

**Form 603**  
**Corporations Act 2001**  
**Section 671B**  
**Notice of initial substantial holder**

To: Company Name/Scheme: **ADAIRS LIMITED**

ACN/ARSN: **147 375 451**

**1. Details of substantial holder**

Name Carol Australia Holdings Pty Limited ACN 630 725 558 and its related bodies corporate listed in annexure A

The holder became a substantial holder on: **02/08/2019**

**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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

| Class of securities        | Number of securities | Person's votes | Voting power (%) |
|----------------------------|----------------------|----------------|------------------|
| Fully Paid ordinary shares | 10,798,189           | 10,798,189     | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Class and number of securities       |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| Colonial First State Asset Management (Australia) Limited ACN 114 194 311 | Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity. | 6,769,603 Fully paid ordinary shares |
| Realindex Investments Pty Limited ACN 133 312 017                         | Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager, as provided for under its investment mandates. In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.  | 4,028,586 Fully paid 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 | Class and number of securities       |
|---------------------------------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------|
| Colonial First State Asset Management (Australia) Limited ACN 114 194 311 | Citibank N A Hong Kong                    |                                            | 2,029,568 Fully paid ordinary shares |
| Colonial First State Asset Management (Australia) Limited ACN 114 194 311 | Citicorp Nominees Pty Limited (Australia) |                                            | 4,740,035 Fully paid ordinary shares |
| Realindex Investments Pty Limited ACN 133 312 017                         | Citibank N A Hong Kong                    |                                            | 2,250,343 Fully paid ordinary shares |

|                                                   |                             |  |                                    |
|---------------------------------------------------|-----------------------------|--|------------------------------------|
| Realindex Investments Pty Limited ACN 133 312 017 | JP Morgan Chase Bank NA     |  | 281,598 Fully paid ordinary shares |
| Realindex Investments Pty Limited ACN 133 312 017 | JPMorgan (UK)               |  | 611,272 Fully paid ordinary shares |
| Realindex Investments Pty Limited ACN 133 312 017 | National Custodian Services |  | 885,373 Fully paid 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 |          | Class and number of securities |
|-------------------------------|---------------------|---------------|----------|--------------------------------|
|                               |                     | Cash          | Non-cash |                                |
| See annexure B to this notice |                     |               |          |                                |

#### 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                                                                                    |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| Colonial First State Asset Management (Australia) Limited ACN 114 194 311 | A wholly-owned subsidiary, and therefore related body corporate, of Carol Australia Holdings Pty Limited |
| Realindex Investments Pty Limited ACN 133 312 017                         | A wholly-owned subsidiary, and therefore related body corporate, of Carol Australia Holdings Pty Limited |

#### 7. Addresses

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

| Name                                                                      | Address                                                               |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Colonial First State Asset Management (Australia) Limited ACN 114 194 311 | Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia |
| Realindex Investments Pty Limited ACN 133 312 017                         | Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia |

#### 8. Signature



Dated the 05 day of August 2019

Liz Hastlow - Company Secretary

## Annexure A

This is annexure A referred to in Form 603, Notice of initial substantial holder dated 02/08/2019



Liz Hastilow

Company Secretary

Dated the 05/08/2019

## SCHEDULE

CFSGAM IP HOLDINGS PTY LIMITED (ACN 625 765 399)  
CFSGAM SERVICES PTY LTD (ACN 624 305 595)  
CFSPAI EUROPE CO LIMITED (COMPANY CODE C41267)  
CFSPAI EUROPE HOLDCO LIMITED (COMPANY CODE C41260)  
COLONIAL FIRST STATE ASSET MANAGEMENT (AUSTRALIA) LIMITED (ACN 114 194 311)  
COLONIAL FIRST STATE INFRASTRUCTURE HOLDINGS LIMITED (ACN 085 313 926)  
COLONIAL FIRST STATE INFRASTRUCTURE MANAGERS (AUSTRALIA) PTY LTD (ACN 101 384 294)  
COLONIAL FIRST STATE INVESTMENT MANAGERS (UK) LIMITED (COMPANY NO. 00153197)  
COLONIAL FIRST STATE MANAGED INFRASTRUCTURE LIMITED (ACN 006 464 428)  
EDIF II GP S.A.R.L. (COMPANY NO. B204413)  
FIRST STATE EUROPEAN DIVERSIFIED INFRASTRUCTURE S.A.R.L. (COMPANY NO. B134314)  
FIRST STATE INFRASTRUCTURE MANAGERS (INTERNATIONAL) LIMITED (COMPANY NO. 298444)  
FIRST STATE INVESTMENT MANAGEMENT (UK) LIMITED (COMPANY NO. SC047708)  
FIRST STATE INVESTMENT MANAGERS (ASIA) LIMITED (ACN 054 571 701)  
FIRST STATE INVESTMENT SERVICES (UK) LIMITED (COMPANY NO. 03904320)  
FIRST STATE INVESTMENTS (HONG KONG) LIMITED (CR NO. 0206616)  
FIRST STATE INVESTMENTS (IRELAND) LIMITED (COMPANY NO. 629188)  
FIRST STATE INVESTMENTS (JAPAN) LIMITED (COMPANY NUMBER 0104-01-093090)  
FIRST STATE INVESTMENTS (SINGAPORE) (COMPANY NO. 02294743)  
FIRST STATE INVESTMENTS (UK HOLDINGS) LIMITED (COMPANY NO. 03904310)  
FIRST STATE INVESTMENTS (UK) LIMITED (COMPANY NO. 02294743)  
FIRST STATE INVESTMENTS (US) LLC (FILE NUMBER 546 9442)  
FIRST STATE INVESTMENTS FUND MANAGEMENT S.A.R.L (COMPANY NO. B128117)  
FIRST STATE INVESTMENTS HOLDINGS (SINGAPORE) LIMITED (REGISTRATION NO. 199901706Z)  
FIRST STATE INVESTMENTS INTERNATIONAL LIMITED (COMPANY NO. SC079063)  
FIRST STATE NOMINEES (HONG KONG) LIMITED (CR NO. 0206615)  
FSIB LTD  
MITSUBISHI UFJ FINANCIAL GROUP, INC  
MITSUBISHI UFJ TRUST AND BANKING CORPORATION  
REALINDEX INVESTMENTS PTY LIMITED (ACN 133 312 017)  
SI HOLDINGS LIMITED (COMPANY NO. SC109439)  
TOTAL KEEN INVESTMENT LIMITED (CR NO. 0580652)

## Annexure B

This is annexure B referred to in Form 603, Notice of initial substantial holder dated 02/08/2019



Liz Hastilow

Company Secretary

Dated the 05/08/2019

| Holder of relevant interest                       | Date of acquisition     | Consideration cash | Consideration non-cash | Class and number of securities affected |
|---------------------------------------------------|-------------------------|--------------------|------------------------|-----------------------------------------|
| Realindex Investments Pty Limited ACN 133 312 017 | Monday, 22 July 2019    | 45,991.36          |                        | 30,616 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Thursday, 18 July 2019  | 87,489.13          |                        | 58,086 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Thursday, 18 July 2019  | 18,889.25          |                        | 12,541 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Thursday, 18 July 2019  | 10,318.98          |                        | 6,851 Ordinary shares                   |
| Realindex Investments Pty Limited ACN 133 312 017 | Thursday, 18 July 2019  | 14,912.89          |                        | 9,901 Ordinary shares                   |
| Realindex Investments Pty Limited ACN 133 312 017 | Friday, 05 July 2019    | 41,058.61          |                        | 26,710 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Thursday, 04 July 2019  | 16,608.00          |                        | 11,072 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Tuesday, 02 July 2019   | 190,655.62         |                        | 128,146 Ordinary shares                 |
| Realindex Investments Pty Limited ACN 133 312 017 | Monday, 01 July 2019    | 120,046.96         |                        | 83,043 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Friday, 28 June 2019    | 92,052.21          |                        | 64,789 Ordinary shares                  |
| Realindex Investments Pty Limited ACN 133 312 017 | Friday, 28 June 2019    | 103,057.73         |                        | 72,535 Ordinary shares                  |
| Management (Australia) Limited ACN 114 194 311    | Monday, 24 June 2019    | 1,519,561.02       |                        | 1,050,291 Ordinary shares               |
| Management (Australia) Limited ACN 114 194 311    | Monday, 24 June 2019    | 650,638.98         |                        | 449,709 Ordinary shares                 |
| Realindex Investments Pty Limited ACN 133 312 017 | Wednesday, 19 June 2019 | 595,897.12         |                        | 327,416 Ordinary shares                 |
| Realindex Investments Pty Limited ACN 133 312 017 | Thursday, 30 May 2019   | 16,586.52          |                        | 8,252 Ordinary shares                   |
| Realindex Investments Pty Limited ACN 133 312 017 | Monday, 06 May 2019     | 19,867.05          |                        | 11,376 Ordinary shares                  |