



**MATTHEWS INTERNATIONAL CAPITAL MANAGEMENT, LLC**

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**TO:** Australian Securities Exchange  
**FAX#:** +61 2 9778 0999 or +61 2 9347 0005  
**DATE:** December 12, 2014  
**PAGES:** 4 (including cover sheet)  
**SUBJECT:** Substantial Shareholder Notice

Dear Sir or Madam,

Pursuant to section 671B of the Corporations Act 2001, Matthews International Capital Management, LLC, a U.S.-registered investment adviser, hereby reports its interest, on behalf of its clients, in 10.36 percent of Breville Group Limited. Please do not hesitate to contact me with any questions at (415) 955-8122.

Very truly yours,

A handwritten signature in black ink, appearing to read "Manoj K. Pombra". The signature is fluid and cursive, with a prominent initial "M".

Manoj K. Pombra  
Chief Compliance Officer

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Brevillo Group Limited

ACN/ARSN 90 086 933 431

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

Name Matthews International Capital Management, LLC ("MICM")  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 12 December 2014  
The previous notice was given to the company on 6 June 2014  
The previous notice was dated 6 June 2014

### 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	12,168,911	9.35 percent	13,478,788	10.36 percent

### 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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11 June 2014	MICM	Acquired on market	234,274 AUD	29,161 Ordinary	29,161
12 June 2014	MICM	Acquired on market	134,900 AUD	16,836 Ordinary	16,836
13 June 2014	MICM	Acquired on market	589,866 AUD	74,356 Ordinary	74,356
16 June 2014	MICM	Acquired on market	35,508 AUD	4,544 Ordinary	4,544
17 July 2014	MICM	Acquired on market	387,704 AUD	44,000 Ordinary	44,000
30 September 2014	MICM	Acquired on market	662,523 AUD	94,707 Ordinary	94,707
1 October 2014	MICM	Acquired on market	363,462 AUD	51,293 Ordinary	51,293
10 October 2014	MICM	Acquired on market	727,150 AUD	103,883 Ordinary	103,883
13 October 2014	MICM	Acquired on market	259,164 AUD	37,321 Ordinary	37,321
14 October 2014	MICM	Acquired on market	131,704 AUD	18,796 Ordinary	18,796
16 October 2014	MICM	Acquired on market	567,745 AUD	82,305 Ordinary	82,305
20 October 2014	MICM	Acquired on market	447,147 AUD	62,531 Ordinary	62,531

21 October 2014	MICM	Acquired on market	1,412,740 AUD	200,000 Ordinary	200,000
22 October 2014	MICM	Acquired on market	756,822 AUD	106,664 Ordinary	106,664
20 November 2014	MICM	Sold on market	101,877 AUD	15,000 Ordinary	15,000
2 December 2014	MICM	Acquired on market	624,660 AUD	100,000 Ordinary	100,000
3 December 2014	MICM	Acquired on market	532,071 AUD	86,259 Ordinary	86,259
4 December 2014	MICM	Acquired on market	1,038,593 AUD	163,741 Ordinary	163,741
12 December 2014	MICM	Acquired on market	301,492 AUD	48,480 Ordinary	48,480

#### 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 (B)	Nature of relevant interest (E)	Class and number of securities	Person's votes
MICM	HSBC Bank Australia as custodian for the Matthews Asia Dividend Fund	Matthews Asia Dividend Fund	MICM holds its relevant interest by having the power 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 in the ordinary course of investment management business.	10,780,976 Ordinary	10,780,976
MICM	JP Morgan Chase Bank as custodian for Matthews Asia Funds Asia Dividend Fund	Matthews Asia Funds Asia Dividend Fund	Same as above.	1,475,929 Ordinary	1,475,929
MICM	JP Morgan Chase Bank as custodian for Witan Investment Trust	Witan Investment Trust	Same as above.	516,831 Ordinary	516,831
MICM	JP Morgan Chase Bank as custodian for Witan Pacific Investment Trust PCL	Witan Pacific Investment Trust PCL	Same as above.	260,494 Ordinary	260,494
MICM	National Australia Bank as custodian for Co-Operative Pension Scheme (PACE)	Co-Operative Pension Scheme (PACE)	Same as above.	444,588 Ordinary	444,588

**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:

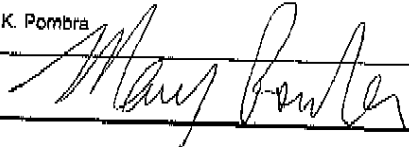
Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**6. Addresses**

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

Name	Address
MICM	4 Embarcadero Center, Suite 550, San Francisco, CA 94111 U.S.A.

**Signature**

print name Manoj K. Pombra capacity Chief Compliance Officer  
 sign here  date 12 December 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 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 on 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 identity 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.