



Investment  
Management

10 February 2017

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

Dear Sir/Madam,

**Notice of Initial Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Greencross Limited (GXL).

Yours faithfully,

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

Chris Millard  
Company Secretary

{00012680.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 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme GREENCROSS LIMITED (GXL)

ACN/ARSN ACN 119 778 862

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 08/02/2017

#### 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 Shares	5,843,105	5,843,105	
Total	5,843,105	5,843,105	5.03%

#### 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)	Number of securities	Class of securities
BT Investment Management (Fund Services) Limited *	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	3,370,558	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor	2,472,547	Ordinary

	portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.		
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\*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.

**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	Persons entitled to be registered as holder (8)	Class and number of securities
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	3,370,558 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  HSBC Custody Nominees (Australia) Limited.  State Street Australia Limited	See Annexure 'A'	2,472,547 Ordinary

**4. 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	

**5. 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

**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
GREENCROSS LIMITED (GXL)	The Company Secretary, GREENCROSS LIMITED (GXL) 5 / 28 Balaclava Street Woolloongabba QLD 4102  Tel No: 07 3435 3535

**Signature**

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 10/02/2017

## **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 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 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 with 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 (e.g. if the relevant interest arises because of an option) write “unknown”.
  - (9) 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.

**ANNEXURE A**

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for BT Investment Management Limited ACN 126 365 822.

Chris Millard – Company Secretary, BT Investment Management Limited 10/02/2017

Sales & Purchases for the period : 08/10/2016 to 08/02/2017

SECURITY: GXL

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


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Shares
13/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	189,940	1,293,491.40	Ordinary
14/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	144,738	995,797.44	Ordinary
17/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	40,563	278,262.18	Ordinary
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	160,714	1,108,926.60	Ordinary
10/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	151,178	1,074,875.58	Ordinary
11/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	3,821	27,167.31	Ordinary
1/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	114,250	766,617.50	Ordinary
2/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	15,081	101,193.51	Ordinary
24/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	39,426	264,154.20	Ordinary
25/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	43,426	293,125.50	Ordinary
27/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	3,634	24,565.84	Ordinary
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	31,532	211,895.04	Ordinary
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	41,972	278,694.08	Ordinary
8/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	65,474	426,235.74	Ordinary
	<b>Total</b>		<b>1,045,749</b>	<b>7,145,001.92</b>	
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>1,045,749</b>	<b>7,145,001.92</b>	

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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Shares
13/10/2016	Australia and New Zealand Banking Group Limited	Buy	6,354	43,270.74	Ordinary
14/10/2016	Australia and New Zealand Banking Group Limited	Buy	5,824	40,069.12	Ordinary
17/10/2016	Australia and New Zealand Banking Group Limited	Buy	1,565	10,735.90	Ordinary
9/11/2016	Australia and New Zealand Banking Group Limited	Buy	5,569	38,426.10	Ordinary
10/11/2016	Australia and New Zealand Banking Group Limited	Buy	5,002	35,564.22	Ordinary
1/12/2016	Australia and New Zealand Banking Group Limited	Buy	4,962	33,295.02	Ordinary
2/12/2016	Australia and New Zealand Banking Group Limited	Buy	494	3,314.74	Ordinary

24/01/2017	Australia and New Zealand Banking Group Limited	Buy	1,424	9,540.80	Ordinary
25/01/2017	Australia and New Zealand Banking Group Limited	Buy	1,569	10,590.75	Ordinary
27/01/2017	Australia and New Zealand Banking Group Limited	Buy	131	885.56	Ordinary
30/01/2017	Australia and New Zealand Banking Group Limited	Buy	1,139	7,654.08	Ordinary
31/01/2017	Australia and New Zealand Banking Group Limited	Buy	1,516	10,066.24	Ordinary
7/02/2017	Australia and New Zealand Banking Group Limited	Buy	145	933.80	Ordinary
8/02/2017	Australia and New Zealand Banking Group Limited	Buy	2,342	15,246.42	Ordinary
	<b>Total</b>		<b>38,036</b>	<b>259,593.49</b>	

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Shares
13/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	31,995	217,885.95	Ordinary
14/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	24,797	170,603.36	Ordinary
17/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	6,954	47,704.44	Ordinary
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	26,747	184,554.30	Ordinary
10/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	26,042	185,158.62	Ordinary
1/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	22,277	149,478.67	Ordinary
2/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,592	17,392.32	Ordinary
24/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	6,174	41,365.80	Ordinary
25/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	6,800	45,900.00	Ordinary
27/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	569	3,846.44	Ordinary
30/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	4,937	33,176.64	Ordinary
31/01/2017	HSBC Custody Nominees (Australia) Limited.	Buy	6,572	43,638.08	Ordinary
8/02/2017	HSBC Custody Nominees (Australia) Limited.	Buy	12,140	79,031.40	Ordinary
	<b>Total</b>		<b>178,596</b>	<b>1,219,736.02</b>	

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Shares
13/10/2016	State Street Australia Limited	Buy	70,595	480,751.95	Ordinary
13/10/2016	State Street Australia Limited	Buy	35,116	239,139.96	Ordinary
14/10/2016	State Street Australia Limited	Buy	49,845	342,933.60	Ordinary
14/10/2016	State Street Australia Limited	Buy	24,796	170,596.48	Ordinary
17/10/2016	State Street Australia Limited	Buy	13,969	95,827.34	Ordinary
17/10/2016	State Street Australia Limited	Buy	6,949	47,670.14	Ordinary
9/11/2016	State Street Australia Limited	Buy	58,083	400,772.70	Ordinary
9/11/2016	State Street Australia Limited	Buy	28,887	199,320.30	Ordinary
10/11/2016	State Street Australia Limited	Buy	52,724	374,867.64	Ordinary
10/11/2016	State Street Australia Limited	Buy	26,233	186,516.63	Ordinary
1/12/2016	State Street Australia Limited	Buy	55,019	369,177.49	Ordinary
1/12/2016	State Street Australia Limited	Buy	27,463	184,276.73	Ordinary
2/12/2016	State Street Australia Limited	Buy			Ordinary

			5,250	35,227.50	
2/12/2016	State Street Australia Limited	Buy	2,612	17,526.52	Ordinary
24/01/2017	State Street Australia Limited	Buy	14,677	98,335.90	Ordinary
24/01/2017	State Street Australia Limited	Buy	7,299	48,903.30	Ordinary
25/01/2017	State Street Australia Limited	Buy	16,166	109,120.50	Ordinary
25/01/2017	State Street Australia Limited	Buy	8,039	54,263.25	Ordinary
27/01/2017	State Street Australia Limited	Buy	1,353	9,146.28	Ordinary
27/01/2017	State Street Australia Limited	Buy	673	4,549.48	Ordinary
30/01/2017	State Street Australia Limited	Buy	11,738	78,879.36	Ordinary
30/01/2017	State Street Australia Limited	Buy	5,838	39,231.36	Ordinary
31/01/2017	State Street Australia Limited	Buy	15,626	103,756.64	Ordinary
31/01/2017	State Street Australia Limited	Buy	7,770	51,592.80	Ordinary
7/02/2017	State Street Australia Limited	Buy	2,801	18,038.44	Ordinary
7/02/2017	State Street Australia Limited	Buy	1,395	8,983.80	Ordinary
8/02/2017	State Street Australia Limited	Buy	24,916	162,203.16	Ordinary
8/02/2017	State Street Australia Limited	Buy	12,396	80,697.96	Ordinary
	<b>Total</b>		<b>588,228</b>	<b>4,012,307.21</b>	
<b>BT Investment Management (Institutional) Limited Total :</b>		<b>Buy</b>	<b>804,860.00</b>	<b>5,491,636.72</b>	