



17 April 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 an accelerated pro-rata non-renounceable entitlement offer (**New Entitlement Offer**) of five fully paid ordinary shares in HGL (**New Shares**) for every sixteen fully paid ordinary shares in HGL held as at 7:00pm (Sydney time) on the Record Date of 21 April 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**).

The New Entitlement Offer replaces the original entitlement offer which was terminated on 14 April 2020.

If fully subscribed, the New Entitlement Offer will raise approximately \$3.884 million and result in the issue of approximately 19.4 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.

Shareholder	Number of ordinary HGL shares held (pre-Rights Issue)	Number of ordinary HGL shares held (post-Rights Issue)	% of total ordinary HGL shares on issue (post-Rights Issue)
Sery Group	16,778,304	22,021,524	27.00%
Constable Group	16,339,554	21,445,665	26.29%
Other shareholders	29,031,727	38,104,142	46.71%
Shares on issue	62,149,585	81,571,331	100.00%

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.

Shareholder	Number of ordinary HGL shares held (pre-Rights Issue)	Number of ordinary HGL shares held (post-Rights Issue)	% of total ordinary HGL shares on issue (post-Rights Issue)
Sery Group	16,778,304	22,021,524	30.37%
Constable Group	16,339,554	21,445,665	29.58%
Other shareholders	29,031,727	29,031,727	40.05%
Shares on issue	62,149,585	72,498,916	100.00%

Yours faithfully

Iain Thompson
CFO & Company Secretary