

Level 11  
280 George Street  
Sydney NSW 2000  
GPO Box 4406  
Sydney NSW 2001  
www.hgl.com.au  
P +612 9221 7155  
F +612 9233 2713

HGL Limited  
abn 25 009 657 961



23 September 2014

Companies Announcement Platform  
Australian Stock Exchange

Dear Sir/Madam

**Re : Employee Share Scheme Share Buy-back**

As required by the ASX Listing Rules please find attached;

- 1) a copy of ASIC Form 484(C) – Cancellation of Shares. This cancels 3,625,857 employee share scheme shares acquired by the company for \$1,860,064.63. These shares were acquired and cancelled on 22 September 2014;
- 2) an Appendix 3E – re the 3,625,857 shares referred to in 1) above; and
- 3) an Appendix 3F – re the 3,625,857 shares referred to in 1) above.

Yours faithfully

Peter Caldelis  
Secretary

**SUPPLYING  
MARKET  
LEADING  
BRANDED  
PRODUCTS**



# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- |   |                                 |   |
|---|---------------------------------|---|
| A1 Change of address  | B1 Cease company officeholder   | C1 Cancellation of shares                                       |
| A2 Change of name – officeholders and proprietary company members | B2 Appoint company officeholder | C2 Issue of shares  |
| A3 Change – ultimate holding company                              | B3 Special purpose company      | C3 Change to share structure                                    |
|   |                                 | C4 Changes to the register of members for proprietary companies |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

<b>Company details</b>	Company name
	HGL LIMITED
	ACN/ABN
	009 657 961
Refer to guide for information about corporate key	Corporate key

<b>Lodgement details</b>	<b>Who should ASIC contact if there is a query about this form?</b>		
	ASIC registered agent number (if applicable)		
	Firm/organisation		
	Contact name/position description	Telephone number (during business hours)	
	PETER CALDELIS	(02) 9221 7155	
	Email address (optional)		
Postal address			
GPO BOX 4406			
Suburb/City	State/Territory	Postcode	
SYDNEY	NSW	2001	

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.							
Name							
PETER CALDELIS							
Capacity							
<input type="checkbox"/> Director							
<input checked="" type="checkbox"/> Company secretary							
Signature							
Date signed							
2	3	/	0	9	/	1	4
[D	D]		[M	M]		[Y	Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website  
[www.asic.gov.au](http://www.asic.gov.au)

## For more information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630

## Section C completion guide

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide a full title for the shares, just the share class code

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 – Cancellation of shares	C2 – Issue of shares	C3 – Change to share structure table	C4 – Change to members register
<b>Issue of shares</b> <input type="checkbox"/> Proprietary company <input type="checkbox"/> Public company <input type="checkbox"/> if in response to the Annual company statement <input type="checkbox"/> if not in response to the Annual company statement	Not required	✓	✓	✓
<b>Cancellation of shares</b> <input type="checkbox"/> Proprietary company <input type="checkbox"/> Public company <input type="checkbox"/> if in response to the Annual company statement <input checked="" type="checkbox"/> if not in response to the Annual company statement	✓	Not required	✓	✓
<b>Transfer of shares</b> <input type="checkbox"/> Proprietary company <input type="checkbox"/> Public company <input type="checkbox"/> if in response to the Annual company statement <input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	✓
<b>Changes to amounts paid</b> <input type="checkbox"/> Proprietary company <input type="checkbox"/> Public company <input type="checkbox"/> if in response to the Annual company statement <input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	✓	✓
<b>Changes to beneficial ownership</b> <input type="checkbox"/> Proprietary company <input type="checkbox"/> Public company <input type="checkbox"/> if in response to the Annual company statement <input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	✓

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days of the change occurring.

# C1 Cancellation of shares

## Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

Redeemable preference shares – **S.254J**

- Redeemed out of profits
- Redeemed out of proceeds of a fresh issue of shares

Capital reduction – **S.256A – S.256E**

- Single shareholder company
- Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

Share buy-back – **ss.257H(3)**

- Minimum holding buy-back by listed company
- Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

Forfeited shares – **S.258D**

Shares returned to a public company – **ss.258E(2) & (3)**

- Under section 651C, 724(2), 737 or 738
- Under section 1325A (court order)

Other

Description

Give section reference

## Details of cancelled shares

### List the details of shares cancelled in the following table

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	3,625,857	\$1,860,064.63

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

/ 
 
 /

[D] [D] [M] [M] [Y] [Y]

## C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /    
 [D] [D] [M] [M] [Y] [Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

**Yes**

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

**No**

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

## C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares
ORD	NOT APPLICABLE	53,956,011	\$36,802,189.44	NIL

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /    
 [D] [D] [M] [M] [Y] [Y]

## Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

Yes

No

## C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

**The changes apply to**  
Please indicate the name and address of the member whose shareholding has changed

Family name Given names

**OR**

Company name

ACN/ARBN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City State/Territory

Postcode Country (if not Australia)

**Earliest date of change**  
Please indicate the earliest date that any of the following changes occurred.

Date of change

/   /

[D] [D] [M] [M] [Y] [Y]

**The changes are**

Beneficially held usually means that the owner of the shares is entitled to the direct benefit from the shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

**Date of entry of member's name in register**  
(New members only)

Date of entry

/   /

[D] [D] [M] [M] [Y] [Y]

## C4 Continued... Further changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

### The changes apply to

Please indicate the name and address of the member whose shareholding has changed

<input type="checkbox"/> Family name	Given names
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
<b>OR</b>	
<input type="checkbox"/> Company name	
<input style="width: 95%;" type="text"/>	
ACN/ARBN/ABN	
<input style="width: 95%;" type="text"/>	
Office, unit, level, or PO Box number	
<input style="width: 95%;" type="text"/>	
Street number and Street name	
<input style="width: 95%;" type="text"/>	
Suburb/City	State/Territory
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
Postcode	Country (if not Australia)
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

### Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	/	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	/	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>
[D	D]		[M	M]		[Y	Y]

### The changes are

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

### Date of entry of member's name in register

(New members only)

Date of entry

<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	/	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	/	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>
[D	D]		[M	M]		[Y	Y]

Save time. Lodge this form online at [www.asic.gov.au](http://www.asic.gov.au)

# Guide: Change to company details

This guide does not form part of the prescribed form. It is included by ASIC to assist you in completing and lodging the Form 484.

Use the Form 484 to notify ASIC of:

A1 Change of address	B1 Cease company officeholder	C1 Cancellation of shares
A2 Change of name – officeholders and proprietary company members	B2 Appoint company officeholder	C2 Issue of shares
A3 Change – ultimate holding company	B3 Special purpose company	C3 Change to share structure
		C4 Changes to the register of members for proprietary companies

<b>Lodgement period</b>	<p>Lodgement required:</p> <ul style="list-style-type: none"> <li>within 28 days after the date of change; and</li> <li>within 28 days after the date of issue of your annual company statement.</li> </ul> <p>There are some exceptions for the member's details for proprietary companies. Refer to <b>Shares details</b> in this guide.</p>
<b>Late fees</b>	<p>Late lodgement fees will apply if you notify a change to company details outside the lodgement period. Only one late lodgement fee will apply to a form even if a number of changes notified.</p> <p>Late review fees will apply if you do not bring your company details up to date within 28 days of the issue of the annual statement. Late review fees are separate from late lodgement fees so both late review and late lodgement fees may apply to the one change. See <a href="http://www.asic.gov.au/latefees">www.asic.gov.au/latefees</a> for more information.</p> <p>The late fees are:</p> <ul style="list-style-type: none"> <li>\$67 for up to one month late</li> <li>\$278 for over one month late.</li> </ul> <p>A form is not considered lodged until it is received and accepted by ASIC as complying with s 1274(8) of the Corporations Act 2001. A receipt will not be issued unless requested.</p>
<b>Corporate key</b>	<p>The corporate key is an eight-digit number uniquely associated with a company's ACN. You will find your corporate key on the front page of your annual statement. Use your corporate key to register to check and change company details online - see <a href="http://www.asic.gov.au">www.asic.gov.au</a> .</p> <p>If you are not lodging changes online, you must include your corporate key on the cover sheet. Please visit our website at <a href="http://www.asic.gov.au/corporatekey">www.asic.gov.au/corporatekey</a> for further assistance.</p>
<b>Track your lodgement</b>	<p>After you have lodged this form, you can check to see if it has been received and processed at <a href="http://www.asic.gov.au/nni">www.asic.gov.au/nni</a>.</p> <p>Alternatively, you can set up a <b>Company Alert</b> that notifies you by email when the form has been received by ASIC.</p> <p>Visit <a href="http://www.asic.gov.au/search">www.asic.gov.au/search</a> for further details.</p> <p>You can save time and have your changes take effect almost immediately by lodging this form online at <a href="http://www.asic.gov.au">www.asic.gov.au</a> .</p>
<b>Signature</b>	<p>The cover sheet for this form must be signed by a current company officeholder. A resigning officer's signature is not acceptable.</p>
<b>Dates of change</b>	<p>Ensure you complete the date of change where required, as well as provide the date the form was signed.</p> <p><b>You can only notify a future date of change for registered office address, principal place of business address and an expiry date (if any) for an alternate director.</b></p>
<b>Alternate directors</b>	<p>See <a href="http://www.asic.gov.au/alternatedirectors">www.asic.gov.au/alternatedirectors</a> for more information</p>
<b>Cease company officeholder (Section B1)</b>	<p>Use this section to notify ASIC if a person has ceased to be an officeholder of the company. Notifications must be received within 28 days of the change occurring. Details must be notified separately for each ceased officeholder.</p> <p>A company does not have to notify ASIC that an officeholder has ceased if the officeholder has already notified ASIC by lodging a Form 370 <i>Notification by officeholder of resignation or retirement</i>.</p>



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## Address details

(Sections A1, B2 & C4)

Registered office and principal place of business:

- Provide the full address including the building name, floor and office number (if applicable), street number, name and type, locality and postcode.
- Ensure a tick is placed in the appropriate box to indicate if the company occupies the registered office premises.
- Ensure a tick is placed in the appropriate box to indicate if the occupier of the premises has consented, in writing, to the use of the specified address.

Officeholder and member residential address:

- Provide the full address including the street number, name and type, suburb, city, state or territory, postcode and country of residence if not in Australia.

A registered office address, principal place of business address or officeholder residential address must be a physical or street address, a post office box is not acceptable. The street address must include a street number, ie 'Corner of Smith St and Jones Rd' is not acceptable.

A post office box address may only be used for a member's address.

Ensure a tick is placed in the appropriate box to indicate the address to which the change applies.

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## Shares details

(Section C1, C2, C3 & C4)

All companies must notify ASIC if they cancel or issue shares by completing sections C1 or C2. Notifications must be received within 28 days of the change occurring.

Proprietary companies must also notify ASIC of any changes to:

- the company's share structure by completing section C3
- details of their top 20 members by completing section C4.

**Public companies** must complete section C3 after they have received their annual company statement, if changes have occurred. Notification must be received within 28 days of the date of issue of the company statement.

Even though there is no legal obligation to do so, we ask public companies to also complete the C3 share structure table when notifying us of a share issue or cancellation at other times. This will enable us to ensure that share details we have recorded for the company are correct.

### Special cases (for proprietary companies) and their lodging periods

- Court-ordered corrections of the register must be notified to ASIC as specified by the court order or within one month of the court order.
- Reductions in share capital must be notified to ASIC within 14 days after the passing of the resolution to reduce share capital.

### Companies limited by guarantee, or companies limited by shares and guarantee who have not issued any shares

These companies are not required to provide any details about share structure or members ie. do not complete sections C3 or C4.

Transferring Financial Institutions are not required to provide details of member shares that meet the requirements of Reg. 12.08.03; they should complete section C3 but not section C4.

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## How to provide additional information

### Photocopied Form 484 pages

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement.

### Annexures

If there is insufficient space in any section of the form, you may alternately submit annexures as part of this lodgement.

To make any annexure conform to the regulations, you must

1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
  2. show the company name and ACN or ARBN
  3. number the pages consecutively
  4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
  5. mark the annexure with an identifying letter or symbol eg a, b, c or 1, 2, 3 etc.
  6. endorse the annexure with the words:  
This annexure (mark) of (number) pages referred to in form (form number and title)
  7. sign and date the annexure. The annexure must be signed by the same person(s) who signed the form.
- 

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website [www.asic.gov.au](http://www.asic.gov.au)

### For more information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630

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# Appendix 3E

## Daily share buy-back notice (*except* minimum holding buy-back and selective buy-back)

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
HGL Limited	25 009 657 961

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Employee Share Scheme
2	Date Appendix 3C was given to ASX	2 September 2014

### Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

		Before previous day	Previous day
3	Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received	Nil	3,625,857
4	Total consideration paid or payable for the shares/units	Nil	\$1,860,064.63

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+ See chapter 19 for defined terms.

**Appendix 3E**  
**Daily share buy-back notice**

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		<b>Before previous day</b>	<b>Previous day</b>
5	If buy-back is an on-market buy-back	highest price paid: date: not applicable  lowest price paid: date: not applicable	highest price paid: not applicable  lowest price paid: not applicable  highest price allowed under rule 7.33: not applicable

**Participation by directors**

6 Deleted 30/9/2001.

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**How many shares/units may still be bought back?**

7 If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back

Nil
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**Compliance statement**

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust’s constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: 23 September 2014  
 (Company secretary)

Print name: Peter Caldelis

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+ See chapter 19 for defined terms.

# Appendix 3F

## Final share buy-back notice (*except* minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

*Information and documents given to ASX become ASX's property and may be made public.*

Name of entity	ABN/ARSN
HGL Limited	25 009 657 961

We (the entity) give ASX the following information.

### Description of buy-back

1	Type of buy-back	Employee Share Scheme
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### Details of all shares/units bought back

2	Number of shares/units bought back	3,625,857
3	Total consideration paid or payable for the shares/units	\$1,860,064.63
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: not applicable date: not applicable  lowest price: not applicable date: not applicable

+ See chapter 19 for defined terms.

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: 23 September 2014  
(Company secretary)

Print name: Peter Caldelis

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+ See chapter 19 for defined terms.