLE
28	Date rights trading will begin (if applicable)	NOT APPLICABLE
29	Date rights trading will end (if applicable)	NOT APPLICABLE

+ See chapter 19 for defined terms.

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|----|--|-----------------------|
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | NOT APPLICABLE |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | NOT APPLICABLE |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | NOT APPLICABLE |
| 33 | +Despatch date | NOT APPLICABLE |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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40 Do the +securities rank equally in
 all respects from the date of
 allotment with an existing +class
 of quoted +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next
 dividend, (in the case of a
 trust, distribution) or interest
 payment
- the extent to which they do
 not rank equally, other than in
 relation to the next dividend,
 distribution or interest
 payment

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41 Reason for request for quotation
 now

Example: In the case of restricted securities, end
 of restriction period

(if issued upon conversion of
 another security, clearly identify
 that other security)

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42 Number and +class of all
 +securities quoted on ASX
 (including the securities in clause
 38)

Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: **14 JUNE 2012**



Company secretary

Print name:

DAVID STONE

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+ See chapter 19 for defined terms.

APPENDIX “A”

Purpose of issue and movement in number and class of all securities not quoted on ASX:

- 16,376 performance shares (AHDAW) issued under the Amalgamated Holdings Limited Performance Share Plan (the “Plan”) have been transferred into ordinary shares (AHD) on the achievement of the Plan’s hurdles and submission of a Notice of Withdrawal Form on termination by a plan participant; and
- 100 ordinary shares fully paid for quotation (AHD) on conversion of unlisted employee shares (AHDAS) due to the repayment of employee loans.

Other movements in number and class of all securities not quoted on ASX:

- Transfer of 100 employee shares (AHDAK) to Zollverein Pty Limited (AHDAU) due to a staff termination;
- Transfer of 100 employee shares (AHDAS) to Zollverein Pty Limited (AHDAU) due to a staff termination; and
- Transfer of 300 employee shares (AHDAQ) to Zollverein Pty Limited (AHDAU) due to a staff termination.

+ See chapter 19 for defined terms.