



Investment  
Management

29 August 2016

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Notice of change of interests of substantial holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of The Reject Shop Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard  
Company Secretary

{00008786.DOC}  
BT Investment Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 2001  
Australia

The Chifley Tower  
Level 15, 2 Chifley Square  
Sydney NSW 2000  
Australia  
Tel 612 8253 2999

[www.btim.com.au](http://www.btim.com.au)

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme THE REJECT SHOP LIMITED (TRS)

ACN/ARSN ACN 006 122 676

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 25/08/2016

The previous notice was given to the company on 15/06/2016

The previous notice was dated 10/06/2016

#### 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 in 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	1,458,947	5.06%	2,076,854	7.20%

#### 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
25/08/2016	BTT & its Associates, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 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
BT Investment Management (Fund Services) Limited *	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Fund Services) Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	1,209,691 Ordinary	1,209,691
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited HSBC Custody Nominees (Australia) Limited. National Australia Bank Limited National Australia Custodian Services	Australia and New Zealand Banking Group Limited HSBC Custody Nominees (Australia) Limited. National Australia Bank Limited National Australia Custodian Services	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares..	867,163 Ordinary	867,163

\* BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

#### 5. Changes in association

The persons who have become associates (2) of, or 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
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
THE REJECT SHOP LIMITED (TRS)	The Company Secretary, THE REJECT SHOP LIMITED (TRS) 245 Racecourse Road KENSINGTON VIC 3031  Tel: +61 3 9371 5555

**Signature**

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 29/08/2016

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

## ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for BT Investment Management Limited ACN 126 365 822

Chris Millard – Company Secretary, BT Investment Management Limited 29/08/2016

### TRANSACTION HISTORY

Sales & Purchases for the period : 11/06/2016 to 25/08/2016

SECURITY: TRS

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#### BT Investment Management (Fund Services) Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	17,000	209,440.00	Ordinary	17,000
29/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	9,880	118,757.60	Ordinary	9,880
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,255	27,060.00	Ordinary	2,255
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	11,983	143,796.00	Ordinary	11,983
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	6,286	75,494.86	Ordinary	6,286
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	3,012	36,174.12	Ordinary	3,012
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	12,215	146,702.15	Ordinary	12,215
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,135	13,642.70	Ordinary	1,135
14/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	4,085	49,101.70	Ordinary	4,085
15/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	11,037	132,664.74	Ordinary	11,037
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	14,398	175,511.62	Ordinary	14,398
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	43,193	525,226.88	Ordinary	43,193
25/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	233,310	2,816,051.70	Ordinary	233,310
	<b>Total</b>		<b>369,789</b>	<b>4,469,624.07</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>369,789</b>	<b>4,469,624.07</b>		

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#### BT Investment Management (Institutional) Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/06/2016	Australia and New Zealand Banking Group Limited	Buy	506	6,082.12	Ordinary	506
30/06/2016	Australia and New Zealand Banking Group Limited	Buy	1,047	12,783.87	Ordinary	1,047
5/07/2016	Australia and New Zealand Banking Group Limited	Buy	77	924.00	Ordinary	77
6/07/2016	Australia and New Zealand Banking Group Limited	Buy	407	4,884.00	Ordinary	407
7/07/2016	Australia and New Zealand Banking Group Limited	Buy	214	2,570.14	Ordinary	214
8/07/2016	Australia and New Zealand Banking Group Limited	Buy	102	1,225.02	Ordinary	102
11/07/2016	Australia and New Zealand Banking Group Limited	Buy	415	4,984.15	Ordinary	415
13/07/2016	Australia and New Zealand Banking Group Limited	Buy	39	468.78	Ordinary	39
14/07/2016	Australia and New Zealand Banking Group Limited	Buy	139	1,670.78	Ordinary	139
15/07/2016	Australia and New Zealand Banking Group Limited	Buy	375	4,507.50	Ordinary	375
24/08/2016	Australia and New Zealand Banking Group Limited	Buy	1,655	20,124.80	Ordinary	1,655
24/08/2016	Australia and New Zealand Banking Group Limited	Buy	552	6,728.88	Ordinary	552

25/08/2016	Australia and New Zealand Banking Group Limited	Buy	7,470	90,162.90	Ordinary	7,470
	<b>Total</b>		<b>12,998</b>	<b>157,116.94</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	436	5,240.72	Ordinary	436
5/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	351	4,212.00	Ordinary	351
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,863	22,356.00		1,863
7/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	978	11,745.78		978
8/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	468	5,620.68		468
11/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,899	22,806.99		1,899
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	177	2,127.54		177
14/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	635	7,632.70		635
15/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,716	20,626.32		1,716
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-140	-2,137.80		-140
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	5,146	62,575.36		5,146
24/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,715	20,905.85		1,715
25/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	40,092	483,910.44		40,092
	<b>Total</b>		<b>55,336</b>	<b>667,622.58</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/06/2016	National Australia Bank Limited	Buy	1,869	22,465.38	Ordinary	1,869
5/07/2016	National Australia Bank Limited	Buy	713	8,556.00	Ordinary	713
6/07/2016	National Australia Bank Limited	Buy	3,790	45,480.00	Ordinary	3,790
7/07/2016	National Australia Bank Limited	Buy	1,988	23,875.88	Ordinary	1,988
8/07/2016	National Australia Bank Limited	Buy	953	11,445.53	Ordinary	953
11/07/2016	National Australia Bank Limited	Buy	3,864	46,406.64	Ordinary	3,864
13/07/2016	National Australia Bank Limited	Buy	359	4,315.18	Ordinary	359
14/07/2016	National Australia Bank Limited	Buy	1,292	15,529.84	Ordinary	1,292
15/07/2016	National Australia Bank Limited	Buy	3,491	41,961.82	Ordinary	3,491
24/08/2016	National Australia Bank Limited	Buy	15,805	192,188.80	Ordinary	15,805
24/08/2016	National Australia Bank Limited	Buy	5,268	64,216.92	Ordinary	5,268
25/08/2016	National Australia Bank Limited	Buy	79,559	960,277.13	Ordinary	79,559
	<b>Total</b>		<b>118,951</b>	<b>1,436,719.12</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/06/2016	National Australia Custodian Services	Buy	913	10,974.26	Ordinary	913
5/07/2016	National Australia Custodian Services	Buy	351	4,212.00	Ordinary	351
6/07/2016	National Australia Custodian Services	Buy	1,863	22,356.00	Ordinary	1,863
7/07/2016	National Australia Custodian Services	Buy	977	11,733.77	Ordinary	977
8/07/2016	National Australia Custodian Services	Buy	468	5,620.68	Ordinary	468
11/07/2016	National Australia Custodian Services	Buy	1,898	22,794.98	Ordinary	1,898
13/07/2016	National Australia Custodian Services	Buy	176	2,115.52	Ordinary	176
14/07/2016	National Australia Custodian Services	Buy	635	7,632.70	Ordinary	635
15/07/2016	National Australia Custodian Services	Buy	1,715	20,614.30	Ordinary	1,715
24/08/2016	National Australia Custodian Services	Buy	3,067	37,386.73	Ordinary	3,067

24/08/2016	National Australia Custodian Services	Buy	9,201	111,884.16	Ordinary	9,201
25/08/2016	National Australia Custodian Services	Buy	39,569	477,597.83	Ordinary	39,569
	<b>Total</b>		<b>60,833</b>	<b>734,922.93</b>		

**BT Investment Management (Institutional) Limited Total :           248,118    2,996,381.57**