

**Freehills****Fax****Notice of change of interests of substantial holder - Form 604**

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From Sheena Loi 19 October 2011  
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To ASX Companies Announcements Office  
ASX Limited

**Fax 1300 135 638**

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We act for GM Hargrave and his associates. Please see attached a Form 604 (Notice of Change of Interests of Substantial Holder) in relation to Skilled Group Limited.

Yours faithfully

**Sheena Loi**

If you are not the intended recipient:

- please phone the sender immediately (reverse charges)
- you must not disclose or use the information

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

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

To Company Name/Scheme Skilled Group Limited

ACN/ARSN 005 585 811

**1. Details of substantial holder (1)**

Name Gregory MacKenzie Hargrave, Larkfield Estate Pty Ltd ACN 004 937 357, Hedonsax Pty Ltd 006 548 714 and Larkfield Nominees Pty Ltd ACN 134 559 792

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

17/10/2011

The previous notice was given to the company on

4/03/2011

The previous notice was dated

4/03/2011

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests 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	55,225,283	24.59%	54,275,420	23.27%

**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
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.80 per share	64,388	64,388
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.805 per share	3,837	3,837
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.81 per share	8,944	8,944
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.815 per share	97,719	97,719
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.82 per share	8,355	8,355
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.83 per share	18,000	18,000

12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.835 per share	5,643	5,643
12/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.84 per share	5,000	5,000
13/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.80 per share	218,225	218,225
14/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.80 per share	152,939	152,939
14/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.805 per share	20,016	20,016
14/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.81 per share	5,773	5,773
17/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.80 per share	273,366	273,366
17/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.805 per share	27,621	27,621
17/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.81 per share	30,150	30,150
17/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.815 per share	1,668	1,668
17/10/2011	Each substantial holder named in this notice	Sale of shares by Hedonsax Pty Ltd	\$1.82 per share	8,219	8,219

\* Each sale occurred in the ordinary course of trading on the ASX

#### 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
GM Hargrave	GM Hargrave	GM Hargrave	Registered holder of shares	3,840	3,840
GM Hargrave	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Relevant interest in shares held by Hedonsax Pty Ltd under s608(3) of the Corporations Act as GM Hargrave controls Larkfield Estate Pty Ltd which has voting power of over 20% in Hedonsax Pty Ltd	27,488,939	27,488,939
GM Hargrave	Junere Holdings Pty Ltd	Junere Holdings Pty Ltd	Relevant interest in shares held by Junere Holdings Pty Ltd under s608(3) as GM Hargrave has voting power of over 20% in Junere Holdings Pty Ltd	5,010,000	5,010,000

GM Hargrave	Larkfield Nominees Pty Ltd	Larkfield Nominees Pty Ltd	Relevant interest in shares held by Larkfield Nominees Pty Ltd under s608(3) as GM Hargrave controls Larkfield Nominees Pty Ltd	11,752,641	11,752,641
GM Hargrave	Rixi Pty Ltd	Rixi Pty Ltd	Relevant interest in shares held by Rixi Pty Ltd under s608(3) as GM Hargrave has voting power of over 20% in Rixi Pty Ltd	5,010,000	5,010,000
GM Hargrave	Embershell Pty Ltd	Embershell Pty Ltd	Relevant interest in shares held by Embershell Pty Ltd under s608(3) as GM Hargrave has voting power of over 20% in Embershell Pty Ltd	5,010,000	5,010,000
Larkfield Estate Pty Ltd	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Relevant interest in shares held by Hedonsax Pty Ltd under s608(3) as Larkfield Estate Pty Ltd is the holder of all the shares in Hedonsax Pty Ltd and therefore has voting of over 20% in Hedonsax Pty Ltd	27,488,939	27,488,939
Hedonsax Pty Ltd	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Registered holder of shares	27,488,939	27,488,939
Larkfield Nominees Pty Ltd	Larkfield Nominees Pty Ltd	Larkfield Nominees Pty Ltd	Registered holder of shares	11,752,641	11,752,641
Larkfield Nominees Pty Ltd	Hedonsax Pty Ltd	Hedonsax Pty Ltd	Relevant interest in shares held by Hedonsax Pty Ltd under s608(3)(a) as Larkfield Nominees Pty Ltd is associated with Larkfield Estate Pty Ltd under s12(2)(a)(iii) (both controlled by GM Hargrave) and Larkfield Estate Pty Ltd is the holder of all the shares in Hedonsax Pty Ltd and therefore Larkfield Nominees Pty Ltd has voting power of over 20% in Hedonsax Pty Ltd	27,488,939	27,488,939

#### 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/ARSN (if applicable)	Nature of association
Junere Holdings Pty Ltd ACN 117 261 391, Rixi Pty Ltd ACN 134 559 818 and Embershell Pty Ltd ACN 134 559 809	Ceased to be associates of Larkfield Estate Pty Ltd upon ceasing to be controlled by GM Hargrave (though GM Hargrave has retained a relevant interest in the Skilled Group Limited shares held by these entities as described above).

#### 6. Addresses

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

Name	Address
Gregory MacKenzie Hargrave, Larkfield Estate Pty Ltd, Hedonsax Pty Ltd and Larkfield Nominees Pty Ltd	600 Orrong Road, Amadale VIC 3143

**Signature**

print name Sheena Loi

capacity Authorised signatory

sign here

date 18/10/2011

