

Z ELLERSTON CAPITAL

Ellerston Capital Limited
ABN 34 110 397 674
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TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 13/04/2017

NO. OF PAGES (Including this page) 8

Dear Manager

RE: **Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) - Form 604**

We attach our notice of a change in substantial holding (Form 604) in respect of Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund).

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,



Ian Kelly
Company Secretary
Ellerston Capital Limited

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund)

ACN/ARSN/ARBN 107 459 576, 122 928 410 & 154 444 925

1. Details of substantial holder (1)

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable) ACN 110 397 674

There was a change in the interests of the substantial holder on 12/04/2017

The previous notice was given to the company on 18/01/2017

The previous notice was dated 18/01/2017

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)
Securities	12,758,474	7.21%	15,316,393	8.61%

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
See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A

Note, all transactions took place on a prescribed financial market (ASX or ChiX)

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
Primary Person	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	In respect of 15,316,393 Securities shares held by HSBC Custody Nominees (Australia) Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	15,316,393 Securities	8.61%

5. 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	

6. Addresses

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

Name	Address
See annexures	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
	The entities listed in Annexure B – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund)	Level 9, 115 Pitt Street, SYDNEY, NSW, 2000

Signature

print name	JAN KELLY	capacity	Company Secretary
sign here		date	13/04/2017

Ingenia Communities Group (comprising Ingenia Communities Holdings Limited, Ingenia Communities management Trust & Ingenia Communities Fund) 107 459 576, 122 928 410 & 154 444 925

This is Annexure A of 2 pages referred to in Form Form 604 - Notice of initial substantial holder.

Signature

print name JIAN KELLY capacity Company Secretary

sign here JMKelly date 13/04/2017

Date of Change	Person whose relevant interest changed	Natures of change (4)	Consideration give in relation to change (5)	Class (6) and number of securities affected	Persons's votes affected
12/04/2017	Primary Person	Buy	\$4,021,957.00	1,467,184 Securities	1,467,184
10/04/2017	Primary Person	Buy	\$3,367.00	1,231 Securities	1,231
07/04/2017	Primary Person	Buy	\$79.00	29 Securities	29
06/04/2017	Primary Person	Buy	\$2,481.00	919 Securities	919
05/04/2017	Primary Person	Buy	\$2,930,940.00	1,084,243 Securities	1,084,243
04/04/2017	Primary Person	Buy	\$418,320.00	154,870 Securities	154,870
31/03/2017	Primary Person	Buy	\$39,729.00	14,633 Securities	14,633
28/03/2017	Primary Person	Buy	\$320,112.00	118,332 Securities	118,332
23/03/2017	Primary Person	Buy	\$113,044.00	42,250 Securities	42,250
22/03/2017	Primary Person	Buy	\$44,972.00	16,827 Securities	16,827
15/03/2017	Primary Person	Buy	\$57,635.00	21,664 Securities	21,664
14/03/2017	Primary Person	Buy	\$8,214.00	3,082 Securities	3,082
13/03/2017	Primary Person	Buy	\$414,818.00	155,738 Securities	155,738
10/03/2017	Primary Person	Buy	\$10,747.00	4,010 Securities	4,010
07/03/2017	Primary Person	Sell	\$1,945.00	719 Securities	719
02/03/2017	Primary Person	Sell	\$28,528.00	10,465 Securities	10,465
01/03/2017	Primary Person	Sell	\$3,766.00	1,382 Securities	1,382
27/02/2017	Primary Person	Buy	\$592,479.00	224,000 Securities	224,000
24/02/2017	Primary Person	Sell	\$361,773.00	135,236 Securities	135,236
23/02/2017	Primary Person	Buy	\$719,940.00	268,634 Securities	268,634
22/02/2017	Primary Person	Sell	\$393,616.00	145,364 Securities	145,364
21/02/2017	Primary Person	Buy	\$81,840.00	30,876 Securities	30,876
15/02/2017	Primary Person	Sell	\$2,539,187.00	947,458 Securities	947,458
10/02/2017	Primary Person	Buy	\$171,843.00	65,840 Securities	65,840
09/02/2017	Primary Person	Buy	\$427.00	164 Securities	164
08/02/2017	Primary Person	Buy	\$66,657.00	25,540 Securities	25,540

Date of Change	Person whose relevant interest changed	Natures of change (4)	Consideration give in relation to change (5)	Class (6) and number of securities affected	Persons's votes affected
07/02/2017	Primary Person	Buy	\$158,608.00	60,900 Securities	60,900
06/02/2017	Primary Person	Sell	\$867,767.00	329,950 Securities	329,950
31/01/2017	Primary Person	Buy	\$39,752.00	15,335 Securities	15,335
30/01/2017	Primary Person	Buy	\$23,883.00	9,239 Securities	9,239
24/01/2017	Primary Person	Buy	\$24,136.00	9,556 Securities	9,556
23/01/2017	Primary Person	Buy	\$736,658.00	288,050 Securities	288,050
20/01/2017	Primary Person	Buy	\$58,737.00	22,688 Securities	22,688
19/01/2017	Primary Person	Buy	\$26,733.00	10,319 Securities	10,319

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
CPH Gaming III Pty Limited	603 296 162
CPH Gaming IVA Pty Limited	603 296 537
CPH Gaming IVB Pty Limited	603 296 546
CPH Investments Management Pty Limited	092 008 172
CPH Products Pty Limited	106 918 638
CPH Property Pty Limited	000 031 747
CPH Snow Investments Pty Limited	163 335 724
CPH WA Investment Co Pty Limited	129 011 534
DCE America Inc.	
ECS Investment Partners Pty Ltd	166 264 375
Ellerstina Inversiones (Malaysia) Sdn Bhd	
Ellerstina Inversiones SA	
Ellerston Asian Emerging Opportunities Fund	
Ellerston Australian Ex-Top 20 Fund	
Ellerston Australian Small Companies Fund	
Ellerston Australian Share Fund	
Ellerston Australian Market Neutral Fund	
Ellerston Capital Limited	110 397 674
Ellerston Capital (Europe) Limited	
Ellerston Capital (Hong Kong) Limited	
Ellerston Capital (Resources No.1) Limited	
Ellerston Global Equity Managers Offshore Fund	
Ellerston Global Equity Managers Fund	
Ellerston Wholesale Global Investments Fund	
Ellerston Leisure Pty Limited	608 785 753
Ellerston Onassis Polo Pty Limited	608 392 436
Ellerston Opportunities Pty Ltd	150 851 666
Ellerston Overlay ASF	
Ellerston Pty Ltd	123 039 341
Ellerston Special Opportunities Platform	
Engine Room Management Pty Limited	094 993 585
Engine Room Music Pty Ltd	088 993 104
Holiwest Pty Ltd	082 627 898
Hoyts Cinemas America Limited	
Hoyts Cinemas Argentina Limited	
Hoyts Cinemas Chile Limited	
Hoyts Cinemas Germany GmbH	
Hoyts Cinemas Germany Operations GmbH	
Hoyts Cinemas Operations Pty Ltd	006 530 347
Hoyts Cinemas Overseas Holdings Sdn Bhd	
Hoyts Cinemas (South America) Holdings Limited	
Hoyts Cinemas (Wood Green) Limited	
Hoyts Emerging Territories Ltd	
Hoyts Overseas Operations Sdn Bhd	
HUSH Holding Company Inc	
HUSH Holding Subsidiary Inc	
HUSH Holdings US Inc	
Hyde Park Gardens (Jersey) Limited	
Jadeite Phoenix Pty Limited	164 098 113
Jaslib Pty Ltd	065 059 458
Jasopt Pty Ltd	065 064 164
Jersey Boys LLC	
KPE Multiplextheatre GmbH & Co KG	
Lenvoka Pty Limited	003 274 628
Lustrust Pty Limited	088 937 428
Magenta Investments Ltd	
Murray Leisure Group Pty Limited	000 090 273
Murray Publishers Pty Limited	000 067 998
Nicarby Pty Ltd	086 715 362
Northeast Cinemas, L.L.C.	
Northeast Cinemas (Connecticut) L.L.C.	
Northeast Cinemas (Maryland) L.L.C.	
Northkom Pty Ltd	082 885 961
Northkom I Pty Limited	604 022 899
Northkom Bahamas Limited (Bahamas)	
Nova One Limited	
Nova Two Limited	
Park Street Partners Cayman II Limited	
Park Street SPV 1 (Cayman) Limited	
Perisher Blue Pty Ltd	061 232 488
Perisher Snow Holidays Pty Limited	139 766 993
Raystonel Pty Limited	123 039 270
RatPac Entertainment II, LLC	
RatPac Entertainment , LLC	
Ratpac Development LLC	

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
Ratpac Documentary Films LLC	
Ratpac Entertainment LLC	
Ratpac Film Fund LLC	
Ratpac Holding LLC	
Ratpac Press LLC	
Ratpac Productions LLC	
Revlake Pty Limited	051 765 818
Ridgegate Pty Limited	058 139 923
Rosgrove Pty Limited	051 649 560
S. One Holding Company Pty Limited	601 640 215
Samenic Limited	066 234 900
Savabow Pty Ltd	084 712 774
SBC Burlington Corp	
ScrumPac Pty Ltd	602 375 253
Silthree Pty Ltd	084 494 575
Siltwo Pty Ltd	084 494 495
Silver City Cinemas, Inc.	
Silver City Holdings, Inc.	
Sonomaco Pty Ltd	169 386 421
Sandpiper Bahamas Limited (Bahamian)	
Taringah Pty Ltd	105 268 862
Toranaga Pty Ltd	056 229 728
Toray Pty Ltd	002 348 503
Treysta Pty Ltd	078 467 080
Wilbur Holdings Limited	
Wilbur One Limited	
Wakefield Bahamas Limited	
Water Diviner LLC	
Western Empire Publications Ltd	
Wooltech Pty Limited	010 717 441