

NZFUNDS

New Zealand Funds Management Limited
Level 16, Zurich House, 21 Queen Street | Private Bag 92163, Auckland 1142
P.09 377 2277 | F.09 377 2815 | info@nzfunds.co.nz | www.nzfunds.co.nz

8 November 2016

Company Secretary
MG Responsible Entity Limited
Freshwater Place
Level 16, 2 Southbank Boulevard
Southbank VIC 3006
Fax +61 3 9040 5100

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Fax 0800 449 707

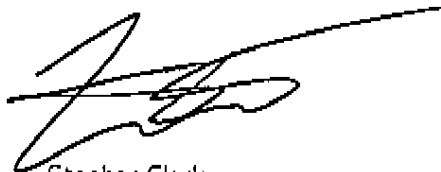
MG Unit Trust (ASX: MGC) - Form 605: Notice of Ceasing to be a Substantial Holder

New Zealand Funds Management Limited is the Manager (Manager) and New Zealand Funds Superannuation Limited is the Trustee (Trustee) for the following trusts, established under the Trust Deed dated 1 December 1993 entered into between the Trustee and the Manager:

- Private Dividend Yield Trust
- New Zealand Investment Trust 1
- New Zealand Investment Trust 2.

Please find enclosed a notice of ceasing to be a substantial holder from the Trustee in relation to its holding in MG Unit Trust.

Yours sincerely



Stephan Clark
Head of Risk

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder**To Company Name/Scheme** MG Responsible Entity Limited as responsible entity of MG Unit Trust**ACN/ARSN** 606 103 637**1. Details of substantial holder (1)****Name** New Zealand Funds Superannuation Limited as Trustee of the Trusts referred to in Annexure A**ACN/ARSN (if applicable)** N/AThe holder ceased to be a substantial holder on 4/11/2016The previous notice was given to the company on 7/10/2016The previous notice was dated 10/10/2016**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
4/11/2016	Refer to Annexure A	Ceased to be a substantial holder as a result of the number of units on issue increasing.	Nil	Refer to Annexure B	Refer to Annexure B

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
N/A	N/A

4. Addresses

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

Name	Address
Refer to Annexure A	Refer to Annexure A

Signatureprint name **Michael Lang**capacity **Director**

sign here


date **8/11/2016****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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

Holder code	Holder of relevant interest	Registered holder	Address of holder of relevant interest
NZFSL - PDY	New Zealand Funds Superannuation Limited as a Trustee of Private Dividend Yield Trust	Citicorp Nominees Pty Limited GPO Box 764G Melbourne VIC 3001	New Zealand Funds Superannuation Limited Level 16, 21 Queen Street Auckland 1010 New Zealand
NZFSL - NIT1	New Zealand Funds Superannuation Limited as a Trustee of New Zealand Investment Trust 1	Citicorp Nominees Pty Limited GPO Box 764G Melbourne VIC 3001	New Zealand Funds Superannuation Limited Level 16, 21 Queen Street Auckland 1010 New Zealand
NZFSL - NIT2	New Zealand Funds Superannuation Limited as a Trustee of New Zealand Investment Trust 2	Citicorp Nominees Pty Limited GPO Box 764G Melbourne VIC 3001	New Zealand Funds Superannuation Limited Level 16, 21 Queen Street Auckland 1010 New Zealand

Signed by New Zealand Funds Management Limited on behalf of New Zealand Funds Superannuation Limited (as Trustee of the Trusts) in respect of
MG Unit Trusts (ARSN 606 103 637) by:


Michael Lang
Director


8-11-2016
Date

Annexure B

Present relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
NZFSL - PDY	Relevant interest under section 608(1) of the Corporations Act due to holding of the securities, having power to exercise a right to vote attached to the securities and having power to dispose of the securities.	3,535,246 fully paid ordinary units
NZFSL - NIT1	Relevant interest under section 608(1) of the Corporations Act due to holding of the securities, having power to exercise a right to vote attached to the securities and having power to dispose of the securities.	1,225,579 fully paid ordinary units
NZFSL - NIT2	Relevant interest under section 608(1) of the Corporations Act due to holding of the securities, having power to exercise a right to vote attached to the securities and having power to dispose of the securities.	5,468,321 fully paid ordinary units

Signed by New Zealand Funds Management Limited on behalf of New Zealand Funds Superannuation Limited (as Trustee of the Trusts) in respect of MG Unit Trusts (ARSN 606 103 637) by:


 Michael Lang
 Director

8-11-2016
 Date