

Form **603**
Corporations Act
Section 671B

Notice of initial substantial holder

To Company Name/Scheme

KEYBRIDGE CAPITAL LIMITED (ASX : KBC)

ABN

16 088 267 190**1. Details of substantial holders⁽¹⁾**

Name	ACN / ABN
ORION EQUITIES LIMITED (OEQ)	ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD (QUE)	ABN 58 081 688 164
The holders became substantial holders on	18 May 2016

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities ⁽⁴⁾	Number of securities	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary Shares	27,800,000	27,800,000	16.97% ^A

(A) Based on KBC's 163,812,326 total issued fully paid (and listed) ordinary and voting shares – refer KBC's [Appendix 3B dated 18 March 2016](#); KBC has an additional 13,920,001 unlisted fully paid ordinary shares on issue held in escrow pursuant to the terms of KBC's [Executive Share Plan](#), which shares carry no voting rights (so far as BEL is aware) – refer BEL's Notice of Initial Substantial Holder dated 20 May 2016.

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
SCB	Registered and beneficial owner of shares acquired on-market	27,800,000
BEL	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which SCB has a relevant interest by reason of having control of SCB (SCB is a wholly-owned subsidiary of BEL)	
OEQ	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (ie. shareholding) in BEL	
QUE	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control (ie. greater than 50% voting power) of OEQ	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Class and number of securities
			Ordinary Shares:
BEL and SCB OEQ and BEL	SCB	SCB	27,800,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition (Disposal)	Consideration ⁽⁹⁾		Class and number of securities
		Cash \$	Non-cash \$value	Ordinary Shares
BEL and SCB OEQ and BEL	18 May 2016	\$5,004,000	-	27,800,000

(As reported in a Notice of Initial Substantial Holder lodged by BEL and SCB dated 18 November 2013)

6. 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
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7. Addresses

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

Name	Address
OEQ	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
QUE	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Bentley Capital Limited ABN 87 008 108 218 (BEL)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Scarborough Equities Pty Ltd ABN 58 061 287 045 (SCB)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005

Signature

sign here

print name VICTOR HO

date 20 May 2016

capacity Director & Secretary of OEQ

sign here

print name VICTOR HO

date 20 May 2016

capacity Director & Secretary of QUE

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.