Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement,
application for quotation of additional securities
and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AMALGAMATED HOLDINGS LIMITED

ABN

51 000 005 103

We (the entity) give ASX the following information.

Part 1 - All issues

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

1	+Class of +securities issued or to be issued	**ORDINARY SHARES**
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	**30,403 ORDINARY SHARES**
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	**CONSISTING OF:** • **29,803 ORDINARY SHARES FULLY PAID ON CONVERSION OF PERFORMANCE SHARES (ORIGINALLY GRANTED UNDER THE AMALGAMATED HOLDINGS LIMITED PERFORMANCE SHARE PLAN AT A $NIL ISSUE PRICE); AND** • **600 ORDINARY SHARES FULLY PAID ON CONVERSION OF UNLISTED EMPLOYEE SHARES (ISSUED FROM 1996-1998 AT AN AVERAGE PRICE OF $5.625).**

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	**YES**
5	Issue price or consideration	**CONSISTING OF:** • **$NIL PER PERFORMANCE SHARE CONVERTED; AND** • **AN AVERAGE OF $5.625 PER UNLISTED EMPLOYEE SHARE.**
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	**REFER TO APPENDIX "A"**
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	**NOT APPLICABLE**
6b	The date the security holder resolution under rule 7.1A was passed	**NOT APPLICABLE**
6c	Number of +securities issued without security holder approval under rule 7.1	**NOT APPLICABLE**

+ See chapter 19 for defined terms.

6d Number of +securities issued with security holder approval under rule 7.1A

NOT APPLICABLE

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

NOT APPLICABLE

6f Number of +securities issued under an exception in rule 7.2

NOT APPLICABLE

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.

NOT APPLICABLE

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

NOT APPLICABLE

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

NOT APPLICABLE

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

21 AUGUST 2015

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
158,021,666	**ORDINARY SHARES**

+ See chapter 19 for defined terms.

9   Number and ⁺class of all
     ⁺securities not quoted on ASX
     (*including* the ⁺securities in section
     2 if applicable)

Number	⁺Class
5,500	**EMPLOYEE SHARES (AHDAK)**
4,700	**EMPLOYEE SHARES (AHDAO)**
16,500	**EMPLOYEE SHARES (AHDAQ)**
6,500	**EMPLOYEE SHARES (AHDAS)**
81,820	**EMPLOYEE SHARES (AHDAU)**
2,423,237	**PERFORMANCE SHARES (AHDAW) SUBJECT TO CONDITION HURDLES AND PERFORMANCE PERIOD REQUIREMENTS, ISSUED UNDER THE AMALGAMATED HOLDINGS LIMITED PERFORMANCE SHARE PLAN**

10   Dividend policy (in the case of a
     trust, distribution policy) on the
     increased capital (interests)

SHARES WILL RANK PARI PASSU WITH EXISTING ORDINARY SHARES

Part 2 - Pro rata issue

11   Is security holder approval
     required?

NOT APPLICABLE

12   Is the issue renounceable or non-
     renounceable?

NOT APPLICABLE

13   Ratio in which the ⁺securities will
     be offered

NOT APPLICABLE

14   ⁺Class of ⁺securities to which the
     offer relates

NOT APPLICABLE

15   ⁺Record date to determine
     entitlements

NOT APPLICABLE

16   Will holdings on different registers
     (or subregisters) be aggregated for
     calculating entitlements?

NOT APPLICABLE

17   Policy for deciding entitlements in
     relation to fractions

NOT APPLICABLE

18   Names of countries in which the
     entity has security holders who will
     not be sent new offer documents

     Note: Security holders must be told how their
     entitlements are to be dealt with.

     Cross reference: rule 7.7.

NOT APPLICABLE

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	NOT APPLICABLE
20	Names of any underwriters	NOT APPLICABLE
21	Amount of any underwriting fee or commission	NOT APPLICABLE
22	Names of any brokers to the issue	NOT APPLICABLE
23	Fee or commission payable to the broker to the issue	NOT APPLICABLE
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	NOT APPLICABLE
25	If the issue is contingent on security holders' approval, the date of the meeting	NOT APPLICABLE
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	NOT APPLICABLE
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	NOT APPLICABLE
28	Date rights trading will begin (if applicable)	NOT APPLICABLE
29	Date rights trading will end (if applicable)	NOT APPLICABLE
30	How do security holders sell their entitlements *in full* through a broker?	NOT APPLICABLE
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	NOT APPLICABLE
32	How do security holders dispose of their entitlements (except by sale through a broker)?	NOT APPLICABLE

+ See chapter 19 for defined terms.

33	+Issue date	**NOT APPLICABLE**

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34   Type of +securities
        (*tick one*)

(a)   ☒   +Securities described in Part 1

(b)   ☐   All other +securities

         Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35   ☐   If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36   ☐   If the +securities are +equity securities, a distribution schedule of the additional +securities 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

37   ☐   A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	

39	+Class of +securities for which quotation is sought	

+ See chapter 19 for defined terms.

40   Do the +securities rank equally in all
      respects from the +issue date with an
      existing +class of quoted +securities?

      If the additional +securities do not
      rank equally, please state:
      • the date from which they do
      • the extent to which they
        participate for the next dividend,
        (in the case of a trust,
        distribution) or interest payment
      • the extent to which they do not
        rank equally, other than in
        relation to the next dividend,
        distribution or interest payment

41   Reason for request for quotation
      now

      Example: In the case of restricted securities, end of
      restriction period

      (if issued upon conversion of
      another +security, clearly identify
      that other +security)

Number	+Class

42   Number and +class of all +securities
      quoted on ASX (*including* the
      +securities in clause 38)

Quotation agreement

1.   +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

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 those +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 737, 738 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.

Sign here: .... Date: **21 August 2015**

Company secretary

Print name: **DAVID STONE**

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APPENDIX "A"

Purpose of issue and movement in number and class of all securities not quoted on ASX:

- 29,803 performance shares (AHDAW) issued under the Amalgamated Holdings Limited Performance Share Plan (the "Plan") have been transferred into ordinary shares (AHD) on the achievement of the Plan's hurdles and submission of a Notice of Withdrawal Form by, or termination of, various Plan participants;

- 100 ordinary shares fully paid for quotation (AHD) on conversion of unlisted employee shares (AHDAK) due to the repayment of employee loans;

- 100 ordinary shares fully paid for quotation (AHD) on conversion of unlisted employee shares (AHDAO) due to the repayment of employee loans;

- 300 ordinary shares fully paid for quotation (AHD) on conversion of unlisted employee shares (AHDAQ) due to the repayment of employee loans; and

- 100 ordinary shares fully paid for quotation (AHD) on conversion of unlisted employee shares (AHDAS) due to the repayment of employee loans.

+ See chapter 19 for defined terms.