

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the ⁺official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the ⁺official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and ⁺quotation of its ⁺securities. Publication does not mean that the entity will be admitted or that its ⁺securities will be quoted.

Introduced 1/7/96 Origin: Appendix 1 Amended 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12

Part 1 - Application for admission to the official list

Name of entity

ABN

Ingenia Communities Holdings Limited (here on referred to as IGCH)

154 444 925 (ACN)

We (the entity) apply for admission to the ⁺official list of ASX Limited (ASX) and for ⁺quotation of ⁺securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

- 1 Deleted 30/9/2001

- 2 ⁺Main class of ⁺securities

Number	⁺ Class
441,029,194	Ordinary shares
Number to be quoted	⁺ Class
Nil	Not applicable

- 3 Additional ⁺classes of ⁺securities (except ⁺CDIs)

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

Number not to be quoted	⁺ Class
Nil	Not applicable

⁺ See chapter 19 for defined terms.

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|----|---|--|
| 4 | Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and e-mail address for contact purposes. | Postal address: Level 6, 345 George Street, Sydney NSW 2000
Telephone: +61 2 9033 1000
Facsimile: +61 2 9033 1060
Email: Lenny.Chen@ingrealestate.com and
leanne.ralph@boardwork.net.au |
| 4A | Person(s) responsible for communications with ASX in relation to listing rule matters and contact details for that person, including mobile telephone number and email address. | Name: Leanne Ralph
Mobile: 0414 731 082
Email: leanne.ralph@boardworx.net.au |
| 5 | Address of principal +security registries for each +class of +security (including +CDIs) | Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000
Australia
Mail: Locked Bag A14, Sydney South, NSW 1235, Australia. |
| 6 | Annual balance date | 30 June |

Companies only
(Other entities go to 19)

- | | | |
|---|---|---|
| 7 | Name and title of chief executive officer/managing director | Simon Richard Owen – Managing Director and Chief Executive Officer |
| 8 | Name and title of chairperson of directors | James Thomas Hazel –Independent Non Executive Chairman |
| 9 | Names of all directors | James Thomas Hazel
Amanda Elizabeth Heyworth
Phillip Marcus Clark
Simon Richard Owen |

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

- | | |
|--|---|
| <p>10 Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits</p> | <p>Directors retire by rotation. Please see clause 74 of the Constitution attached as Annexure 4.</p> <p>Directors have no entitlement to participate in profits. Mr Owen, however, will be entitled to participate in the Long Term Incentive Scheme Please refer to question 65 of this application and Annexure 7 for a copy of the Long Term Incentive Scheme.</p> |
|--|---|
-
- 10A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:
- (a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
 - (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of:
 - (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
 - (ii) any other criminal offence which at the time carried a maximum term of imprisonment of 5 years or more (regardless of the period, if any, for which he or she was sentenced).
- 10B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:
- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
 - (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.
- 10C A statutory declaration from each director or proposed director confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
 - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
 - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
 - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary

⁺ See chapter 19 for defined terms.

penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and

- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

11	Name and title of company secretary	Leanne Ralph
12	Place of incorporation	Victoria, Australia
13	Date of incorporation	24 November 2011
14	Legislation under which incorporated	Corporations Act 2001 (Cth)
15	Address of registered office in Australia	Level 6, 345 George Street, Sydney, NSW, 2000
16	Month in which annual meeting is usually held	November 2012
17	Months in which dividends are usually paid (or are intended to be paid)	While holders of the shares in IGCH will be entitled to any dividend declared payable by the board of IGCH, it is not intended that dividends will be paid on these shares in the short to medium term.
18	If the entity is a foreign company which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not applicable.

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

18A If the entity is a foreign company, the name and address of the entity's Australian agent for service of process

Not applicable.

(Companies now go to 31)

All entities except companies

19 Name and title of chief executive officer/managing director of the responsible entity

Not applicable.

20 Name and title of chairperson of directors of responsible entity

Not applicable.

21 Names of all directors of the responsible entity

Not applicable.

22 Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits

Not applicable.

22A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:

- (a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
- (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of:
 - (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (ii) any other criminal offence which at the time carried a maximum term of imprisonment for 5 years or more (regardless of the period, if any, for which he or she was sentenced).

22B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director of the responsible

⁺ See chapter 19 for defined terms.

entity which is not more than 12 months old and, if the director is not an Australian resident, either:

- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
- (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.

22C A statutory declaration from each director or proposed director of the responsible entity confirming that:

- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
- (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

23 Name and title of company secretary of responsible entity

Not applicable.

23A Trusts only - the names of the members of the compliance committee (if any)

Not applicable.

24 Place of registration of the entity

Not applicable.

⁺ See chapter 19 for defined terms.

Appendix 1A ASX Listing application and agreement

25	Date of registration of the entity	Not applicable.
26	Legislation under which the entity is registered	Not applicable.
27	Address of administration office in Australia of the entity	Not applicable.
28	If an annual meeting is held, month in which it is usually held	Not applicable.
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable.
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not applicable.
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

31 ☒ Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements

ASX has advised by letter dated 18 April 2012 that IGCH will be granted a waiver from ASX Listing Rule 2.1, Condition 2 to the extent necessary to permit the issue price of shares in IGCH to be less than 20 cents on the condition that each share in IGCH is stapled to a unit in the ING Real Estate Community Living Fund and a unit in the ING Real Estate Community Living Management Trust.

32 ☒ Prospectus, Product Disclosure Statement or information memorandum relevant to the

One copy of the Prospectus is attached as **Annexure 1**.

⁺ See chapter 19 for defined terms.

	application (250 copies)	250 copies will be provided following printing.
33	☒ Cheque for fees	Cheque for \$49,993.69 (incl GST) for the initial listing fee is enclosed.
34	☒ Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and Issuer sponsored.
35	☒ Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	A copy of Implementation Deed, the Deed of Retirement and Appointment, the Intermediary Agreement, Sale Facility and the Constitutions of ING Real Estate Community Living Fund and ING Real Estate Community Living Management Trust are attached as Annexure 2 and the Constitution of IGCH is attached as Annexure 4 .
36	☐ A certified copy of any restriction agreement entered into in relation to ⁺ restricted securities	Not applicable.
37	☐ If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee	Not applicable.
38	☒ (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Certificate of incorporation and ASIC Form 205A (Notification of resolution changing company name) attached as Annexure 3 .
39	☐ (All entities except companies) - certificate of registration or other evidence of status (including change of name)	Not applicable.
40	☒ Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Constitution attached as Annexure 4 .
		Where is the information or document to be found? (eg, prospectus cross reference)
41	☒ Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	See clause 4 of the Constitution attached as Annexure 4 which contains the provisions required by ASX Listing Rule 15.11.1.
42	☒ A brief history of the entity or, if applicable, the group	See sections 1 and 5 of the Prospectus attached as Annexure 1 .
42A	☒ Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	See Annexure 5 .

About the securities to be quoted

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

All entities

- 43 ☒ Confirmation that the ⁺securities to be quoted are eligible to be quoted under the listing rules

The securities to be quoted are fully paid ordinary shares whose terms comply with Chapter 6 of the ASX Listing Rules. See the Constitution attached as **Annexure 4** including clauses 5, 60 and 71.

ASX has advised by letter dated 18 April 2012 that IGCH be granted a waiver from ASX Listing Rule 2.1, condition 2 to the extent necessary to permit the issue price of shares in IGCH to be less than 20 cents on the condition that each share in IGCH is stapled to a unit in the ING Real Estate Community Living Fund and a unit in the ING Real Estate Community Living Management Trust.

ASX has also advised that IGCH be granted a waiver from ASX Listing Rule 6.24 in respect of clause 1 of Appendix 6A to the extent necessary that the rate of a dividend or distribution need not be advised to ASX when the dividend or distribution and record date is announced, on condition that an estimated dividend or distribution rate is advised to ASX and the actual rate is advised to ASX as soon as it becomes known.

- 44 ☒ Voting rights of ⁺securities to be quoted

See section 2 of the Prospectus attached as **Annexure 1** and clause 5 and 60 of the Constitution attached as **Annexure 4**.

- 45 ☒ A specimen certificate/holding statement for each ⁺class of ⁺securities to be quoted and a specimen holding statement for ⁺CDIs

To be provided on allotment

- 46 ☒ Terms of the ⁺securities to be quoted

All securities to be quoted are ordinary shares and have the rights set out in the Constitution.

See section 2 of the Prospectus attached as **Annexure 1** for a summary of the terms of the securities.

- 47 ☒ A statement setting out the names of the 20 largest holders in each ⁺class of ⁺securities to be quoted, and the number and percentage of each ⁺class of ⁺securities held by those holders

To be provided on allotment

- 48 ☒ A distribution schedule of each ⁺class of ⁺equity securities to be quoted, setting out the number of holders in the categories -
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

To be provided on allotment

⁺ See chapter 19 for defined terms.

- | | | | |
|----|-------------------------------------|---|--|
| 49 | ☒ | The number of holders of a parcel of ⁺ securities with a value of more than \$2,000, based on the issue/sale price | <p>Not applicable.</p> <p>Also, ASX has advised by letter dated 18 April 2012 that IGCH be granted a waiver from ASX Listing Rule 1.1, Condition 7 to the extent necessary not to require IGCH to comply with the spread requirements in that rule, on the condition that each share in IGCH is stapled to a unit in ING Real Estate Community Living Fund and a unit in the ING Real Estate Community Living Management Trust, and ING Real Estate Community Living Group satisfies listing rule 12.4 at the time IGCH is admitted on the official list of ASX.</p> |
| 50 | ☐ | Terms of any ⁺ debt securities and ⁺ convertible debt securities | <p>Not applicable.</p> <p>Where is the information or document to be found? (eg, prospectus cross reference)</p> |
| 51 | ☐ | Trust deed for any ⁺ debt securities and ⁺ convertible debt securities | <p>Not applicable.</p> |
| 52 | | Deleted 24/10/2005. | |

All entities with classified assets

(Other entities go to 62)

All ⁺mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a ⁺classified asset, must give ASX the following information.

- | | | | |
|----|--------------------------|---|------------------------|
| 53 | ☐ | The name of the vendor and details of any relationship of the vendor with us | <p>Not applicable.</p> |
| 54 | ☐ | If the vendor was not the beneficial owner of the ⁺ classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | <p>Not applicable.</p> |
| 55 | ☐ | The date that the vendor acquired the ⁺ classified asset | <p>Not applicable.</p> |
| 56 | ☐ | The method by which the vendor ⁺ acquired the ⁺ classified asset, including whether by agreement, exercise of option or otherwise | <p>Not applicable.</p> |
| 57 | ☐ | The consideration passing directly or indirectly from the vendor (when the vendor ⁺ acquired the asset), and whether the consideration has been provided in full | <p>Not applicable.</p> |
| 58 | ☐ | Full details of the ⁺ classified asset, including any title particulars | <p>Not applicable.</p> |

⁺ See chapter 19 for defined terms.

Appendix 1A

ASX Listing application and agreement

		Where is the information or document to be found? (eg, prospectus cross reference)
59	☐ The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).	Not applicable.
60	☐ The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full	Not applicable.
61	☐ A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).	Not applicable.

About the entity's capital structure

All entities

62	Deleted 1/9/99.	
63	☒ A copy of the register of members, if ASX asks	A copy of the register of members will be made available to ASX on request.
64	☐ A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years	Not applicable.
65	☒ The terms of any +employee incentive scheme	A copy of the Long Term Incentive Scheme and Rules is attached as Annexure 6 .
66	☒ The terms of any +dividend or distribution plan	Not applicable.
67	☐ The terms of any +securities that will not be quoted	Not applicable.
68	Deleted 1/7/98.	
69	☒ The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the	Where is the information or document to be found? (eg, prospectus cross reference) IGCH currently has issued capital of \$1.00 in the form of one ordinary share that is held by ING Real Estate Investment Management Australia

+ See chapter 19 for defined terms.

issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each ⁺class and the conversion terms (if applicable)

Ply Limited. See section 6 of the Prospectus attached as **Annexure 1** which includes details of IGCH's current issued capital.

IGCH will buy-back this ordinary share for consideration of \$1.00 on the Implementation Date for the internalisation. The buy-back will occur prior to the admission of IGCH. Please refer to section 5.1 (The Proposal) of the Notice of Unitholders' Meeting and Explanatory Memorandum attached as **Annexure 7** for a summary of the internalisation proposal.

See section 2 of the Prospectus attached as **Annexure 1** which outlines the shares to be issued to holders, the issue price of the shares and the rights attaching to each ordinary share.

- 70 ☐ The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not.

Not applicable.

- 71 ☐ The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not.

Not applicable.

- 72 ☐ The number of the entity's options to ⁺acquire unissued ⁺securities, showing the number outstanding

Note: This applies whether the securities are quoted or not.

Not applicable.

- 73 ☒ Details of any rights granted to any ⁺person, or to any class of ⁺persons, to participate in an issue of the entity's ⁺securities

Note: This applies whether the securities are quoted or not.

Simon Richard Owen will be entitled to participate in a Long Term Incentive Plan. This will encompass two types of rights – Performance Rights and Deferred Quantum Rights. Each right is a right to receive one stapled security in the New Stapled Securities if the vesting conditions are met.

See **Annexure 6** for a copy of the Long Term Incentive Plan and Rules.

ASX has advised by letter dated 18 April 2012 that a waiver be granted in respect of ASX Listing Rule 10.14 to the extent necessary to permit the issue of performance rights (representing a corresponding number of New Stapled Securities) to Mr Simon Owen under the ILF Long Term Incentive Plan, without shareholder approval, on condition that ING Real Estate Community Living Group's security holders approve the issue of the performance

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

		rights and, each share in IGCH is stapled to a unit in ING Real Estate Community Living Fund and a unit in the ING Real Estate Community Living Management Trust.
74	☒	If the entity has any ⁺child entities, a list of all ⁺child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests). IGCH owns 100% of the issued capital of Ingenia Communities RE Limited (IGCRE). As part of the internalisation of the ING Real Estate Community Living Group, and subject to unitholder approval, it is proposed that IGCRE be appointed as the responsible entity for ING Real Estate Community Living Fund and ING Real Estate Community Living Management Trust. See section 3 (Summary of the Proposal) of the Notice of Unitholders' Meeting and Explanatory Memorandum attached as Annexure 7 for a summary of the internalisation proposal. In addition, as part of the internalisation of the ING Real Estate Community Living Group, and subject to unitholder approval, ING Real Estate Investment Management Australia Pty Limited, ING Real Estate Corporate Services Pty Limited and ING Management Limited will transfer their respective shares in the companies with are currently trustees of sub-trusts of the ING Community Living Group to IGCH. IGCH will then hold 100% of the issued capital in each of these trustee companies. A structure diagram is attached as Annexure 8.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

		Where is the information or document to be found? (eg, prospectus cross reference)
75	☐	Evidence that the entity has been in the same main business activity for the last 3 full financial years Not applicable.
76	☐	Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years Not applicable.
76A	☐	Evidence that the entity's ⁺profit from continuing operations in the past 12 months exceeded \$400,000 Not applicable.
77	☐	Audited ⁺accounts for the last 3 full financial years and audit reports Not applicable.
78 - 79		Deleted 1/7/97.

⁺ See chapter 19 for defined terms.

80 ☐ Half yearly ⁺accounts (if required) and audit report or review Not applicable.

80A ☐ Pro forma statement of financial position and review Not applicable.

80B ☐ Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn ⁺profit from continuing operations Not applicable.

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 01/07/96 Amended 01/07/99, 01/01/12

81 Deleted 1/7/97

81A ☒ For entities other than ⁺investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million

See the audited financial accounts for the ING Real Estate Community Living Group for the year ended 30 June 2011 (ASX company announcement dated 26 August 2011).

ASX has advised by letter dated 18 April 2012 that IGCH be granted a waiver from ASX Listing Rule 1.1, Condition 8 to the extent necessary not to require IGCH to comply with ASX Listing Rule 1.2 or 1.3, on the condition that each share in IGCH is stapled to a unit in ING Real Estate Community Living Fund and a unit in the ING Real Estate Community Living Management Trust, and ING Real Estate Community Living Group satisfies listing rules 12.1 and 12.2 at the time IGCH is admitted to the official list of ASX.

81B ☐ For ⁺investment entities other than ⁺pooled development funds, evidence of net tangible assets of at least \$15 million Not applicable

81C ☐ Evidence that the entity is a ⁺pooled development fund with net tangible assets of at least \$2 million Not applicable.

Where is the information or document to be found? (eg, prospectus cross reference)

82 ☒ Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no commitments) Please see response to question 81A.

83 ☐ Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) Not applicable

⁺ See chapter 19 for defined terms.

Appendix 1A

ASX Listing application and agreement

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| 84 | ☒ | Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required) | Please see response to question 81A. |
| 85 | | Deleted 1/9/99. | |
| 86 | | Deleted 1/7/97. | |
| 87 | ☐ | *Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed | Not applicable. IGCH was only incorporated on 24 November 2011. |
| 87A | ☐ | Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed | Not applicable. |
| 87B | | Deleted 01/01/12 | |
| 87C | ☒ | Pro forma statement of financial position and review | Please see section 6 of the Prospectus attached as Annexure 1. |
- (Now go to 106)
- | | |
|----------|-----------------|
| 88 | Deleted 1/7/97. |
| 89-92C | Deleted 1/9/99. |
| 93 | Deleted 1/7/97. |
| 94-98C | Deleted 1/9/99. |
| 99 | Deleted 1/7/97. |
| 100-105C | Deleted 1/9/99. |

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

⁺ See chapter 19 for defined terms.

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|-----|-------------------------------------|--|---|
| 106 | ☒ | Details of the entity's existing and proposed activities, and level of operations. State the main business | <p>IGCH is a newly incorporated company. See section 1 (Investment Overview) in the Prospectus attached as Annexure 1 for a summary of IGCH, its purpose and business model.</p> <p>IGCH is the holding company for Ingenia Communities RE Limited (IGCRE). As part of the internalisation of the ING Real Estate Community Living Group, and subject to unitholder approval, it is proposed that IGCRE be appointed as the responsible entity for ING Real Estate Community Living Fund and ING Real Estate Community Living Management Trust. See section 3 (Summary of the Proposal) of the Notice of Unitholders' Meeting and Explanatory Memorandum attached as Annexure 7 for a summary of the internalisation proposal.</p> |
| 107 | ☒ | Details of any issues of the entity's ⁺ securities (in all ⁺ classes) in the last 5 years. Indicate issues for consideration other than cash | <p>Issue of one fully paid ordinary share to ING Real Estate Investment Management Australia Pty Limited on incorporation.</p> |

Information memorandum requirements

All entities

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|--------|--------------------------|--|------------------------|
| 108 | ☐ | If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of ⁺ securities for which ⁺ quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of ⁺ securities for which ⁺ quotation will be sought is contained in the information memorandum | <p>Not applicable.</p> |
| 109 | ☐ | The signature of every director, and proposed director, of the entity personally or by a ⁺ person authorised in writing by the director (in the case of a trust, director of the responsible entity) | <p>Not applicable.</p> |
| 110 | ☐ | The date the information memorandum is signed | <p>Not applicable.</p> |
| 111(a) | ☐ | Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it | <p>Not applicable.</p> |

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

111(b)	☐	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable.
		<i>Information contained in the information memorandum</i>	Where is the information or document to be found? (eg, prospectus cross reference)
111(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable.
112(a)	☐	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable.
112(b)	☐	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable.
112(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not applicable.
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	Not applicable.
114	☐	A statement that the fact that ASX may admit the entity to its +official list is not to be taken in any way as an indication of the merits of the entity	Not applicable.
115	☐	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Not applicable.

Where is the information or document to be found? (eg, prospectus cross

⁺ See chapter 19 for defined terms.

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| 116 | ☐ | A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum | reference)
Not applicable. |
| 117 | ☐ | <p>A statement that a supplementary information memorandum will be issued if the entity becomes ⁺aware of any of the following between the issue of the information memorandum and the date the entity's ⁺securities are ⁺quoted or reinstated.</p> <ul style="list-style-type: none"> • A material statement in the information memorandum is misleading or deceptive. • There is a material omission from the information memorandum. • There has been a significant change affecting a matter included in the information memorandum. • A significant new circumstance has arisen and it would have been required to be included in the information memorandum | Not applicable. |

Information contained in the supplementary information memorandum

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| 118 | ☐ | <p>If there is a supplementary information memorandum:</p> <ul style="list-style-type: none"> • Correction of any deficiency. • Details of any material omission, change or new matter. • A prominent statement that it is a supplementary information memorandum. • The signature of every director, or proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity). • The date the supplementary information memorandum is signed. | Not applicable. |
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Evidence if supplementary information memorandum is issued

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| 119 | ☐ | Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum. | Not applicable. |
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Other information

All entities

Where is the information or document to be found? (eg, prospectus cross reference)

⁺ See chapter 19 for defined terms.

Appendix 1A

ASX Listing application and agreement

120	☐ Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum	Not applicable.
121	☐ Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	Not applicable.
122	☐ A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not applicable.
123	☐ Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's ⁺ securities	Not applicable.
123A	☐ The documents which would have been required to be given to ASX under rules 4.2A, 4.3A, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the ⁺ official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	Not applicable. IGCH only incorporated on 24 November 2011.

Mining exploration entities

124	☐ A map or maps of the mining tenements prepared by a qualified ⁺ person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified ⁺ person and the report to which they relate.	Not applicable.
125	Deleted 1/7/97	

Where is the information or document to be found? (eg, prospectus cross reference)

⁺ See chapter 19 for defined terms.

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| 126 | ☐ | <p>A schedule of ⁺mining tenements prepared by a qualified person. The schedule must state in relation to each ⁺mining tenement:
 the geographical area where the ⁺mining tenement is situated;
 the nature of the title to the ⁺mining tenement;
 whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
 the ⁺person in whose name the title to the ⁺mining tenement is currently held.</p> | <p>Not applicable.</p> |
| 127 | ☐ | <p>If the entity has ⁺acquired an interest or entered into an agreement to ⁺acquire an interest in a ⁺mining tenement from any ⁺person, a statement detailing the date of the ⁺acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.</p> | <p>Not applicable.</p> |
| 128 | ☐ | <p>A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each ⁺mining tenement or, where appropriate, each group of tenements</p> | <p>Not applicable.</p> |
| 129 | ☐ | <p>A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and ⁺ore reserves</p> | <p>Not applicable.</p> |

⁺ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;

⁺ See chapter 19 for defined terms.

- by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- We will satisfy the ⁺technical and performance requirements of the ⁺approved CS facility and meet any other requirements the ⁺approved CS facility imposes in connection with approval of our ⁺securities.
 - When ⁺securities are issued we will enter them in the ⁺approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the ⁺securities for which ⁺quotation is sought.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility, we confirm that either:
- ☐ we have given a copy of this application to the ⁺approved CS facility in accordance with the operating rules of the ⁺approved CS facility ; or
- ☒ we ask ASX to forward a copy of this application to the ⁺approved CS facility.
- 12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of ⁺CDIs.
 - We will make sure that ⁺CDIs are issued over ⁺securities if the holder of quoted ⁺securities asks for ⁺CDIs.

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

- 13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's
+securities cannot be approved under the operating rules of the +approved CS facility:

☐

we have given a copy of this application to the approved CS facility in
accordance with the operating rules of the +approved CS facility; or

☐

we ask ASX to forward a copy of this application to the +approved CS
facility.

Dated: 24 April 2012

**Executed by Ingenia Communities
Holdings Limited (ACN 154 444 925) in
accordance with Section 127 of the
Corporations Act 2001.**



Signature of director

Simon Owen

Name of director (print)

←



Signature of director/company secretary
(Please delete as applicable)

SARAH WIESENER

Name of director/company secretary (print)

⁺ See chapter 19 for defined terms.