



Facsimile Cover Sheet

To:	Ms Sarah Wiesener, Company Secretary, Ingenia Communities Group	FAX: (02) 9033 1060
	Company Announcements Office, Australian Securities Exchange	FAX: 1300 135 638
FROM:	Joe Flinn (03 8610 9222)	DATE: 25 June 2012
RE:	Form 603	NO OF PAGES (INCLUDING HEADER): 4
☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY		

Please find attached Form 603 in respect of our shareholding in Ingenia Communities Group.

Regards,



Joe Flinn
Secretary

**PLEASE CONTACT OUR OFFICE ON (03) 8610 9222
SHOULD THIS FACSIMILE BE INCOMPLETE OR ILLEGIBLE**

FIRST SAMUEL LIMITED ACN 086 243 567
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• PHONE 03 8610 9222 • FACSIMILE 03 8610 9299
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Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme Ingenia Communities Group
(comprising Ingenia Communities Holdings Limited, Ingenia Communities
management Trust and Ingenia Communities Fund)
ACN/ARSN ABN 154 444 925 / 122 928 410 / 107 459 576)

1. Details of substantial holder (1)

Name First Samuel Limited

ACN/ARSN (if applicable) ABN: 51 086 243 567

The holder became a substantial holder on 22/06/12**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Refer attached			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer attached		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer attached			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer attached				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
First Samuel Limited	Level 11, 350 Collins Street, Melbourne, 3000

Signature

print name	Joe Flinn	capacity	Secretary
sign here		date	25 / 6 / 12

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.



A Better Way to Manage Your Wealth

Annexure A**First Samuel Limited**

ABN 51 086 243 567

This is Annexure A of 1 page referred to in Form 603 - Notice of initial substantial holder dated 25 June 2012 in respect of Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust and Ingenia Communities Fund) (ABN 154 444 925 / 122 928 410 / 107 459 576)

2. Details of voting power

Class of securities	Number of securities	Person's votes	Voting power
Ordinary Fully Paid	31,028,570	31,028,570	7.04%

3. Details of relevant interest

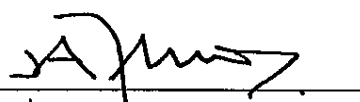
Holder of relevant interest	Nature of relevant interest	Class and number of securities affected
First Samuel Limited	First Samuel Limited has entered into managed discretionary account contracts with its clients that provide it with the authority to acquire and dispose of the relevant securities at its sole discretion.	31,028,570 Fully paid stapled securities

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities affected
First Samuel Limited	JP Morgan Nominees and individual managed discretionary account clients of First Samuel Limited.	Managed discretionary account clients of First Samuel Limited.	31,028,570 Fully paid stapled securities

5. Consideration

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities affected
		Cash	Non-cash	
First Samuel Limited	22 June 2012	\$5,491,285	-	28,914,070 Fully paid stapled securities
First Samuel Limited	27 Jan 2011	\$17,157	-	190,000 Fully paid stapled securities
First Samuel Limited	20 Jan 2011	\$243,001	-	1,924,500 Fully paid stapled securities


Signed
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Date