

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

Notice of Initial Substantial Holder

To: **ADAIRS 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 9 June 2016

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	8,377,337	8,377,337	5.05%

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
2/10/2016	FIL	BUY	2.52	10,615	10,615
2/10/2016	FIL	BUY	2.52	44,534	44,534
2/11/2016	FIL	BUY	2.51	9,346	9,346
2/11/2016	FIL	BUY	2.51	39,210	39,210
2/12/2016	FIL	BUY	2.48	4,812	4,812
2/12/2016	FIL	BUY	2.48	20,188	20,188
2/15/2016	FIL	BUY	2.49	4,596	4,596
2/15/2016	FIL	BUY	2.49	19,283	19,283
2/16/2016	FIL	BUY	2.51	6,155	6,155
2/16/2016	FIL	BUY	2.51	25,822	25,822
2/17/2016	FIL	BUY	2.55	14,059	14,059
2/17/2016	FIL	BUY	2.55	58,981	58,981
2/18/2016	FIL	BUY	2.60	3,727	3,727
2/18/2016	FIL	BUY	2.60	15,637	15,637
2/23/2016	FIL	BUY	2.65	18,165	18,165
2/23/2016	FIL	BUY	2.65	76,207	76,207
2/24/2016	FIL	BUY	2.64	49,401	49,401
2/24/2016	FIL	BUY	2.64	207,247	207,247
2/25/2016	FIL	BUY	2.64	4,924	4,924
2/25/2016	FIL	BUY	2.64	20,660	20,660
2/26/2016	FIL	BUY	2.63	51,081	51,081
2/26/2016	FIL	BUY	2.63	214,295	214,295
3/9/2016	FIL	Transition in	2.44	433,900	433,900
4/1/2016	FIL	Transition in	2.40	273,566	273,566
5/11/2016	FIL	BUY	2.53	141,407	141,407
5/12/2016	FIL	BUY	2.60	8,107	8,107
5/13/2016	FIL	BUY	2.53	27,478	27,478
5/16/2016	FIL	BUY	2.52	10,835	10,835
5/17/2016	FIL	BUY	2.50	15,379	15,379
5/18/2016	FIL	BUY	2.43	104,906	104,906
5/18/2016	FIL	BUY	2.45	39,275	39,275
5/18/2016	FIL	BUY	2.42	21,577	21,577
5/18/2016	FIL	BUY	2.48	502,172	502,172
5/18/2016	FIL	BUY	2.45	64,211	64,211

5/18/2016	FIL	BUY	2.45	7,675	7,675
5/18/2016	FIL	BUY	2.45	23,534	23,534
5/18/2016	FIL	BUY	2.43	133,649	133,649
5/18/2016	FIL	BUY	2.45	49,838	49,838
5/18/2016	FIL	BUY	2.42	27,490	27,490
5/18/2016	FIL	BUY	2.45	8,771	8,771
5/18/2016	FIL	BUY	2.43	22,265	22,265
5/18/2016	FIL	BUY	2.45	8,285	8,285
5/18/2016	FIL	BUY	2.42	4,580	4,580
5/19/2016	FIL	BUY	2.41	62,402	62,402
5/19/2016	FIL	BUY	2.41	102,022	102,022
5/19/2016	FIL	BUY	2.41	12,195	12,195
5/19/2016	FIL	BUY	2.41	37,393	37,393
5/19/2016	FIL	BUY	2.41	79,186	79,186
5/19/2016	FIL	BUY	2.41	13,936	13,936
5/19/2016	FIL	BUY	2.41	13,163	13,163
5/20/2016	FIL	BUY	2.41	520	520
5/23/2016	FIL	BUY	2.42	3,681	3,681
5/23/2016	FIL	BUY	2.42	2,861	2,861
5/23/2016	FIL	BUY	2.42	2,861	2,861
5/23/2016	FIL	BUY	2.42	2,861	2,861
5/24/2016	FIL	BUY	2.44	80,066	80,066
5/24/2016	FIL	BUY	2.44	129,886	129,886
5/24/2016	FIL	BUY	2.44	14,955	14,955
5/24/2016	FIL	BUY	2.44	47,286	47,286
5/24/2016	FIL	BUY	2.44	101,600	101,600
5/24/2016	FIL	BUY	2.44	17,189	17,189
5/24/2016	FIL	BUY	2.44	16,889	16,889
5/25/2016	FIL	BUY	2.44	12,052	12,052
5/25/2016	FIL	BUY	2.44	19,551	19,551
5/25/2016	FIL	BUY	2.44	2,854	2,854
5/25/2016	FIL	BUY	2.44	7,118	7,118
5/25/2016	FIL	BUY	2.44	15,293	15,293
5/25/2016	FIL	BUY	2.44	2,854	2,854
5/25/2016	FIL	BUY	2.44	2,854	2,854
5/26/2016	FIL	BUY	2.41	4,817	4,817
5/26/2016	FIL	BUY	2.41	7,813	7,813
5/26/2016	FIL	BUY	2.41	2,880	2,880
5/26/2016	FIL	BUY	2.41	2,880	2,880
5/26/2016	FIL	BUY	2.41	6,112	6,112
5/26/2016	FIL	BUY	2.41	2,880	2,880
5/26/2016	FIL	BUY	2.41	2,880	2,880
5/30/2016	FIL	BUY	2.43	30,563	30,563
5/30/2016	FIL	BUY	2.37	4,794	4,794
5/30/2016	FIL	BUY	2.43	44,786	44,786
5/30/2016	FIL	BUY	2.43	5,372	5,372

5/30/2016	FIL	BUY	2.43	18,046	18,046
5/30/2016	FIL	BUY	2.43	38,783	38,783
5/30/2016	FIL	BUY	2.43	6,286	6,286
5/30/2016	FIL	BUY	2.43	6,164	6,164
5/31/2016	FIL	BUY	2.40	4,935	4,935
5/31/2016	FIL	BUY	2.40	2,900	2,900
5/31/2016	FIL	BUY	2.40	2,900	2,900
5/31/2016	FIL	BUY	2.40	2,900	2,900
6/2/2016	FIL	BUY	2.38	2,930	2,930
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	5,437	5,437
6/2/2016	FIL	BUY	2.38	3,882	3,882
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	4,318	4,318
6/2/2016	FIL	BUY	2.38	3,082	3,082
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/2/2016	FIL	BUY	2.38	2,901	2,901
6/3/2016	FIL	BUY	2.44	34,817	34,817
6/3/2016	FIL	BUY	2.44	55,640	55,640
6/3/2016	FIL	BUY	2.44	5,281	5,281
6/3/2016	FIL	BUY	2.44	19,634	19,634
6/3/2016	FIL	BUY	2.44	44,181	44,181
6/3/2016	FIL	BUY	2.44	5,844	5,844
6/3/2016	FIL	BUY	2.44	5,700	5,700
6/6/2016	FIL	BUY	2.45	10,101	10,101
6/6/2016	FIL	BUY	2.44	9,949	9,949
6/6/2016	FIL	BUY	2.45	16,159	16,159
6/6/2016	FIL	BUY	2.44	15,882	15,882
6/6/2016	FIL	BUY	2.45	2,781	2,781
6/6/2016	FIL	BUY	2.44	2,781	2,781
6/6/2016	FIL	BUY	2.45	5,683	5,683
6/6/2016	FIL	BUY	2.44	5,623	5,623
6/6/2016	FIL	BUY	2.45	12,825	12,825
6/6/2016	FIL	BUY	2.44	12,617	12,617
6/6/2016	FIL	BUY	2.45	2,781	2,781
6/6/2016	FIL	BUY	2.44	2,781	2,781
6/6/2016	FIL	BUY	2.45	2,781	2,781
6/6/2016	FIL	BUY	2.44	2,781	2,781
6/9/2016	FIL	BUY	2.46	53,640	53,640
6/9/2016	FIL	BUY	2.46	85,721	85,721
6/9/2016	FIL	BUY	2.46	7,193	7,193

6/9/2016	FIL	BUY	2.46	30,249	30,249
6/9/2016	FIL	BUY	2.46	68,068	68,068
6/9/2016	FIL	BUY	2.46	8,181	8,181
6/9/2016	FIL	BUY	2.46	7,928	7,928
			Total Buys	3,725,958	3,725,958
			Transition in	707,466	707,466
			Net Buys	4,433,424	4,433,424

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: 14 June 2016

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 Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON	Investment Discretion/ Voting Power	743,562
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	JP MORGAN, BOURNEMOUTH (C)		6,049,106
		CITIBANK LTD MELBOURNE (C)		695,755
		NATIONAL ASTL BK MELBOURNE (S)		888,914
Grand Total				8,377,337