



**WASHINGTON H SOUL PATTINSON  
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

**By Facsimile**

10 March 2017

The Company Secretary  
APN Property Group Limited  
Level 30, 101 Collins Street,  
Melbourne VIC 3000

Fax: (03) 8656 1010

Dear Ms Churchill

**Notice of Initial Substantial Holder**

We enclose Corporations Act 2001 Form 603, Notice of Initial Substantial Holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth  
Company Secretary

For personal use only

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme APN Property Group Limited (APN)

ACN/ARSN ACN 109 846 068

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

Name Washington H. Soul Pattinson and Company Limited (WHSP) and WHSP Hunter Hall Pty Ltd (WHH)

ACN/ARSN (if applicable) ACN 000 002 728 and ACN 616 648 241

The holder became a substantial holder on 01/03/2017

**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)
Fully paid ordinary shares	20,439,825	20,439,825	6.51%

**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)	Class and number of securities
WHSP	Acquisition of a "relevant interest" in all shares in which Pengana Capital Limited (PCL) has a "relevant interest", as a result of WHSP acquiring voting power of more than 20% in PCL (sections 608(3)(a) of the <i>Corporations Act 2001</i> (Cth)).	8,174,600 ordinary shares
WHSP and WHH	Acquisition of a "relevant interest" in all shares in which Hunter Hall International Limited (HHL) has a "relevant interest", as a result of WHH and its parent WHSP acquiring voting power of more than 20% in HHL (sections 608(3)(a) and 608(3)(b) of the <i>Corporations Act 2001</i> (Cth)).	12,265,225 ordinary shares

**4. 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	Person entitled to be registered as holder (8)	Class and number of securities
PCL	BNP Paribas Nominees Pty Limited	PCL	8,174,600 ordinary shares
Hunter Hall Investment Management Limited (HHIML)	JP Morgan Chase Bank, N.A. as the Custodian of HHIML	HHIML	12,265,225 ordinary shares

**5. 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
		Cash	Non-cash	

Neither WHSP nor WHH have acquired shares in APN during the four months prior to 01/03/2017.

## 6. 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
WHSP and WHH	WHH is a wholly owned subsidiary of WHSP.
HHL and HHIML	HHIML is a wholly owned subsidiary of HHL.

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
WHH	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
PCL	Level 12, 167 Macquarie Street, Sydney NSW 2000
HHL	Level 2, 56 Pitt St, Sydney NSW 2000
HHIML	Level 2, 56 Pitt St, Sydney NSW 2000

  
Signature

print name Ian David Bloodworth

capacity Company Secretary

sign here



date 10 March 2017

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 or 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 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 (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys 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.