



Investment  
Management

13 February 2017

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 Japara Healthcare 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)

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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 JAPARA HEALTHCARE LIMITED (JHC)

ACN/ARSN ACN 168 631 052

#### 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 09/02/2017

The previous notice was given to the company on 02/11/2016

The previous notice was dated 31/10/2016

#### 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	25,567,885	9.64%	22,275,590	8.40%

#### 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
09/02/2017	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.	13,515,770 Ordinary Shares	13,515,770
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited  HSBC Custody Nominees (Australia) Limited.  State Street Australia Limited	Australia and New Zealand Banking Group Limited  HSBC Custody Nominees (Australia) Limited.  State Street Australia Limited	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.	8,759,820 Ordinary Shares	8,759,820

\* 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 Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
JAPARA HEALTHCARE LIMITED (JHC)	The Company Secretary, JAPARA HEALTHCARE LIMITED (JHC) Q1 Building, Level 4, 1 Southbank Boulevard, SOUTHBANK VIC 3006  Tel: 03 9649 2109

**Signature**

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 13/02/2017

## **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 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 - 13/02/2017

### TRANSACTION HISTORY

Sales & Purchases for the period : 01/11/2016 to 09/02/2017

SECURITY: JHC

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	96,902	212,215.38	Ordinary	96,902
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	346,159	740,780.26	Ordinary	346,159
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	79,811	171,593.65	Ordinary	79,811
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-155,286	-349,393.50	Ordinary	155,286
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-145,933	-329,808.58	Ordinary	145,933
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-352,830	-793,867.50	Ordinary	352,830
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-149,795	-337,038.75	Ordinary	149,795
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-5,506	-12,333.44	Ordinary	5,506
28/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-82,366	-184,499.84	Ordinary	82,366
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-77,280	-173,880.00	Ordinary	77,280
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-62,578	-140,174.72	Ordinary	62,578
3/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-63,122	-142,655.72	Ordinary	63,122
4/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-12,646	-28,453.50	Ordinary	12,646
5/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-82,581	-185,807.25	Ordinary	82,581
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-69,980	-152,556.40	Ordinary	69,980
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-49,383	-107,654.94	Ordinary	49,383
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-77,074	-168,021.32	Ordinary	77,074
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-619,969	-1,351,532.42	Ordinary	619,969
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-95,813	-208,872.34	Ordinary	95,813
9/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-53,741	-104,794.95	Ordinary	53,741
9/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-405,294	-790,323.30	Ordinary	405,294
	<b>Total</b>		<b>-2,038,305</b>	<b>-4,437,079.18</b>		

**BT Investment Management (Fund Services) Limited Total : -2,038,305 -4,437,079.18**

#### BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/12/2016	Australia and New Zealand Banking Group Limited	Buy	5,386	11,795.34	Ordinary	5,386
6/12/2016	Australia and New Zealand Banking Group Limited	Buy	19,240	41,173.60	Ordinary	19,240

7/12/2016	Australia and New Zealand Banking Group Limited	Buy	2,616	5,624.40	Ordinary	2,616
19/12/2016	Australia and New Zealand Banking Group Limited	Sell	-3,185	-7,166.25	Ordinary	3,185
20/12/2016	Australia and New Zealand Banking Group Limited	Sell	-10,444	-23,499.00	Ordinary	10,444
20/12/2016	Australia and New Zealand Banking Group Limited	Sell	-4,319	-9,760.94	Ordinary	4,319
21/12/2016	Australia and New Zealand Banking Group Limited	Sell	-6,803	-15,306.75	Ordinary	6,803
22/12/2016	Australia and New Zealand Banking Group Limited	Sell	-182	-407.68	Ordinary	182
28/12/2016	Australia and New Zealand Banking Group Limited	Sell	-2,720	-6,092.80	Ordinary	2,720
29/12/2016	Australia and New Zealand Banking Group Limited	Sell	-2,931	-6,594.75	Ordinary	2,931
30/12/2016	Australia and New Zealand Banking Group Limited	Sell	-2,373	-5,315.52	Ordinary	2,373
3/01/2017	Australia and New Zealand Banking Group Limited	Sell	-2,394	-5,410.44	Ordinary	2,394
4/01/2017	Australia and New Zealand Banking Group Limited	Sell	-480	-1,080.00	Ordinary	480
5/01/2017	Australia and New Zealand Banking Group Limited	Sell	-3,132	-7,047.00	Ordinary	3,132
19/01/2017	Australia and New Zealand Banking Group Limited	Sell	-1,492	-3,252.56	Ordinary	1,492
19/01/2017	Australia and New Zealand Banking Group Limited	Sell	-17,535	-38,226.30	Ordinary	17,535
19/01/2017	Australia and New Zealand Banking Group Limited	Sell	-2,131	-4,645.58	Ordinary	2,131
19/01/2017	Australia and New Zealand Banking Group Limited	Sell	-1,053	-2,295.54	Ordinary	1,053
19/01/2017	Australia and New Zealand Banking Group Limited	Sell	-1,644	-3,583.92	Ordinary	1,644
9/02/2017	Australia and New Zealand Banking Group Limited	Sell	-1,058	-2,063.10	Ordinary	1,058
9/02/2017	Australia and New Zealand Banking Group Limited	Sell	-20,790	-40,540.50	Ordinary	20,790
	<b>Total</b>		<b>-57,424</b>	<b>-123,695.29</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	50,533	108,140.62	Ordinary	50,533
6/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	14,146	30,979.74	Ordinary	14,146
7/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	13,711	29,478.65	Ordinary	13,711
19/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-21,024	-47,304.00	Ordinary	21,024
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-57,198	-128,695.50	Ordinary	57,198
20/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-23,658	-53,467.08	Ordinary	23,658
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-30,905	-69,536.25	Ordinary	30,905
22/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-948	-2,123.52	Ordinary	948
28/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-14,182	-31,767.68	Ordinary	14,182
29/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-14,350	-32,287.50	Ordinary	14,350
30/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-11,620	-26,028.80	Ordinary	11,620
3/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-11,721	-26,489.46	Ordinary	11,721
4/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-2,348	-5,283.00	Ordinary	2,348
5/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-15,335	-34,503.75	Ordinary	15,335
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-15,826	-34,500.68	Ordinary	15,826
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,075	-19,783.50	Ordinary	9,075
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-80,181	-174,794.58	Ordinary	80,181
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-30,710	-66,947.80	Ordinary	30,710
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-14,370	-31,326.60	Ordinary	14,370
19/01/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-10,140	-22,105.20	Ordinary	10,140
9/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-75,813	-147,835.35	Ordinary	75,813
	<b>Total</b>		<b>-361,014</b>	<b>-786,181.24</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
6/12/2016	State Street Australia Limited	Buy	54,890	120,209.10	Ordinary	54,890
6/12/2016	State Street Australia Limited	Buy	196,082	419,615.48	Ordinary	196,082
6/12/2016	State Street Australia Limited	Buy	27,345	59,885.55	Ordinary	27,345
6/12/2016	State Street Australia Limited	Buy	97,686	209,048.04	Ordinary	97,686
7/12/2016	State Street Australia Limited	Buy	27,790	59,748.50	Ordinary	27,790
7/12/2016	State Street Australia Limited	Buy	13,824	29,721.60	Ordinary	13,824
19/12/2016	State Street Australia Limited	Sell	-27,082	-60,934.50	Ordinary	27,082
19/12/2016	State Street Australia Limited	Sell	-13,423	-30,201.75	Ordinary	13,423
20/12/2016	State Street Australia Limited	Sell	-106,552	-239,742.00	Ordinary	106,552
20/12/2016	State Street Australia Limited	Sell	-44,070	-99,598.20	Ordinary	44,070
20/12/2016	State Street Australia Limited	Sell	-21,911	-49,518.86	Ordinary	21,911
20/12/2016	State Street Australia Limited	Sell	-52,976	-119,196.00	Ordinary	52,976
21/12/2016	State Street Australia Limited	Sell	-75,102	-168,979.50	Ordinary	75,102
21/12/2016	State Street Australia Limited	Sell	-37,395	-84,138.75	Ordinary	37,395
22/12/2016	State Street Australia Limited	Sell	-1,928	-4,318.72	Ordinary	1,928
22/12/2016	State Street Australia Limited	Sell	-959	-2,148.16	Ordinary	959
28/12/2016	State Street Australia Limited	Sell	-28,843	-64,608.32	Ordinary	28,843
28/12/2016	State Street Australia Limited	Sell	-14,348	-32,139.52	Ordinary	14,348
29/12/2016	State Street Australia Limited	Sell	-31,687	-71,295.75	Ordinary	31,687
29/12/2016	State Street Australia Limited	Sell	-15,770	-35,482.50	Ordinary	15,770
30/12/2016	State Street Australia Limited	Sell	-25,659	-57,476.16	Ordinary	25,659
30/12/2016	State Street Australia Limited	Sell	-12,770	-28,604.80	Ordinary	12,770
3/01/2017	State Street Australia Limited	Sell	-25,882	-58,493.32	Ordinary	25,882
3/01/2017	State Street Australia Limited	Sell	-12,881	-29,111.06	Ordinary	12,881
4/01/2017	State Street Australia Limited	Sell	-5,185	-11,666.25	Ordinary	5,185
4/01/2017	State Street Australia Limited	Sell	-2,581	-5,807.25	Ordinary	2,581
5/01/2017	State Street Australia Limited	Sell	-33,860	-76,185.00	Ordinary	33,860
5/01/2017	State Street Australia Limited	Sell	-16,852	-37,917.00	Ordinary	16,852
19/01/2017	State Street Australia Limited	Sell	-290,594	-633,494.92	Ordinary	290,594
19/01/2017	State Street Australia Limited	Sell	-144,591	-315,208.38	Ordinary	144,591
9/02/2017	State Street Australia Limited	Sell	-9,703	-18,920.85	Ordinary	9,703
9/02/2017	State Street Australia Limited	Sell	-87,293	-170,221.35	Ordinary	87,293
9/02/2017	State Street Australia Limited	Sell	-22,800	-44,460.00	Ordinary	22,800
9/02/2017	State Street Australia Limited	Sell	-20,701	-40,366.95	Ordinary	20,701
20/09/2016	State Street Australia Limited	Sell	-69,771	-136,053.45	Ordinary	69,771
	<b>Total</b>		<b>-835,552</b>	<b>-1,828,061.00</b>		

**BT Investment Management (Institutional Limited Total :**                   **-1,253,990     -2,737,937.53**