

Pendal Group Limited

Level 14, The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

ABN 28 126 385 822

PENDAL

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

19 September 2018

Dear Sir/Madam,

Re: 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 (JHC).

Yours faithfully,



Joanne Hawkins
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 PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 17/09/2018

The previous notice was given to the company on 29/01/2018

The previous notice was dated 24/01/2018

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	15,321,360	5.76%	19,780,938	7.44%

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
17/09/2018	PDL & its Associates, Pental Fund Services Limited, Pental 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
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Pendal 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.	11,224,653 Ordinary	11,224,653
Pendal Institutional Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. State Street Australia Limited	Pendal 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..	8,556,285 Ordinary	8,556,285

* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal 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
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square 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 Joanne Hawkins Capacity Company Secretary

Sign here _____ Date 19/09/2018

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 Pental Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pental Group Limited - 19/09/2018

TRANSACTION HISTORY

Sales & Purchases for the period : 25/01/2018 to 17/09/2018

SECURITY: JHC

Pental Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-69,069	-135,375.24	Ordinary	69,069
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-14,063	-27,563.48	Ordinary	14,063
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-35,568	-68,646.24	Ordinary	35,568
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-85,514	-165,042.02	Ordinary	85,514
14/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-70,418	-135,202.56	Ordinary	70,418
14/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-61,675	-118,416.00	Ordinary	61,675
27/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	877,425	1,807,495.50	Ordinary	877,425
27/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	377,556	777,765.36	Ordinary	377,556
28/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	266,038	545,377.90	Ordinary	266,038
28/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	7,101	14,628.06	Ordinary	7,101
4/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-9,538	-19,362.14	Ordinary	9,538
4/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-1,349	-2,724.98	Ordinary	1,349
4/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-60,481	-122,171.62	Ordinary	60,481
5/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-5,514	-11,138.28	Ordinary	5,514
6/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-138,113	-278,988.26	Ordinary	138,113
11/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-8,071	-16,303.42	Ordinary	8,071
12/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-16,956	-34,251.12	Ordinary	16,956
17/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-5,037	-10,174.74	Ordinary	5,037
17/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-3,267	-6,599.34	Ordinary	3,267
18/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-9,306	-18,798.12	Ordinary	9,306
7/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	121,384	212,422.00	Ordinary	121,384
10/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	143,201	250,601.75	Ordinary	143,201
11/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	257,879	451,288.25	Ordinary	257,879
17/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	910,131	1,292,386.02	Ordinary	910,131
17/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	191,500	271,930.00	Ordinary	191,500
Total			2,558,276	4,453,137.28		

Pental Fund Services Limited Total :

2,558,276

4,453,137.28

Pental Institutional Limited

Date	Registered Company	Nature of	Quantity	Consideration	Class of Securities	Person's votes
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		Change		affected	
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-4,060	-8,079.40	Ordinary 4,060
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-6,154	-12,246.46	Ordinary 6,154
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-1,233	-2,453.67	Ordinary 1,233
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-14,070	-27,999.30	Ordinary 14,070
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-11,820	-23,521.80	Ordinary 11,820
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-827	-1,596.11	Ordinary 827
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-2,924	-5,643.32	Ordinary 2,924
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-1,084	-2,092.12	Ordinary 1,084
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-41	-79.13	Ordinary 41
14/02/2018	Australia and New Zealand Banking Group Limited	Sell	-3,698	-7,100.16	Ordinary 3,698
14/02/2018	Australia and New Zealand Banking Group Limited	Sell	-707	-1,357.44	Ordinary 707
27/02/2018	Australia and New Zealand Banking Group Limited	Buy	31,852	65,615.12	Ordinary 31,852
27/02/2018	Australia and New Zealand Banking Group Limited	Buy	13,706	28,234.36	Ordinary 13,706
28/02/2018	Australia and New Zealand Banking Group Limited	Buy	9,459	19,390.95	Ordinary 9,459
28/02/2018	Australia and New Zealand Banking Group Limited	Buy	252	519.12	Ordinary 252
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-6,054	-11,865.84	Ordinary 6,054
21/03/2018	Australia and New Zealand Banking Group Limited	Sell	-18,597	-36,450.12	Ordinary 18,597
4/04/2018	Australia and New Zealand Banking Group Limited	Sell	-180	-363.60	Ordinary 180
4/04/2018	Australia and New Zealand Banking Group Limited	Sell	-1,952	-3,943.04	Ordinary 1,952
4/04/2018	Australia and New Zealand Banking Group Limited	Sell	-391	-793.73	Ordinary 391
4/04/2018	Australia and New Zealand Banking Group Limited	Sell	-406	-820.12	Ordinary 406
5/04/2018	Australia and New Zealand Banking Group Limited	Sell	-165	-333.30	Ordinary 165
6/04/2018	Australia and New Zealand Banking Group Limited	Sell	-310	-626.20	Ordinary 310
6/04/2018	Australia and New Zealand Banking Group Limited	Sell	-498	-1,005.96	Ordinary 498
6/04/2018	Australia and New Zealand Banking Group Limited	Sell	-3,070	-6,201.40	Ordinary 3,070
6/04/2018	Australia and New Zealand Banking Group Limited	Sell	-262	-529.24	Ordinary 262
11/04/2018	Australia and New Zealand Banking Group Limited	Sell	-242	-488.84	Ordinary 242
12/04/2018	Australia and New Zealand Banking Group Limited	Sell	-508	-1,026.16	Ordinary 508
17/04/2018	Australia and New Zealand Banking Group Limited	Sell	-249	-502.98	Ordinary 249
18/04/2018	Australia and New Zealand Banking Group Limited	Sell	-279	-563.58	Ordinary 279
20/06/2018	Australia and New Zealand Banking Group Limited	Buy	5,987	10,776.60	Ordinary 5,987
11/07/2018	Australia and New Zealand Banking Group Limited	Buy	10,000	18,900.00	Ordinary 10,000
10/09/2018	Australia and New Zealand Banking Group Limited	Buy	1,889	3,305.75	Ordinary 1,889
11/09/2018	Australia and New Zealand Banking Group Limited	Buy	17,389	30,256.86	Ordinary 17,389
11/09/2018	Australia and New Zealand Banking Group Limited	Buy	2,596	4,543.00	Ordinary 2,596
17/09/2018	Australia and New Zealand Banking Group Limited	Buy	2,499	3,548.58	Ordinary 2,499
17/09/2018	Australia and New Zealand Banking Group Limited	Buy	11,879	16,868.18	Ordinary 11,879
Total			27,727	44,275.50	

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-16,117	-31,589.32	Ordinary	16,117
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-566	-1,109.36	Ordinary	566
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-914	-1,764.02	Ordinary	914
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-9,852	-19,014.36	Ordinary	9,852
14/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-12,321	-23,656.32	Ordinary	12,321
14/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-7,871	-15,112.32	Ordinary	7,871

27/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	145,317	299,353.02	Ordinary	145,317
27/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	62,530	128,811.80	Ordinary	62,530
28/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	1,176	2,422.56	Ordinary	1,176
28/02/2018	HSBC Custody Nominees (Australia) Limited.	Buy	44,053	90,308.65	Ordinary	44,053
4/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-2,584	-5,245.52	Ordinary	2,584
4/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-16,754	-33,843.08	Ordinary	16,754
5/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-908	-1,834.16	Ordinary	908
6/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-22,746	-45,946.92	Ordinary	22,746
11/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-1,329	-2,684.58	Ordinary	1,329
12/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-2,793	-5,641.86	Ordinary	2,793
17/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-1,368	-2,763.36	Ordinary	1,368
18/04/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-1,533	-3,096.66	Ordinary	1,533
17/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	100,433	142,614.86	Ordinary	100,433
17/09/2018	HSBC Custody Nominees (Australia) Limited.	Buy	21,132	30,007.44	Ordinary	21,132
Total			276,985	500,216.49		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/02/2018	State Street Australia Limited	Sell	-13,105	-25,292.65	Ordinary	13,105
13/02/2018	State Street Australia Limited	Sell	-4,754	-9,175.22	Ordinary	4,754
14/02/2018	State Street Australia Limited	Sell	-6,727	-12,915.84	Ordinary	6,727
14/02/2018	State Street Australia Limited	Sell	-39,027	-74,931.84	Ordinary	39,027
27/02/2018	State Street Australia Limited	Buy	145,793	300,333.58	Ordinary	145,793
27/02/2018	State Street Australia Limited	Buy	338,819	697,967.14	Ordinary	338,819
28/02/2018	State Street Australia Limited	Buy	102,703	210,541.15	Ordinary	102,703
28/02/2018	State Street Australia Limited	Buy	2,741	5,646.46	Ordinary	2,741
5/04/2018	State Street Australia Limited	Sell	-2,093	-4,227.86	Ordinary	2,093
6/04/2018	State Street Australia Limited	Sell	-31,063	-62,747.26	Ordinary	31,063
6/04/2018	State Street Australia Limited	Sell	-21,367	-43,161.34	Ordinary	21,367
11/04/2018	State Street Australia Limited	Sell	-3,064	-6,189.28	Ordinary	3,064
12/04/2018	State Street Australia Limited	Sell	-6,437	-13,002.74	Ordinary	6,437
17/04/2018	State Street Australia Limited	Sell	-3,152	-6,367.04	Ordinary	3,152
18/04/2018	State Street Australia Limited	Sell	-3,533	-7,136.66	Ordinary	3,533
7/09/2018	State Street Australia Limited	Buy	33,569	58,745.75	Ordinary	33,569
10/09/2018	State Street Australia Limited	Buy	55,442	97,023.50	Ordinary	55,442
11/09/2018	State Street Australia Limited	Buy	93,093	162,912.75	Ordinary	93,093
17/09/2018	State Street Australia Limited	Buy	353,932	502,583.44	Ordinary	353,932
17/09/2018	State Street Australia Limited	Buy	74,470	105,747.40	Ordinary	74,470
13/02/2018	State Street Australia Limited	Sell	-8,907	-17,190.51	Ordinary	8,907
14/02/2018	State Street Australia Limited	Sell	-22,765	-43,708.80	Ordinary	22,765
27/02/2018	State Street Australia Limited	Buy	168,556	347,225.36	Ordinary	168,556
27/02/2018	State Street Australia Limited	Buy	72,529	149,409.74	Ordinary	72,529
28/02/2018	State Street Australia Limited	Buy	51,092	104,738.60	Ordinary	51,092
28/02/2018	State Street Australia Limited	Buy	1,364	2,809.84	Ordinary	1,364
5/04/2018	State Street Australia Limited	Sell	-1,041	-2,102.82	Ordinary	1,041
6/04/2018	State Street Australia Limited	Sell	-26,080	-52,681.60	Ordinary	26,080
11/04/2018	State Street Australia Limited	Sell	-1,524	-3,078.48	Ordinary	1,524
12/04/2018	State Street Australia Limited	Sell	-3,202	-6,468.04	Ordinary	3,202

17/04/2018	State Street Australia Limited	Sell	-1,568	-3,167.36	Ordinary	1,568
18/04/2018	State Street Australia Limited	Sell	-1,757	-3,549.14	Ordinary	1,757
7/09/2018	State Street Australia Limited	Buy	16,931	29,629.25	Ordinary	16,931
10/09/2018	State Street Australia Limited	Buy	27,584	48,272.00	Ordinary	27,584
11/09/2018	State Street Australia Limited	Buy	46,432	81,256.00	Ordinary	46,432
17/09/2018	State Street Australia Limited	Buy	36,975	52,504.50	Ordinary	36,975
17/09/2018	State Street Australia Limited	Buy	175,731	249,538.02	Ordinary	175,731
Total			1,596,590	2,809,790.00		

Pendal Institutional Limited Total :	1,901,302	3,354,281.99
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