

BRICKWORKS

LIMITED

Brickworks Limited

ABN: 17 000 028 526

738 – 780 Wallgrove Road,
Horsley Park, NSW 2175

PO Box 6550
Wetherill Park, NSW 1851

(02) 9830 7800

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5 July 2021

Australian Securities Exchange
Attention: **ASX Market Announcements**

BY ELECTRONIC LODGEMENT

Dear Sir/Madam

Form 604 Notice of change of interests of substantial holder – New Hope Corporation Limited (ASX: NHC) (the *Company*)

Please find attached a Notice of initial substantial holder for the Company. Brickworks Limited currently holds 39.4% of the shares in Washington H. Soul Pattinson and Company Limited (ASX: SOL) which results in Brickworks Limited having a deemed relevant interest in the Company.

As provided for in the notice, Brickworks Limited will file further substantial holder notices only to the extent that there would be informational utility in doing so.

Yours faithfully

Brickworks Limited



Susan Leppinus
Company Secretary

PROUDLY SUPPORTS



Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme New Hope Corporation Limited (NHC)

ACN/ARSN ACN 010 653 844

1. Details of substantial holder (1)

Name BRICKWORKS LIMITED and its subsidiaries

ACN/ARSN (if applicable) 000 028 526

There was a change in the interests of the substantial holder on 02 / 07 / 2021

The previous notice was given to the company on 09 / 12 / 2020

The previous notice was dated 09 / 12 / 2020

The substantial holder's relevant interests in the Company's securities arise solely due to its deemed relevant interest in those securities arising due to the substantial holder's voting power in Washington H. Soul Pattinson and Company Limited ("WHSP") – see Notes 1 and 2.

Unless the substantial holder acquires a relevant interest in the Company in its own right or it ceases to have those deemed relevant interests, or there is a significant development that would provide material information to the market as contemplated in section 602 of the Corporations Act, the substantial holder does not intend to file further substantial holder notices in relation to the Company as these would be more confusing than informative.

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary	365,696,418	43.94%	331,696,418	39.85%

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:

As set out in WHSP's Notice of change of interests of substantial holder dated 2 July 2021 and attached as Annexure A. Brickworks Limited's relevant interest arises due to its 39.4% shareholding in WHSP (See Notes 1 and 2).

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

As set out in WHSP's Notice of change of interests of substantial holder dated 2 July 2021 and attached as Annexure A. Brickworks Limited's relevant interest arises due to its 39.4% shareholding in WHSP (See Notes 1 and 2).

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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
N/A	

6. Addresses

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


Name	Address
Brickworks Limited	738-780 Wallgrove Road Horsley Park NSW 2175
Washington H. Soul Pattinson & Company Limited	Level 14, 151 Clarence Street Sydney NSW 2000

Signature

print name Susan Leppinus

Capacity Company Secretary

sign here



date 05/07/2021

NOTES

- (1) This notice of Change of Interests of Substantial Shareholder is given to confirm and clarify the details of the relevant interest of Brickworks Limited ("**Brickworks**") in New Hope Corporation Limited ("**Company**").
- (2) The relevant interest that Brickworks Limited holds in the Company arises by virtue of the operation of the provisions of section 608(3)(a) of the Corporations Act. That section provides that a person will be deemed to hold a relevant interest in any securities that a body corporate has a relevant interest in where the person's voting power in that body corporate is above 20%. Brickworks has voting power in Washington H. Soul Pattinson & Company Limited ("**WHSP**") of 39.4%. As such, Brickworks is deemed to have a relevant interest in securities held by WHSP in the Company. Brickworks has had voting power in WHSP above 20% since 1972. For further details of the relevant interest of WHSP in the Company see the Notices of Substantial Shareholder lodged by WHSP.

Annexure A

Form 604 Notice of Change of interests of substantial holder by WHSP

This is Annexure A of 8 pages referred to in Form 604 Notice of Change of interests of substantial holder by Brickworks Limited

Name: Susan Leppinus

Capacity: Company Secretary

Signature: 

Date: 5 July 2021



ASX Announcement

Sale of New Hope Shares and Concurrent Entry into Long Cash Settled Equity Derivative

2 July 2021 – As disclosed by New Hope Corporation Limited (ASX: NHC) (**New Hope**) on 24 June 2021 in relation to the A\$200m Convertible Bond issued by New Hope, Washington H. Soul Pattinson and Company Limited (ASX: SOL) (**Company**) has undertaken to make at least 75 million shares of New Hope available to the market for stock borrowing purposes (**Stock Borrow Facility**).

Pursuant to this undertaking, the Company advises that it has today:

1. sold 34,000,000 fully paid ordinary shares in the capital of New Hope (**Share Sale**), and
2. concurrently entered into a cash settled equity swap referencing 34,000,000 fully paid ordinary shares of New Hope (**Economic Swap**).

The combination of the Share Sale and Economic Swap satisfies the Stock Borrow Facility undertaking (in part) and ensures the Company maintains its economic exposure to the 34,000,000 New Hope shares provided as part of the Stock Borrow Facility.

Attached is a cleansing notice from the Company relating to the sale and a change of substantial shareholder notice.

Enquiries Investor/Media enquiries:

Todd Barlow, Managing Director – 02 9210 7070

This ASX announcement has been authorised for release by the Company Secretary.

Washington H. Soul Pattinson and Company Limited
ABN: 49 000 002 728

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Notice under section 708A(5)(e) of the Corporations Act (Cth)

2 July 2021 – For the purposes of section 708A(5) and (6) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as notionally modified by ASIC Corporations (Sale Offers by Controllers) Instrument 2016/81, Washington H. Soul Pattinson and Company Limited (ASX: SOL) (**Company**) gives notice under section 708A(5)(e) of the Corporations Act that:

- (a) the Company, as controller of New Hope Corporation Limited (ASX: NHC) (**New Hope**) for the purposes of the Corporations Act at the date of the sale, has sold 34,000,000 fully paid ordinary shares in the capital of New Hope to investors without disclosure under Part 6D.2 of the Corporations Act;
- (b) as far as the Company is aware, as at the date of this notice, New Hope has complied with the provisions of Chapter 2M of the Corporations Act as they apply to New Hope and section 674 of the Corporations Act; and
- (c) as at the date of this notice, the Company is not aware of any information that may be “excluded information” for the purposes of sections 708A(7) or (8) of the Corporations Act.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme New Hope Corporation Limited

ACN/ARSN ACN 010 653 844

1. Details of substantial holder(1)

Name Washington H. Soul Pattinson and Company Limited (WHSP)

ACN/ARSN (if applicable) ACN 000 002 728

There was a change in the interests of the substantial holder on 02 / 07 /21

The previous notice was given to the company on 08/ 12/ 20

The previous notice was dated 08/ 12/ 20

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	365,696,418	43.94%	331,696,418	39.85%

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 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
02 / 07 /21	WHSP	Sale	\$61,540,000	34,000,000 Ordinary Shares	34,000,000

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
WHSP	WHSP	WHSP	Direct Holding	331,696,418 Ordinary Shares	331,696,418

Note: WHSP has entered into long cash settled equity swaps. Key terms of the cash settled equity swaps are described in Annexure A. Under the cash settled equity swaps WHSP does not have a relevant interest in the Shares.

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

6. Addresses

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

Name	Address
WHSP	Level 14, 151 Clarence Street, Sydney NSW 2000

Signature

print name Ida Lawrance capacity Company Secretary

sign here



date 02/ 07/ 2021

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 identify 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.

Annexure A

Cash settled equity swap 1

Identity of taker	WHSP
Entry date	2 July 2021
Relevant security	Fully paid shares (Shares) of New Hope Corporation Limited ACN: 010 653 844
Number of securities to which the derivative relates	17,000,000
Price	\$1.81
Type of derivative	Long cash settled equity swap

Cash settled equity swap 2

Identity of taker	WHSP
Entry date	2 July 2021
Relevant security	Fully paid shares (Shares) of New Hope Corporation Limited ACN: 010 653 844
Number of securities to which the derivative relates	17,000,000
Price	\$1.81
Type of derivative	Long cash settled equity swap

Cash settled equity swap 3

Identity of taker	WHSP
Entry date	25 June 2021
Relevant security	Fully paid shares (Shares) of New Hope Corporation Limited ACN: 010 653 844
Number of securities to which the derivative relates	3,273,809
Price	\$1.68
Type of derivative	Long cash settled equity swap