

Z ELLERSTON CAPITAL

Ellerston Capital Limited
ABN 34 110 397 674
AFSL No. 283 000

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TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 7/08/2017

NO. OF PAGES (Including this page) 8

Dear Manager

RE: **Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) - Form 604**

We attach our notice of a change in substantial holding (Form 604) in respect of Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund).

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,



Ian Kelly
Company Secretary
Ellerston Capital Limited

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund)

ACN/ARSN/ARBN 107 459 576, 122 928 410 & 154 444 925

1. Details of substantial holder (1)

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable) ACN 110 397 674

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

04/08/2017

The previous notice was given to the company on

05/06/2017

The previous notice was dated

05/06/2017

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)
Securities	20,237,082	9.81%	22,377,508	10.84%

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
See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A

Note, all transactions took place on a prescribed financial market (ASX or ChiX)

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
Primary Person	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	In respect of 22,377,508 Securities shares held by HSBC Custody Nominees (Australia) Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	22,377,508 Securities	10.84%

5. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
See annexures	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
	The entities listed in Annexure B – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000

Ingenia Communities Group (comprising Ingenia
Communities Holdings Limited, Ingenia Communities
management Trust & Ingenia Communities Fund)

Level 9, 115 Pitt Street, SYDNEY, NSW, 2000

Signature

print name

IAN KELLY

capacity

Company Secretary

sign here

IAN Kelly

date

07/08/2017

Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) 107 459 576, 122 928 410 & 154 444 925

This is Annexure A of 2 pages referred to in Form Form 604 Change of interests of substantial holder.

Signature

print name IAN KELLY capacity Company Secretary

sign here *IAN KELLY* date 07/08/2017

Date of Change	Person whose relevant interest changed	Natures of change (4)	Consideration give in relation to change (5)	Class (6) and number of securities affected	Persons's votes affected
07/08/2017	Primary Person	Buy	\$50,789.00	19,862 Securities	19,862
04/08/2017	Primary Person	Buy	\$158,297.00	62,165 Securities	62,165
02/08/2017	Primary Person	Buy	\$12,750.00	5,000 Securities	5,000
01/08/2017	Primary Person	Buy	\$42,645.00	16,600 Securities	16,600
31/07/2017	Primary Person	Buy	\$64,313.00	25,000 Securities	25,000
26/07/2017	Primary Person	Buy	\$27,773.00	10,723 Securities	10,723
25/07/2017	Primary Person	Buy	\$207,080.00	80,000 Securities	80,000
24/07/2017	Primary Person	Buy	\$60,386.00	23,286 Securities	23,286
20/07/2017	Primary Person	Buy	\$346,052.00	133,611 Securities	133,611
19/07/2017	Primary Person	Buy	\$67.00	26 Securities	26
18/07/2017	Primary Person	Buy	\$124,869.00	48,212 Securities	48,212
17/07/2017	Primary Person	Buy	\$67,685.00	26,106 Securities	26,106
14/07/2017	Primary Person	Buy	\$29,663.00	11,409 Securities	11,409
13/07/2017	Primary Person	Buy	\$146,249.00	56,334 Securities	56,334
07/07/2017	Primary Person	Buy	\$47,421.00	18,100 Securities	18,100
06/07/2017	Primary Person	Buy	\$3,625.00	1,383 Securities	1,383
05/07/2017	Primary Person	Buy	\$503,996.00	194,676 Securities	194,676
04/07/2017	Primary Person	Buy	\$196,013.00	75,695 Securities	75,695
03/07/2017	Primary Person	Buy	\$416,469.00	160,700 Securities	160,700
30/06/2017	Primary Person	Buy	\$580,965.00	226,171 Securities	226,171
29/06/2017	Primary Person	Buy	\$790,455.00	304,818 Securities	304,818
28/06/2017	Primary Person	Buy	\$478,663.00	184,207 Securities	184,207
27/06/2017	Primary Person	Buy	\$188,459.00	71,953 Securities	71,953
26/06/2017	Primary Person	Buy	\$86,079.00	32,634 Securities	32,634
23/06/2017	Primary Person	Buy	\$119,602.00	44,669 Securities	44,669
22/06/2017	Primary Person	Buy	\$77,581.00	28,847 Securities	28,847

Date of Change	Person whose relevant interest changed	Natures of change (4)	Consideration give in relation to change (5)	Class (6) and number of securities affected	Persons's votes affected
21/06/2017	Primary Person	Buy	\$226,989.00	84,900 Securities	84,900
19/06/2017	Primary Person	Buy	\$504,355.00	187,800 Securities	187,800
16/06/2017	Primary Person	Buy	\$34,137.00	12,674 Securities	12,674
15/06/2017	Primary Person	Sell	\$496,535.00	182,886 Securities	182,886
14/06/2017	Primary Person	Buy	\$279,350.00	103,482 Securities	103,482
13/06/2017	Primary Person	Buy	\$182,217.00	67,852 Securities	67,852
09/06/2017	Primary Person	Buy	\$5,692.00	2,128 Securities	2,128
07/06/2017	Primary Person	Buy	\$18,663.00	6,951 Securities	6,951
06/06/2017	Primary Person	Sell	\$12,634.00	4,662 Securities	4,662

Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) 107 459 576, 122 928 410 & 154 444 925

This is Annexure B of 3 pages referred to in Form Form 604 Change of interests of substantial holder.

Signature

print name IAN KELLY capacity Company Secretary

sign here *IKelly* date 07/08/2017

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

PARTY/ENTITY NAME	AUSTRALIAN COMPANY
Aidem Holdings Pty Limited	161 624 399
Arctic Capital Ltd	
Australian Financial Times Pty Ltd	003 993 682
Australian Fluorine Chemicals Pty Ltd	000 333 684
Bareage Pty Ltd	060 526 865
BSI Blue Sky International Ltd. (BVI)	
BSI Blue Sky International Ltd. (Mauritius)	
Buttermilk Properties LLC	
Cairnton Pty Ltd	001 735 075
Cairnton Holdings Limited	008 394 134
Captwo Pty Ltd	091 030 929
Castthree Pty Ltd	084 494 619
Castwo Pty Ltd	084 494 520
Catone Pty Ltd	091 030 910
Cavalane Holdings Pty Ltd	080 695 754
CBG Holding Company Pty Limited	163 161 420
Chermon Pty Ltd	123 039 305
Compress (Hong Kong) Ltd	
Compress (Malaysia) Sdn Bhd	
Compress Cayman, LDC	
Compress Cayman II, LDC	
Compress Cayman III, LDC	
Compress Christchurch Pty Ltd	
Compress Finance BV	
Compress Holdings Pty Ltd	088 047 974
Compress International Finance	
Compress International (Netherlands Antilles) NV	
Compress International (Netherlands Antilles) II NV	
Compress Mauritius Limited	
Compress Securities Pty Limited	160 602 853
Consolidated Custodians International Ltd	
Consolidated Custodians Pty Ltd	008 394 492
Consolidated Gaming Pty Ltd	071 513 409
Consolidated Press (Finance) LLC	
Consolidated Press (Finance) Pty Ltd	001 557 035
Consolidated Press (Finance) II Pty Ltd	603 295 834
Consolidated Press (Finance) III Pty Ltd	604 881 030
Consolidated Press Entertainment Pty Ltd	070 506 606
Consolidated Press Financial Services Pty Ltd	008 457 869
Consolidated Press Holdings (North America) LLC	
Consolidated Press Holdings Pty Ltd	008 394 509
Consolidated Press International Limited	
Consolidated Press International Holdings Limited	
Consolidated Press Investments Pty Ltd	000 089 118

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY</u>
Consolidated Press Property Pty Ltd	004 160 703
Cairnton Holdings Bahamas Limited	
C.P. International Investments Ltd	
C.P. International Management Services Limited	
C.P. International Resources Ltd	
C.P. International Securities Ltd	
CPH Barbuda Holdings Limited	
CPH Capital Pty Ltd	096 130 899
CPH Crown Holdings Pty Limited	603 296 804
CPH Crown Holdings II Pty Limited	608 867 036
CPH Direct Investments Pty Ltd	122 328 652
CPH Gaming I Pty Limited	603 295 674
CPH Gaming II Pty Limited	603 295 923
CPH Gaming III Pty Limited	603 296 162
CPH Gaming IVA Pty Limited	603 296 537
CPH Gaming IVB Pty Limited	603 296 546
CPH Investments Management Pty Limited	092 008 172
CPH PGFG Holdings Pty Limited	603 297 918
CPH PGFG I Pty Limited	603 297 132
CPH Products Pty Limited	106 918 638
CPH Property Pty Limited	000 031 747
CPH S.One Holdings Pty Limited	603 297 927
CPH S.One I Pty Limited	603 297 310
CPH Snow Investments Pty Limited	163 335 724
CPH WA Investment Co Pty Limited	129 011 534
CPH Zhaopin Holdings Pty Limited	603 298 719
CPH Zhaopin Holdings I Pty Limited	603 298 344
CPH Zillow Holdings Pty Limited	603 300 090
CPH Zillow Holdings I Pty Limited	603 299 074
CPIL (No. 1) Holdings Pty Ltd	607 763 780
CPIL Investments Pty Ltd	607 762 952
CPIL Two Limited	
DCE America Inc.	
ECS Investment Partners Pty Ltd	166 264 375
Ellerstina Inversiones (Malaysia) Sdn Bhd	
Ellerstina Inversiones SA	
Ellerston Asian Emerging Opportunities Fund	
Ellerston Australian Ex-Top 20 Fund	
Ellerston Australian Small Companies Fund	
Ellerston Australian Share Fund	
Ellerston Australian Market Neutral Fund	
Ellerston Capital Limited	110 397 674
Ellerston Capital (Europe) Limited	
Ellerston Capital (Hong Kong) Limited	
Ellerston Capital (Resources No.1) Limited	
Ellerston Global Equity Managers Offshore Fund	
Ellerston Global Equity Managers Fund	
Ellerston India Fund	
Ellerston MicroCap Fund	
Ellerston Opportunities Pty Ltd	150 851 666
Ellerston Overlay ASF	
Ellerston Special Opportunities Platform	
Hoyts Cinemas America Limited	
Hoyts Cinemas Argentina Limited	
Hoyts Cinemas Chile Limited	
Hoyts Cinemas Operations Pty Ltd	006 530 347
Hoyts Cinemas Overseas Holdings Sdn Bhd	
Hoyts Cinemas Polska sp Zoo	
Hoyts Emerging Territories Ltd	
Hoyts Overseas Operations Sdn Bhd	
HUSH Holdings Company Inc	

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