

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

Notice of Initial Substantial Holder

To: **Think Childcare Limited**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

The holder became a substantial holder on

29 March 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	2,237,244	2,237,244	5.31%

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:

Refer to Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Refer to Annexure A

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:

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
			AUD \$	Common stock	Common stock
30-Nov-2016	FIL	BUY	2.28	280,000	280,000
13-Dec-2016	FIL	BUY	2.15	198,183	198,183
13-Dec-2016	FIL	BUY	2.15	289,278	289,278
09-Feb-2017	FIL	BUY	2.21	12,456	12,456
10-Feb-2017	FIL	BUY	2.25	2,313	2,313
13-Feb-2017	FIL	BUY	2.29	3,656	3,656
13-Feb-2017	FIL	BUY	2.29	10,865	10,865
15-Feb-2017	FIL	BUY	2.30	4,805	4,805
15-Feb-2017	FIL	BUY	2.30	14,279	14,279
16-Feb-2017	FIL	BUY	2.29	1,029	1,029
16-Feb-2017	FIL	BUY	2.29	3,058	3,058
15-Mar-2017	FIL	BUY	2.30	2,794	2,794
16-Mar-2017	FIL	BUY	2.31	2,849	2,849
16-Mar-2017	FIL	BUY	2.31	3,712	3,712
20-Mar-2017	FIL	BUY	2.31	2,817	2,817
20-Mar-2017	FIL	BUY	2.31	4,905	4,905
21-Mar-2017	FIL	BUY	2.28	4,965	4,965
21-Mar-2017	FIL	BUY	2.28	14,903	14,903
22-Mar-2017	FIL	BUY	2.28	4,240	4,240
22-Mar-2017	FIL	BUY	2.28	11,099	11,099
23-Mar-2017	FIL	BUY	2.29	2,842	2,842
23-Mar-2017	FIL	BUY	2.29	3,899	3,899
24-Mar-2017	FIL	Transition In	2.29	34,728	34,728
24-Mar-2017	FIL	BUY	2.31	1,580	1,580
27-Mar-2017	FIL	BUY	2.28	6,907	6,907
27-Mar-2017	FIL	BUY	2.28	18,243	18,243
28-Mar-2017	FIL	BUY	2.27	6,421	6,421
28-Mar-2017	FIL	BUY	2.27	16,960	16,960
29-Mar-2017	FIL	BUY	2.25	137,312	137,312
29-Mar-2017	FIL	BUY	2.25	362,688	362,688
			Total Buys	1,463,786	1,463,786

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are all follows:


Name and ACN/ARSN (if applicable)	Nature of association

N/A	
-----	--

7. Addresses

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

Refer to Annexure A

Sign Here 

Dated: 31 March 2017

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevent Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (SINGAPORE)	8 Marina View, #35-06, Asia Square Tower 1, 018960,	JP MORGAN, BOURNEMOUTH (C)	Investment Discretion/ Voting Power	702,111
		BROWN BROS HARRIMN LTD LUX		1,535,133
Grand Total				2,237,244