

22 March 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,



Chris Millard  
Company Secretary

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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 20/03/2017

The previous notice was given to the company on 13/02/2017

The previous notice was dated 09/02/2017

#### 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	22,275,590	8.40%	18,740,708	7.07%

#### 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
20/03/2017	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.	11,466,510 Ordinary Shares	11,466,510
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.	7,274,198 Ordinary Shares	7,274,198

\* 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 21/03/2017

## **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 - 11/02/2017

### TRANSACTION HISTORY

Sales & Purchases for the period : 10/02/2017 to 20/03/2017

SECURITY: JHC

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

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-277,220	-543,351.20	Ordinary	277,220
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-576,924	-1,136,540.28	Ordinary	576,924
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-53,722	-105,832.34	Ordinary	53,722
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-54,299	-109,140.99	Ordinary	54,299
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-64,648	-129,942.48	Ordinary	64,648
20/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-18,409	-37,002.09	Ordinary	18,409
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-417,814	-852,340.56	Ordinary	417,814
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-32,613	-64,899.87	Ordinary	32,613
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-531,646	-1,057,975.54	Ordinary	531,646
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-13,532	-26,928.68	Ordinary	13,532
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-8,433	-16,781.67	Ordinary	8,433
<b>Total</b>			<b>-2,049,260</b>	<b>-4,080,735.70</b>		

**BT Investment Management (Fund Services) Limited Total : -2,049,260 -4,080,735.70**

#### BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/02/2017	Australia and New Zealand Banking Group Limited	Sell	-1,407	-2,771.79	Ordinary	1,407
10/02/2017	Australia and New Zealand Banking Group Limited	Sell	-10,970	-21,610.90	Ordinary	10,970
10/02/2017	Australia and New Zealand Banking Group Limited	Sell	-6,588	-12,978.36	Ordinary	6,588
10/02/2017	Australia and New Zealand Banking Group Limited	Sell	-181	-356.57	Ordinary	181
10/02/2017	Australia and New Zealand Banking Group Limited	Sell	-9,200	-18,032.00	Ordinary	9,200
10/02/2017	Australia and New Zealand Banking Group Limited	Sell	-1,783	-3,512.51	Ordinary	1,783
17/02/2017	Australia and New Zealand Banking Group Limited	Sell	-794	-1,595.94	Ordinary	794
17/02/2017	Australia and New Zealand Banking Group Limited	Sell	-1,485	-2,984.85	Ordinary	1,485
20/02/2017	Australia and New Zealand Banking Group Limited	Sell	-123	-247.23	Ordinary	123
20/02/2017	Australia and New Zealand Banking Group Limited	Sell	-437	-878.37	Ordinary	437
23/02/2017	Australia and New Zealand Banking Group Limited	Sell	-197	-401.88	Ordinary	197
23/02/2017	Australia and New Zealand Banking Group Limited	Sell	-9,382	-19,139.28	Ordinary	9,382

23/02/2017	Australia and New Zealand Banking Group Limited	Sell	-178	-363.12	Ordinary	178
23/02/2017	Australia and New Zealand Banking Group Limited	Sell	-4,188	-8,543.52	Ordinary	4,188
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-417	-829.83	Ordinary	417
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-6,134	-12,206.66	Ordinary	6,134
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-1,865	-3,711.35	Ordinary	1,865
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-76	-151.24	Ordinary	76
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-161	-320.39	Ordinary	161
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-6,149	-12,236.51	Ordinary	6,149
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-200	-398.00	Ordinary	200
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-1,554	-3,092.46	Ordinary	1,554
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-1,673	-3,329.27	Ordinary	1,673
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-765	-1,522.35	Ordinary	765
20/03/2017	Australia and New Zealand Banking Group Limited	Sell	-2,353	-4,682.47	Ordinary	2,353
<b>Total</b>			<b>-68,260</b>	<b>-135,896.85</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-99,139	-195,303.83	Ordinary	99,139
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,232	-18,187.04	Ordinary	9,232
10/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-47,638	-93,370.48	Ordinary	47,638
17/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-18,870	-37,928.70	Ordinary	18,870
20/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-3,115	-6,261.15	Ordinary	3,115
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-17,912	-36,540.48	Ordinary	17,912
23/02/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-53,955	-110,068.20	Ordinary	53,955
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-51,673	-102,829.27	Ordinary	51,673
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-1,737	-3,456.63	Ordinary	1,737
20/03/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-61,104	-121,596.96	Ordinary	61,104
<b>Total</b>			<b>-364,375</b>	<b>-725,542.74</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/02/2017	State Street Australia Limited	Sell	-173,343	-341,485.71	Ordinary	173,343
10/02/2017	State Street Australia Limited	Sell	-30,192	-59,478.24	Ordinary	30,192
10/02/2017	State Street Australia Limited	Sell	-14,048	-27,674.56	Ordinary	14,048
10/02/2017	State Street Australia Limited	Sell	-4,905	-9,662.85	Ordinary	4,905
10/02/2017	State Street Australia Limited	Sell	-97,802	-191,691.92	Ordinary	97,802
10/02/2017	State Street Australia Limited	Sell	-9,429	-18,575.13	Ordinary	9,429
10/02/2017	State Street Australia Limited	Sell	-48,655	-95,363.80	Ordinary	48,655
10/02/2017	State Street Australia Limited	Sell	-101,256	-199,474.32	Ordinary	101,256
17/02/2017	State Street Australia Limited	Sell	-28,991	-58,271.91	Ordinary	28,991
17/02/2017	State Street Australia Limited	Sell	-14,491	-29,126.91	Ordinary	14,491
20/02/2017	State Street Australia Limited	Sell	-6,097	-12,254.97	Ordinary	6,097
20/02/2017	State Street Australia Limited	Sell	-3,035	-6,100.35	Ordinary	3,035
23/02/2017	State Street Australia Limited	Sell	-98,279	-200,489.16	Ordinary	98,279
23/02/2017	State Street Australia Limited	Sell	-49,703	-101,394.12	Ordinary	49,703
23/02/2017	State Street Australia Limited	Sell	-65,317	-133,246.68	Ordinary	65,317
23/02/2017	State Street Australia Limited	Sell	-8,300	-16,932.00	Ordinary	8,300

20/03/2017	State Street Australia Limited	Sell	-102,465	-203,905.35	Ordinary	102,465
20/03/2017	State Street Australia Limited	Sell	-94,837	-188,725.63	Ordinary	94,837
20/03/2017	State Street Australia Limited	Sell	-2,508	-4,990.92	Ordinary	2,508
20/03/2017	State Street Australia Limited	Sell	-99,334	-197,674.66	Ordinary	99,334
<b>Total</b>			<b>-1,052,987</b>	<b>-2,096,519.19</b>		

**BT Investment Management (Institutional Limited Total :**                   **-1,485,622     -2,957,958.78**