



Investment
Management

2 September 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

{00011570.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

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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 31/08/2016

The previous notice was given to the company on 29/08/2016

The previous notice was dated 25/08/2016

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	2,076,854	7.20%	2,376,854	8.24%

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
31/08/2016	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.	1,383,930 Ordinary	1,383,930
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..	992,924 Ordinary	992,924

* 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 02/09/2016

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 02/09/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 26/068/2016 to 31/08/2016

SECURITY: TRS

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	58,209	651,940.80	Ordinary	58,209
29/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	58,416	640,239.36	Ordinary	58,416
30/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	31,760	350,630.40	Ordinary	31,760
31/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	25,854	282,067.14	Ordinary	25,854
	Total		174,239	1,924,877.70		
	BT Investment Management (Fund Services) Limited Total :		174,239	1,924,877.70		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/08/2016	Australia and New Zealand Banking Group Limited	Buy	1,893	21,201.60	Ordinary	1,893
29/08/2016	Australia and New Zealand Banking Group Limited	Buy	1,976	21,656.96	Ordinary	1,976
30/08/2016	Australia and New Zealand Banking Group Limited	Buy	1,089	12,022.56	Ordinary	1,089
31/08/2016	Australia and New Zealand Banking Group Limited	Buy	831	9,066.21	Ordinary	831
	Total		5,789	63,947.33		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	10,053	112,593.60	Ordinary	10,053
29/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	10,036	109,994.56	Ordinary	10,036
30/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	5,756	63,546.24	Ordinary	5,756
31/08/2016	HSBC Custody Nominees (Australia) Limited.	Buy	4,464	48,702.24	Ordinary	4,464
	Total		30,309	334,836.64		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/08/2016	National Australia Bank Limited	Buy	19,927	223,182.40	Ordinary	19,927
29/08/2016	National Australia Bank Limited	Buy	19,738	216,328.48	Ordinary	19,738
30/08/2016	National Australia Bank Limited	Buy	11,390	125,745.60	Ordinary	11,390
31/08/2016	National Australia Bank Limited	Buy	8,831	96,346.21	Ordinary	8,831
	Total		59,886	661,602.69		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/08/2016	National Australia Custodian Services	Buy	9,918	111,081.60	Ordinary	9,918
29/08/2016	National Australia Custodian Services	Buy	9,834	107,780.64	Ordinary	9,834
30/08/2016	National Australia Custodian Services	Buy	5,633	62,188.32	Ordinary	5,633
31/08/2016	National Australia Custodian Services	Buy	4,392	47,916.72	Ordinary	4,392
	Total		29,777	328,967.28		
	BT Investment Management (Institutional) Limited Total :		125,761	1,389,353.94		