

# FACSIMILE

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TO	Company Announcements Office	FAX	1300 135 638
COMPANY ASX Limited			
FROM	Warren Coatsworth, Company Secretary		
DATE	15 October 2014	TOTAL PAGES INC. HEADER	7
SUBJECT	Notice of Initial Interests of Substantial Holder in BC Iron Ltd		

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## Important Notice

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Please see attached.



**Seven Group Holdings Limited** | ABN 46 142 003 469

38-42 Pirrama Road | Pyrmont NSW 2009 Australia | Postal Address: PO Box 777 | Pyrmont NSW 2009 Australia  
Telephone +61 2 8777 7777 | Facsimile +61 2 8777 7192

**SGH**

Industrial Services, Media and Investments

15 October 2014

Ms Anthea Bird  
Company Secretary  
BC Iron Limited  
Level 1, 15 Rheola St  
West Perth WA 6005

By Email &amp; By Mail

Dear Ms Bird

**Notice of Initial Interests of Substantial Holder in BC Iron Ltd ("The Company")**

I attach a copy of the above Notice that today we have faxed to the ASX Company Announcements Platform.

The Notice is in relation to a substantial holding that Seven Group Holdings Limited (**SGH**) and its subsidiaries have acquired as a result of Australian Capital Equity Pty Ltd and its subsidiary Wroxby Pty Limited acquiring a relevant interest in the Company following acceptance by Wroxby Pty Limited of the takeover offer made by the Company for Iron Ore Holdings Limited.

SGH and its subsidiaries do not have any direct shareholding in the Company and are only required to give this notice as associates of Wroxby Pty Limited.

The original Notice is being sent to you with this letter.

Yours faithfully



**Warren Coatsworth**  
Company Secretary

Cc Company Announcements Office  
ASX Limited  
Level 6, 20 Bridge Street  
Sydney NSW 2000  
By facsimile: 1300 135 638



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**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme BC Iron Limited (the Company)

ACN/ARSN 120 646 924

**1. Details of substantial holder (1)**

Name Seven Group Holdings Limited (SGH) and SGH's subsidiaries as set out in Annexure A (SGH Group).

ACN/ARSN (if applicable) 142 003 469

The holder became a substantial holder on 14/10/2014

**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)
Ordinary	37,371,845	37,371,845	19.74% (based on 189,346,309 shares on issue)

**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
Wroxby Pty Limited ACN 061 621 921 (Wroxby)	Relevant interest arises under s608(1) of the Corporations Act as Wroxby has acquired shares in the Company by virtue of the acceptance of the takeover offer (Offer) for Iron Ore Holdings Limited (IOH) made by the Company dated 25 August 2014 as set out in the Company's Bidders Statement dated 22 August 2014.	37,371,845 ordinary

**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
Wroxby	Wroxby	Wroxby	37,371,845 ordinary

**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	
Wroxby	14/10/2014	1 IOH share for 0.44 shares in the Company and \$0.10 in cash, as provided in the Offer.		37,371,845 ordinary

**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
SGH and SGH Group Members	SGH and each of the SGH Group Members is an associate of Wroxby pursuant to section 12(2)(a)(iii) of the Corporations Act because they are under the common control of Mr Kerry Matthew Stokes AC.

**7. Addresses**

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

Name	Address
SGH	Level 2, 38-42 Pirrama Road, Pyrmont, NSW 2009
The SGH Group	See Annexure A

**Signature**

print name Warren Coatsworth capacity Secretary

sign here  date 15/10/2014

**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, moneys 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.

This is the Annexure of 2 pages marked "A" referred to in the Form 603 signed by me and dated 15/10/2014.



Warren Coatsworth, Secretary

### ANNEXURE A

#### SGH Group

Entity	ACN
ATPH Pty. Limited	128 476 120
ATP1 Pty. Limited	128 478 311
ATP2 Pty. Limited	128 480 491
ATP3 Pty. Limited	128 482 584
C7 Pty. Limited	082 901 442
Direct Target Access Pty. Limited	072 507 227
Industrial Investment Holdings Pty Limited	166 596 710
Kimlin Holdings Pty. Limited	112 288 445
Manooka Holdings Pty. Limited	092 680 245
Miltonstar Pty. Limited	074 811 144
Network Investment Holdings Pty Ltd	078 448 512
Point Pty. Limited	009 643 501
Realtime Reporters Pty. Limited	009 371 055
Seven Custodians Pty. Limited	089 327 551
Seven Entertainment Pty. Limited	085 598 429
Seven Finance Pty. Limited	115 082 196
Seven Media Group Pty Limited	116 850 607
Seven (National) Pty Limited	153 299 159
Seven Network (United States) Inc	N/a
Seven Network Limited	052 816 789
Seven Network Nominees Pty. Limited	060 667 861
Seven Network Investments Pty. Limited	078 267 759
Seven Network International Limited	065 640 075
Seven Productions Pty. Limited	091 398 471
Seven Resources Pty. Limited	093 422 032
Seven (WAN) Pty. Limited	122 263 129
SGH Communications Pty Limited	063 582 990
SGH Energy (No 1) Pty Limited	168 933 355
SGH Energy (No 2) Pty Limited	168 935 644
SMG Executives Pty Limited	128 792 003
SMG FINCO Pty Limited	122 728 321
SNZ Pty. Limited	124 503 028
Specialised Investments Pty Limited	163 941 884
Tallglen Pty. Limited	058 439 786
WesTrac Holdings Pty Limited	009 336 109

All companies listed above have a registered office located at Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009 except:

- Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA

<b>Entity</b>	<b>ACN</b>
Allight Holdings Pty Ltd	070 926 555
Allight Sykes Pty Limited	053 434 807
Allight Sykes SA (Proprietary) Limited	N/a
EMT Group Pty Limited	100 871 592
FGW Pacific Pty Limited	085 531 353
Liaoning WesTrac Machinery Equipment Limited (incorp in China)	N/a
Mining Equipment Spares Pty Ltd	133 869 191
National Hire Facilitation Pty Limited	128 890 442
National Hire Group Limited	076 688 938
Priority People Solutions Pty Ltd	147 979 548
PT Allightsykes	N/a
Primax USA Inc (incorporated in the USA)	N/a
Pump Rentals Pty Ltd	057 090 561
Sitech (Beijing) Engineering Technology Development Company Limited (incorporated in China)	N/a
Sitech Solutions Pty Limited	137 343 090
Sitech (WA) Pty Ltd	139 286 454
Sykes Group Pty Limited	004 093 752
Sykes Fleet Services Pty Limited	074 656 027
Sykes New Zealand Limited (incorporated in New Zealand)	N/a
Tianjin WesTrac Machinery Equipment Limited (incorporated in China)	N/a
Weishan (Beijing) Machinery Equipment Ltd (incorporated in China)	N/a
WesTrac (Beijing) Machinery Equipment Limited (incorporated in China)	N/a
WesTrac China Limited (incorporated in Hong Kong)	N/a
WesTrac (China) Machinery Equipment Limited (incorporated in China)	N/a
WesTrac Fleet Pty Ltd	009 413 325
WesTrac Hong Kong Limited (incorporated in Hong Kong)	N/a
WesTrac Inventory Pty Ltd	094 801 573
WesTrac Pty Ltd	009 342 572
WesTrac Machinery Distribution Pty Limited	155 500 413

All companies registered in Australia listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- WesTrac Inventory Pty Ltd and WesTrac Fleet Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055
- EMT Group Pty Ltd and Mining Equipment Spares Pty Ltd: 327 Victoria Road, Malaga, WA, 6090
- Priority People Solutions Pty Ltd: Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Sitech (WA) Pty Ltd: Level 3, 35 Outram Street, West Perth, WA, 6005
- Allight Sykes SA (Proprietary) Limited: 2 Eglin Road, Sunning Hill, South Africa, 2157
- PT Allightsykes: Jl Proklamasi #38 RT 32, Balikpapan, Indonesia