



Investment  
Management

24 October 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 (TRS).

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)

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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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 20/10/2016

The previous notice was given to the company on 26/09/2016

The previous notice was dated 22/09/2016

#### 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	2,666,984	9.24%	3,032,661	10.51%

#### 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
20/10/2016	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.	1,766,155 Ordinary	1,766,155
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..	1,266,506 Ordinary	1,266,506

\* 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 24/10/2016

## 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 24/10/2016

**TRANSACTION HISTORY**

Sales & Purchases for the period : 23/09/2016 to 20/10/2016

SECURITY: TRS

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	13,547	146,443.07	Ordinary	13,547
26/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	5,235	56,485.65	Ordinary	5,235
27/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,054	22,018.88	Ordinary	2,054
28/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	28,413	302,882.58	Ordinary	28,413
29/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	44,858	473,700.48	Ordinary	44,858
29/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,591	16,848.69	Ordinary	1,591
30/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	43,694	464,030.28	Ordinary	43,694
3/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	14,613	154,459.41	Ordinary	14,613
20/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	56,244	432,516.36	Ordinary	56,244
	<b>Total</b>		<b>210,249</b>	<b>2,069,385.40</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/07/2016	State Street Australia Limited	Buy	2,850	29,219.91	Ordinary	2,850
10/07/2016	State Street Australia Limited	Sell	-1,440	-14,763.74	Ordinary	1,440
	<b>Total</b>		<b>1,410</b>	<b>14,456.17</b>		

**BT Investment Management (Fund Services) Limited Total : 1,410 14,456.17**

**BT Investment Management (Institutional) Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	Australia and New Zealand Banking Group Limited	Buy	433	4,680.73	Ordinary	433
26/09/2016	Australia and New Zealand Banking Group Limited	Buy	167	1,801.93	Ordinary	167
27/09/2016	Australia and New Zealand Banking Group Limited	Buy	66	707.52	Ordinary	66
28/09/2016	Australia and New Zealand Banking Group Limited	Buy	907	9,668.62	Ordinary	907
29/09/2016	Australia and New Zealand Banking Group Limited	Buy	1,432	15,121.92	Ordinary	1,432
29/09/2016	Australia and New Zealand Banking Group Limited	Buy	51	540.09	Ordinary	51
30/09/2016	Australia and New Zealand Banking Group Limited	Buy	1,395	14,814.90	Ordinary	1,395
3/10/2016	Australia and New Zealand Banking Group Limited	Buy	475	5,020.75	Ordinary	475

20/10/2016	Australia and New Zealand Banking Group Limited	Buy	2,101	16,156.69	Ordinary	2,101
	<b>Total</b>		<b>7,027</b>	<b>68,513.15</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,341	25,306.21	Ordinary	2,341
26/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	904	9,754.16	Ordinary	904
27/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	355	3,805.60	Ordinary	355
28/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	4,909	52,329.94	Ordinary	4,909
29/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	7,750	81,840.00	Ordinary	7,750
29/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	275	2,912.25	Ordinary	275
30/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	7,548	80,159.76	Ordinary	7,548
3/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,482	26,234.74	Ordinary	2,482
20/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	9,619	73,970.11	Ordinary	9,619
	<b>Total</b>		<b>36,183</b>	<b>356,312.77</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/09/2016	National Australia Bank Limited	Buy	970	10,388.70	Ordinary	970
7/09/2016	National Australia Bank Limited	Buy	1,701	18,217.71	Ordinary	1,701
8/09/2016	National Australia Bank Limited	Buy	1,591	17,039.61	Ordinary	1,591
9/09/2016	National Australia Bank Limited	Buy	5,557	59,459.90	Ordinary	5,557
14/09/2016	National Australia Bank Limited	Buy	2,749	27,380.04	Ordinary	2,749
15/09/2016	National Australia Bank Limited	Buy	1,430	15,315.30	Ordinary	1,430
15/09/2016	National Australia Bank Limited	Buy	4,973	53,758.13	Ordinary	4,973
16/09/2016	National Australia Bank Limited	Buy	16,438	181,311.14	Ordinary	16,438
16/09/2016	National Australia Bank Limited	Buy	601	6,484.79	Ordinary	601
20/09/2016	National Australia Bank Limited	Buy	2,382	25,654.14	Ordinary	2,382
21/09/2016	National Australia Bank Limited	Buy	9,429	101,267.46	Ordinary	9,429
21/09/2016	National Australia Bank Limited	Buy	5,193	55,720.89	Ordinary	5,193
22/09/2016	National Australia Bank Limited	Buy	4,203	45,014.13	Ordinary	4,203
	<b>Total</b>		<b>57,217</b>	<b>617,011.94</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2016	State Street Australia Limited	Buy	4,630	50,050.30	Ordinary	4,630
23/09/2016	State Street Australia Limited	Buy	2,303	24,895.43	Ordinary	2,303
26/09/2016	State Street Australia Limited	Buy	1,790	19,314.10	Ordinary	1,790
26/09/2016	State Street Australia Limited	Buy	890	9,603.10	Ordinary	890
27/09/2016	State Street Australia Limited	Buy	702	7,525.44	Ordinary	702
27/09/2016	State Street Australia Limited	Buy	349	3,741.28	Ordinary	349
28/09/2016	State Street Australia Limited	Buy	9,711	103,519.26	Ordinary	9,711
28/09/2016	State Street Australia Limited	Buy	4,830	51,487.80	Ordinary	4,830
29/09/2016	State Street Australia Limited	Buy	544	5,760.96	Ordinary	544
29/09/2016	State Street Australia Limited	Buy	15,333	161,916.48	Ordinary	15,333
29/09/2016	State Street Australia Limited	Buy	7,627	80,541.12	Ordinary	7,627
29/09/2016	State Street Australia Limited	Buy	270	2,859.30	Ordinary	270
30/09/2016	State Street Australia Limited	Buy	14,934	158,599.08	Ordinary	14,934

30/09/2016	State Street Australia Limited	Buy	7,429	78,895.98	Ordinary	7,429
3/10/2016	State Street Australia Limited	Buy	4,962	52,448.34	Ordinary	4,962
3/10/2016	State Street Australia Limited	Buy	2,468	26,086.76	Ordinary	2,468
20/10/2016	State Street Australia Limited	Buy	21,392	164,504.48	Ordinary	21,392
20/10/2016	State Street Australia Limited	Buy	10,644	81,852.36	Ordinary	10,644
	<b>Total</b>		<b>110,808</b>	<b>1,083,601.57</b>		

**BT Investment Management (Institutional) Limited Total :**                   **175,052     1,769,126.66**