



Hills Limited

ABN 35 007 573 417

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22 December 2015

The Manager, Listings
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Via electronic lodgement

Dear Sir / Madam

Form 604 – Notice of change of interests of substantial holder

The forms are filed following the death of Mr Hill-Ling and his ceasing to be a director of the relevant Hill-Ling family entities.

Yours faithfully

A handwritten signature in black ink, appearing to be "Gai Stephens". The signature is stylized and cursive.

Gai Stephens
Company Secretary
Hills Limited

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Hills Limited

ACN/ARSN 007 573 417

1. Details of substantial holder (1)

Name Hills Associates Limited

ACN/ARSN (if applicable) 007 954 789

There was a change in the interests of the substantial holder on 20 / 11 / 15

The previous notice was given to the company on 03 / 06 / 14

The previous notice was dated 28 / 05 / 14

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)
Ordinary shares	38,880,494	16.56%	17,957,359	7.74%

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
17/12/15	Hills Associates Limited	No longer associates	N/A	-21,497,790	-21,497,790
Various	Hills Associates Limited	On market purchases -See schedule	Various – see schedule	+574,655	+574,655

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
Hills Associates Ltd	Hills Associates Ltd		Holder	16,768,441	16,768,441
Hills Associates Ltd	Poplar Pty Ltd and Hills Associates Limited		Joint holder	1,188,918	1,188,918

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
Robert Donald Hill-Ling (Estate of)	Not an associate under CA s12
Ailsa Rosemary Hill-Ling	Not an associate under CA s12
Jennifer Helen Hill-Ling	Not an associate under CA s12
Ling Nominees Pty Ltd ACN 008 020 380	Not an associate under CA s12
Poplar Pty Ltd	Not an associate under CA s12
Jarrah Group Pty Ltd	Not an associate under CA s12
Greybox Holdings Pty Ltd	Not an associate under CA s12

6. Addresses

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

Name	Address
Estate of Robert Donald Hill-Ling	37 Carrick Hill Drive, Mitcham SA 5062
Ailsa Rosemary Hill-Ling	37 Carrick Hill Drive, Mitcham SA 5062
Jennifer Helen Hill-Ling	18 Larkin Street Waverton NSW 2060
Ling Nominees Pty Ltd	C/- KPMG, Level 7, 151 Pirie Street Adelaide SA 5000
Poplar Pty Ltd	C/- KPMG, Level 7, 151 Pirie Street Adelaide SA 5000
Jarrah Group Pty Ltd	37 Carrick Hill Drive, Mitcham SA 5062
Greybox Holdings Pty Ltd	37 Carrick Hill Drive, Mitcham SA 5062

Signature

print name Jennifer Helen Hill-Ling

Capacity Substantial Shareholder

sign here

date 22 / 12 / 2015

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 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.
- (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.

Schedule

Date	No of HIL Shares acquired	Consideration
11.6.14	45,655	\$1.58
21.8.14	159,000	9,000 at \$1.655; 9,787 at \$1.665; 12,183 at \$1.6725; 53,030 at \$1.675; 75,000 at \$1.680
22.8.14	20,000	\$1.65
29.5.15	100,000	\$0.58
2.6.15	100,000	\$0.58
12.6.15	50,000	30,000 at \$0.560; 20,000 at \$0.555
15.9.15	100,000	33,509 at \$0.37; 66,491 at \$0.365
TOTAL	574,655	