

21 September 2017

ASX Market Announcements Office
Level 4, North Tower, Rialto
525 Collins Street
Melbourne VIC 3000

Simonds Group Limited (ASX:SIO) – Form 604: Notice of change of interests of substantial holder

The **attached** substantial holder notices are required to be lodged because each of the parties to the notice dated 20 September 2017 pursuant to rule 3.10(a)(ii) of Simonds Group Limited's (SIO) Constitution (**attached** to the first substantial holder notice) became associates by signing the notice. The association changed the parties voting power in SIO but no party acquired a relevant interest.

The association between the parties ended when the notice was delivered to SIO and the second substantial shareholder notice reflects this.

Yours sincerely

A handwritten signature in black ink, appearing to read 'V. Simonds', with a stylized flourish at the end.

Vallenge Gary Simonds

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Simonds Group Limited

ACN/ARSN ACN 143 841 801

1. Details of substantial holder (1)

Name Vallence Gary Simonds and the entities named in section 4 of this Form 604

ACN/ARSN (if applicable) _____

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

20/09/2017

The previous notice was given to the company on

21/11/2014

The previous notice was dated

20/11/2014

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)
Fully paid ordinary shares	56,138,895	37.08%	72,399,555	50.33%*

*calculated on the basis of Simonds Group Limited having total issued voting shares of 143,841,655

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
No change in relevant interests					

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
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	6,560,004	6,560,004
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	9,840,006	9,840,006

Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	16,400,010	16,400,010
Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	21,485,018	21,485,018
Madisson Constructions Pty Ltd ACN 141 838 726 as trustee for the Madisson Homes Trust	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	1,572,678	1,572,678
Vallence Gary Simonds (direct)	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	281,179	281,179
Vallence Gary Simonds (indirect)	Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd and Madisson Constructions Pty Ltd	Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd and Madisson Constructions Pty Ltd	Shareholder and sole director of Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd and Madisson Constructions Pty Ltd, and beneficiary under each trust	55,857,716	55,857,716

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
F.J.P Pty Ltd ACN 075 796 824 Mark Vujovich April Pamela Waddell (each an Associated Party)	Each Associated Party became an associate of the substantial holders by reason of their relevant agreement entered into on 20 September 2017 to sign and deliver the notice of the same date pursuant to rule 3.10(a)(ii) of the Constitution of Simonds Group Limited, a copy of which is annexed and marked "A". Details of the relevant interests of the Associated Parties are set out in Annexure B to this form.

6. Addresses

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

Name	Address
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004
Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004
Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004
Madisson Constructions Pty Ltd ACN 141 838 726 as trustee for the Madisson Homes Trust	Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004
Vallence Gary Simonds	Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004

Signature

print name Vallence Gary Simonds

capacity Director

sign here



date 21/09/2017

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 on 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.

This is the Annexure A of 4 pages referred to in Form 604

Signed: _____

Name: Vallence Gary Simonds

Date: 21.09.2017

20 September 2017

Simonds Group Limited
Level 1, 570 St Kilda Road
Melbourne, VIC 3004

Attention: Company Secretary

Dear Elizabeth

Notice under rule 3.10(a)(ii) of the Constitution of Simonds Group Limited

We the undersigned, being members of Simonds Group Limited ACN 143 841 801 (the "**Company**") holding a majority of the issued shares of the Company conferring the right to vote, hereby remove the following directors from office:

- (a) Susan Mary Oliver; and
- (b) Michael James Humphris

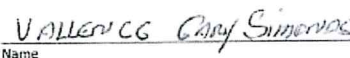
pursuant to rule 3.10(a)(ii) of the Company's Constitution.

SIGNED:

**EXECUTED by MADISSON
CONSTRUCTIONS PTY LTD ACN 141
838 726 ATF MADISSON HOMES
TRUST:**



Signature of sole director



Name

EXECUTED by SIMONDS
CONSTRUCTIONS PTY LTD ACN 137
871 982 ATF SIMONDS HOMES
DISCRETIONARY TRUST HOMES
TRUST:

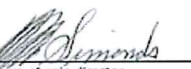


Signature of sole director

Valence Gary Simonds

Name

EXECUTED by SIMONDS CUSTODIANS
PTY LTD ACN 050 199 365 ATF GARY
SIMONDS NO 1 FAMILY TRUST:



Signature of sole director

Valence Gary Simonds

Name

EXECUTED by OF SIMONDS
CUSTODIANS PTY LTD ACN 050 199
365 ATF GARY SIMONDS NO. 2
FAMILY TRUST:



Signature of sole director

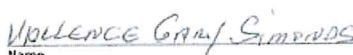
Valence Gary Simonds

Name

EXECUTED by SIMONDS CUSTODIANS
PTY LTD ACN 050 199 365 ATF GARY
SIMONDS NO. 3 FAMILY TRUST:



Signature of sole director



Name

EXECUTED by MARK VUJOVICH



Signature of Mark Vujovich

EXECUTED by APRIL PAMELA
WADDELL



Signature of April Pamela Waddell

EXECUTED by F.J.P. PTY LTD ACN 075
796 824:

Signature of director

Sole

Name

FRANK PALAZZO

Signature of director/secretary

Name

This Annexure B of 1 page referred to in Form 604

Signed:



Name: Vallent Gary Simonds

Date: 21.09.2017

Associated Parties

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
F.J.P Pty Ltd ACN 075 796 824	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	15,070,660	15,070,660
Mark Vujovich	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	880,000	880,000
April Pamela Waddell	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	310,000	310,000