

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme **HGL Limited (ASX: HNG)**ACN/ARSN **009 657 961****1. Details of substantial holder(1)**Name **See Annexure A**

ACN/ARSN (if applicable)

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

24/3/21

The previous notice was given to the company on

25/11/20

The previous notice was dated

24/11/20**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)
FPO	26,754,037	24.6%	17,492,177	13.2%

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 (5)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
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 (5)	Class and number of securities	Person's votes
See Annexure C					

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 (5) 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
Supervised Investments Australia Limited (SIAL) ACN: 125 580 305	SIAL is no longer an associate of the substantial shareholder group following David Constable's sale of shares in SIAL.

6. Addresses

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

Name	Address
See Annexure D	

Signature

print name: David Constable

capacity: Director

sign here

David Constable

date: 26/3/2021

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.

HGL Limited ACN: 009 657 961

This is Annexure A of 1 page referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder)

Signed:

R. Moustakas

Date:

26/3/2021

Details of substantial holder

- Donus Australia Foundation Limited ABN: 396 171 227 46 (**Donus**)
- Mr David Constable (**David**)
- Dr Ida Constable (**Ida**)
- IJV Investments Pty Ltd ACN: 162 906 296 (**IJV**)
- Kitwood Pty Ltd ACN: 010 205 099 (**Kitwood**)

HGL Limited ACN: 009 657 961

This is Annexure B of 1 pages referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder)

Signed:

R Monstebel

Date:

26/3/2021

Date of change	Person whose relevant interest changed	Nature of change	FPO change	Consideration given in relation to change
26-03-21	All entities	Dilution due to retail offer	N/A	N/A
24-03-21	SIAL	No longer part of substantial shareholder group	-11,042,253	N/A
24-03-21	David	Consideration for sale of SIAL	1,903,893	N/A
02-03-21	Kitwood	On-market sale	-237,500	-\$56,586.40
25-02-21	Donus	On-market purchase	20,000	\$4,326.50
18-02-21	Donus	On-market purchase	30,000	\$6,426.50
01-02-21	Donus	On-market purchase	4,716	\$995.81
29-01-21	Donus	On-market purchase	66,642	\$14,071.80
22-01-21	Donus	On-market purchase	128,642	\$25,918.75

HGL Limited ACN: 009 657 961

This is Annexure C of 1 page referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder)

Signed:

R. Constable

Date:

26/3/2021

Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Number of FPO shares and votes
Donus Australia Foundation Limited	Donus Australia Foundation Limited	Donus Australia Foundation Limited	A charitable trust whose director is Dr Ida Constable.	900,000
Dr Ida Constable	Dr Ida Constable	Dr Ida Constable	Holder of shares.	4,197,217
Mr David Constable	Mr David Constable	Mr David Constable	Holder of shares.	2,222,720
Kitwood	Kitwood	Kitwood	Holder of shares.	2,000,000
IJV	IJV	IJV	Holder of shares.	8,172,240

HGL Limited ACN: 009 657 961

This is Annexure D of 1 page referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder)

Signed:

D. Constable

Date:

26/3/2021

Addresses

Name	Address
HGL Limited	Unit 4, 17 Stanton Road, Seven Hills NSW 2147
Mr David Constable	[REDACTED]
Dr Ida Constable	[REDACTED]
Donus Australia Foundation Limited	20 Chandos Street, St Leonards NSW 2065
Kitwood	20 Chandos Street, St Leonards NSW 2065
IJV	20 Chandos Street, St Leonards NSW 2065