

Facsimile Transmission



Wilson HTM
INVESTMENT GROUP

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To: Company Announcements Office
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From: Michelle Brady
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Date: 22 August 2012
Subject: Notice of Change of Interests of Substantial Holder
Pages (incl. Cover): 6

Please find attached a Form 604 Notice of change of interests of substantial holder, for holdings in Hyperion Flagship Investments Limited (HIP) held by Wilson HTM Investment Group Limited.

Michelle Brady
Company Secretary

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme HYPERION FLAGSHIP INVESTMENTS LIMITED (HIP)ACN/ARSN 080 135 897**1. Details of substantial holder (1)**Name Wilson HTM Investment Group Ltd and their associates listed in Annexure "C" to this noticeACN/ARSN (if applicable) ACN 100 325 184There was a change in the interests of the substantial holder on 20/08/2012The previous notice was given to the company on 04/04/2011The previous notice was dated 31/03/2011**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 to 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 | 2781107 | 11.15% | 2472317 | 10.12% |
| | | | | |

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 |
|------------------|--|----------------------|---|---|-------------------------|
| Refer 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 (8) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| Refer Annexure B | | | | | |
| | | | | | |
| | | | | | |

5. Changes in association

The persons who have become associates (2) of, 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 |
|-----------------------------------|-----------------------|
| Refer Annexure C | |
| | |

6. Addresses

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

| Name | Address |
|-------------------|---|
| ALL persons named | Level 38, 71 Eagle Street, Brisbane, QLD 4000 |
| | |

Signature

| | | | |
|------------|----------------|----------|-------------------|
| print name | Michelle Brady | capacity | Company Secretary |
| sign here | <i>M Brady</i> | date | 22/08/2012 |

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 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 or 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 (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Hyperion Flagship Investments Limited
Annexure A**

| Date of Change | Person whose relevant interest changed | Nature of change | Consideration | Number of Securities |
|--------------------------|---|-----------------------------|----------------------|-----------------------------|
| 09/06/2011 to 27/07/2012 | Individually Managed Accounts | Buy | 492026.56 | 430452 |
| 13/06/2012 | Individually Managed Accounts | Obtaining Relevant Interest | 0 | 10000 |
| 18/04/2011 to 20/08/2012 | Individually Managed Accounts | Sell | 755769.93 | 671242 |
| 01/08/2011 to 07/03/2012 | Individually Managed Accounts | Ceasing Relevant Interest | 0 | 78000 |

This is Annexure "A" of 1 page as mentioned in form 604 Notice of change substantial holder

M. Brady

 Michelle Brady
 Company Secretary

Date: 22 August 2012

Hyperion Flagship Investments Limited

Annexure B

| Holder of Relevant Interest | Registered Holder of Securities | Person entitled to be Registered as Holder | Nature of Relevant Interest | Class and Number of Securities | Persons Votes |
|-----------------------------|---------------------------------|--|--|--------------------------------|---------------|
| WilsonHTM | Various Private Clients | Individually Managed Accounts | Wilson HTM Limited, in its capacity as Investment Manager for the persons or trusts listed beside its name or in its own holdings, has the power to control voting and/or the disposal of securities. Wilson HTM limited is a controlled body corporate of Wilson HTM Investment Group Ltd within the meaning of section 608(3) of the Corporations Act. | 2472317 Ordinary Fully Paid | 2472317 |

This is Annexure 'B' of 1 page as mentioned in form 604 Notice of change of interests of substantial holder

M. Brady

 Michelle Brady
 Company Secretary

Date: 22 August 2012

**Hyperion Flagship Investments Limited
Annexure C**

| Name | Nature of Association |
|--|--|
| Wilson HTM Corporate Finance Ltd ACN 057 547 323 | Wilson HTM Corporate Finance Ltd ACN 057 547 323 is a controlled body of Wilson HTM Investment Group Limited within the meaning of Section 608(3) of the Corporations Act. |
| WHTM Capital Management Limited ACN 082 494 362 | WHTM Capital Management Limited ACN 082 494 362 is a controlled body of Wilson HTM Investment Group Limited within the meaning of Section 608(3) of the Corporations Act. |
| Wilson HTM Funds Management Pty Ltd ACN 120 826 575 | Wilson HTM Funds Management Pty Ltd ACN 120 826 575 is a controlled body of Wilson HTM Investment Group Limited within the meaning of Section 608(3) of the Corporations Act. |
| Wilson HTM Investment Management Pty Ltd ACN 116 943 456 | Wilson HTM Investment Management Pty Ltd ACN 116 943 456 is a controlled body of Wilson HTM Investment Group Limited within the meaning of Section 608(3) of the Corporations Act. |
| Wilson HTM Ltd ACN 010 529 665 | Wilson HTM Ltd ACN 010 529 665 is a controlled body of Wilson HTM Investment Group Limited within the meaning of Section 608(3) of the Corporations Act. |

This is Annexure "C" of 1 page as mentioned in form 604 Notice of change substantial holder

M. Brady

Michelle Brady
Company Secretary

Date: 22 August 2012