



5 March 2020

Company Announcements Office  
Australian Securities Exchange  
Authorised for immediate release

**HGL Limited ACN 009 657 961 (ASX Code: HNG)**  
**Notice under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (Act)**

This notice is given by HGL Limited (**HGL**) under section 708AA(2)(f) of the Act as notionally modified by the Australia Securities and Investments Commission (**ASIC**).

HGL has announced a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of one fully paid ordinary share in HGL (**New Shares**) for every four fully paid ordinary shares in HGL held as at 7:00pm (Sydney time) on the Record Date of 10 March 2020 by shareholders with a registered address in Australia, New Zealand and the United Kingdom, and certain other shareholders as may be agreed by HGL (**Eligible Shareholders**).

If fully subscribed, the Entitlement Offer will raise approximately \$3.884 million and result in the issue of approximately 15.54 million New Shares.

HGL confirms that:

1. The New Shares will be offered by HGL without disclosure under Part 6D.2 of the Act and without a prospectus for the New Shares being prepared.
2. This notice is being given under section 708AA(2)(f) of the Act as modified by ASIC.
3. As at the date of this notice, HGL has complied with:
  - (a) the provisions of Chapter 2M of the Act as they apply to HGL; and
  - (b) section 674 of the Act.
4. As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act which is required to be disclosed under section 708AA(7)(d) of the Act.
5. The potential effect that the issue of the New Shares will have on the control of HGL and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Entitlement Offer as a pro-rata issue and the fact that shareholders are being offered the opportunity to participate in an Overallotment Facility (other than related parties and the two largest substantial shareholder groupings), and having regard to the current holdings of the two largest substantial shareholder groupings (based on substantial holder notices that have been lodged prior to the date of this notice), HGL does not expect the issue to have a material effect or consequence on the control of HGL.



See paragraph 6, below for further detail of substantial holdings and potential movements in substantial holdings.

**6. Ownership of HGL following the Entitlement Offer**

6.1 The table below illustrates the effect of the Entitlement Offer on the control of HGL where all Eligible Shareholders take up their Entitlement.

<b>Shareholder</b>	<b>Number of ordinary HGL shares held (pre-Rights Issue)</b>	<b>Number of ordinary HGL shares held (post-Rights Issue)</b>	<b>% of total ordinary HGL shares on issue (post-Rights Issue)</b>
Sery Group	16,778,304	20,972,880	27.00%
Constable Group	16,181,809	20,227,262	26.04%
Other shareholders	29,189,472	36,486,840	46.96%
<b>Shares on issue</b>	<b>62,149,585</b>	<b>77,686,982</b>	<b>100.00%</b>

6.2 The table below illustrates the effect of the Entitlement Offer on the control of HGL where only the two largest substantial shareholder groupings take up their Entitlements.

<b>Shareholder</b>	<b>Number of ordinary HGL shares held (pre-Rights Issue)</b>	<b>Number of ordinary HGL shares held (post-Rights Issue)</b>	<b>% of total ordinary HGL shares on issue (post-Rights Issue)</b>
Sery Group	16,778,304	20,972,880	29.80%
Constable Group	16,181,809	20,227,262	28.74%
Other shareholders	29,189,472	29,189,472	41.46%
<b>Shares on issue</b>	<b>62,149,585</b>	<b>70,389,614</b>	<b>100.00%</b>

Yours faithfully

**Iain Thompson**  
CFO & Company Secretary