

FACSIMILE

Date: 31 March 2015

To: **Australian Securities Exchange** Fax number: **1300 135 638**

From: KordaMentha

No. pages to follow: 1

Subject: **ILH Group Limited (Administrators Appointed)**
ACN 120 394 194 ('the Company')

Dear Sir/Madam,

Please find enclosed a notice of to be placed on the Company's public ASX announcements.

Yours faithfully



Michael Brereton

ASX Release

ILH Group Limited (Administrators Appointed) (ASX: ILH)
ACN 120 394 194 ('ILH')

ILH makes the following announcement:

On 2 December 2014, ILH issued an Appendix 3B for the issue of shares as approved at the ILH Annual General Meeting ('AGM') held on 25 November 2014.

Subsequent to the appointment of Administrators on 17 December 2015, it was determined these shares had not been issued by ILH. Consequently, ILH was in breach of ASX Listing Rule 10.13.3 and is unable to issue shares for Resolutions 4b and 4e of the AGM.

All other shares issues and cancellations approved at the AGM have now occurred.

Accordingly, find below a reconciliation of shares on issue for ILH:

ILH Group Limited **Reconciliation of share register**

Shares on issue at 17 December 2014		167,611,336
Adjustments for shareholder resolutions :		
Issues		
4a	CIPL Share Issue	23,476,941
4c	Pentad Share Issue	74,470,588
4d	Issue of Shares to ROS	6,385,216
Cancellations		
3a	Eaton Capital share buyback and cancellation	(13,710,281)
Shares on issue at 31 March 2015		258,233,800

Further, attached to this announcement, is an ASIC Form 484 notifying ASIC of a change in share structure.

For further information, please contact:

Michael Brereton, Voluntary Administrator
KordaMentha
Level 5, Chifley Tower
2 Chifley Square
Sydney NSW 2000
Telephone: (02) 8257 3000
Facsimile: (02) 8257 3099

Dated: 31 March 2015

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

A1 Change of address

A2 Change of name - officeholders or proprietary
company members

A3 Change - ultimate holding company

All mandatory fields will be identified with an *.

B1 Cease company officeholder

B2 Appoint company officeholder

B3 Special purpose company

C1 Cancellation of shares

C2 Issue of shares

C3 Change to share structure

C4 Changes to the register of members for proprietary
companies

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Refer to guide for information about
corporate key

Company name *

ILH Group Limited (Administrators Appointed)

ACN/ABN *

120 394 194

Corporate key *

35197087

Lodgement details

Who should ASIC contact if there is a query about this form?

Firm/organisation

c/- KordaMentha

Contact name/position description

Andrew Hudson

ASIC registered agent number (if applicable)

Telephone number

(02) 8257 3023

Postal or DX address

GPO Box 2523 Sydney NSW 2001

Total number of pages including this cover sheet

5

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.
Name *

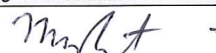
Michael Brereton (Administrator)

Capacity *

☒ Director

☐ Company secretary

Signature



Date signed

{current date/time} **31/03/2015** (dd/mm/yyyy)

This form must be
SIGNED and
DATED by a current
officeholder after it is
PRINTED

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website
www.asic.gov.au

For help or more information

Telephone 1300 300 630

Email [Click here to send ASIC an email.](#)

Web www.asic.gov.au

Change Notification Page

Please notify the changes you wish to make by selecting at least one of the tick boxes available below. Your tickbox selections will generate the appropriate section(s) which will appear after this page.

- A1 ☐ Change of address
- A2 ☐ Change a name for officeholder or proprietary company members
- A3 ☐ Change of ultimate holding company details
- B1 ☐ Cease an officeholder
- B2 ☐ Appoint an officeholder
- B3 ☐ Change to special purpose company status

Click on the button below if you need assistance in making your selection

[Form 484 Guide](#)

Once you have made all your selections, scroll down to complete the required sections

To notify ASIC of changes to the shares and/or members register, select the appropriate tickbox below.

Please wait until the table displays showing the appropriate sections that you should complete.

	C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
C <input checked="" type="checkbox"/> Issue of shares <input type="checkbox"/> Proprietary company <input checked="" type="checkbox"/> Public company <input checked="" type="checkbox"/> if in response to the Annual company statement <input type="checkbox"/> if not in response to the Annual company statement	Not required	✓	✓	Not Required

C <input type="checkbox"/> Cancellation of shares <input type="checkbox"/> Proprietary company <input checked="" type="checkbox"/> Public company <input checked="" type="checkbox"/> if in response to the Annual company statement <input type="checkbox"/> if not in response to the Annual company statement	✓	Not required	✓	Not Required
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C ☐ **Transfer of shares**

C ☐ **Changes to amounts paid**

C ☐ **Changes to beneficial ownership**

Once you have made all your selections, scroll down to complete the required sections

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days after the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days after the change occurring.

C1 Cancellation of shares

Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

- ☐ Redeemable preference shares -- S.254J
- ☐ Capital reduction -- S.256A -- S.256E
- ☒ Share buy-back -- ss.257H(3)
- ☐ Minimum holding buy-back by listed company
- ☒ Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place.
- ☐ Forfeited shares -- S.258D
- ☐ Shares returned to a public company -- ss.258E(2) & (3)
- ☐ Other

Details of cancelled shares

List the details of shares cancelled in the following table

Share class code Number of shares cancelled Amount paid (cash or otherwise)

ORD	13710281	0.00
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Earliest date of change

Please indicate the earliest date that any of the above changes occurred *

24/03/2015 (dd/mm/yyyy)

C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share
ORD	23476941 ✓	0.00	0.00
ORD	74470588 ✓	0.00	0.00
ORD	6385216 ✓	0.00	0.00

Earliest date of change

Please indicate the earliest date that any of the above changes occurred *

03/02/2015 (dd/mm/yyyy)

If shares were issued for other than cash, were some or all shares issued under a written contract?

☐ Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☒ No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares
ORD		258233800	23262066.83	0.00

Earliest date of change
Please indicate the earliest date that any of the above changes occurred *

(dd/mm/yyyy)

Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐ Yes

☒ No