

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Easton Investments Limited

ACN/ARSN 111 695 357

1. Details of substantial holder (1)

Name Adcock Private Equity P/L AFT Adcock Private Equity Trust

ACN/ARSN (if applicable) _____

The holder ceased to be a substantial holder on 19/03/2014

The previous notice was given to the company on 30/06/2013

The previous notice was dated 09/09/2013

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
19/03/2014	Adcock Private Equity P/L AFT Adcock Private Equity Trust	Per attachment	Nil	1,270,584	1,270,584

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
Adcock Private Equity P/L AFT Adcock Private Equity Trust	P O Box 300 Newport NSW 2106

Signature

print name **Richard Cansick**

capacity **Director**

sign here

date **31/03/2014**


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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

21 March 2014

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FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Shareholder

ASX Code: EAS

Completion of the Hayes Knight NSW Transaction & 2013/14 First Half Results

The Hayes Knight NSW Transaction

I am pleased to confirm that Easton Investments Limited (**Easton** or **the Company**) has completed the Hayes Knight NSW transaction which was approved by Easton Shareholders on 30 January 2014.

This important transaction will be effective from 1 February 2014 and will have a major impact on the Company's future profitability, including the 2013/14 second half results.

I am particularly pleased to welcome Mr Greg Hayes, the founder of the Hayes Knight NSW businesses, to the Board of Easton and to the executive role of joint Managing Director.

The combination of Mr Hayes and our current Managing Director, Mr Kevin White, with complementary skills and expertise, working together to build Easton into a substantial enterprise gives Directors a great deal of confidence in the Company's future prospects.

First Half Results

I can also confirm that the Company's results for the 6-months ended 31 December 2013 were released to the market on 21 February 2014. A full copy of the first half results can be accessed through the Company's website, www.eastoninvest.com/investors/asx-announcements/.

In summary, Directors are extremely pleased with the considerable progress that has been made from an operational, financial and strategic perspective during the first half of 2013/14 in line with our stated priorities.

Underlying profit (represented by normalised earnings before interest, tax and amortisation) for the 1st half of \$34,017 is a significant improvement on a loss on a comparative basis for the previous corresponding period of \$470,375.

Whilst the benefit of the actions taken in the 1st half are now beginning to emerge in terms of underlying performance and profitability, the full benefit of these actions will not be realised until the 2nd half of this financial year and over subsequent years due to timing considerations relating to the progressive implementation of the restructuring, re-organisation and simplification program carried out during the 1st half.



It should be noted that the Company's reported loss attributable to members for the half-year of \$819,688 (2012: loss of \$1,286,786) included –

- (a) non-cash costs of \$621,152 associated with impairment charges and loss on disposal of intangible assets; and
- (b) one-off redundancy and related costs of \$376,331 arising from actions taken during the half-year to restructure, re-organise and simplify the Company's businesses and operations.

In addition to improved financial performance, the Company continues to divest of non-core businesses, including the proposed sale of its 19.9% interest in AAM Advisory Pte Ltd involving a cash consideration of \$1.15 million. This sale, also approved by Easton Shareholders on 30 January 2014, is expected to be completed shortly and the sale proceeds will further strengthen the Company's balance sheet following two capital raisings during the 1st half which raised a total of \$3.65 million.

At the 31 December 2013 balance date, the Company reported a sound financial position with cash of \$3.5 million, supplemented by a \$3.0 million undrawn acquisition facility to support the funding of the Hayes Knight NSW transaction, as well as providing surplus funds for future growth opportunities. This surplus will be boosted upon receipt of the proceeds of sale relating to the Company's interest in AAM Advisory.

Outlook

As a result of the business transformation that has occurred in the 1st half of 2013/14, coupled with the anticipated earnings up-lift from the Hayes Knight NSW transaction, Directors are confident of significantly stronger 2nd half performance and believe that the Company has an exciting future with excellent medium to long term prospects.

Easton now has in place a clear strategic direction, its existing businesses are operating profitably, the Company has completed a significant transaction with strong earnings capability and it has an appropriate corporate overhead structure to support both its businesses and its growth strategy.

I thank you for your interest in and support for Easton and I confirm that your Board is genuinely committed to the Company's future growth and prosperity. I am confident that 2014 will prove to be the start of a sustained period of growth for our Company.

Rodney Green
Chairman

Please direct all enquiries to:

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Chief Financial Officer

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