

## Facsimile Transmission

# HYPERION

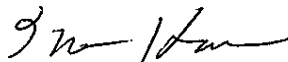
## ASSET MANAGEMENT

**To:** Company Announcements Office  
**Company:** ASX  
**Fax No:** 02 9347 0005  
**From:** Ian Harrison  
**E-Mail:** ian.harrison@hyperion.com.au  
**Date:** 3 February, 2014  
**Subject:** Notice of change to substantial shareholder  
**Pages (incl. Cover):** 7

**Hyperion Asset Management Limited**  
Level 22  
307 Queen Street  
Brisbane Qld 4000  
GPO Box 1205  
Brisbane Qld 4001  
Telephone 07 3020 3700  
Facsimile 07 3020 3701  
[www.hyperion.com.au](http://www.hyperion.com.au)  
[clientservices@hyperion.com.au](mailto:clientservices@hyperion.com.au)

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Attached is a Form 604 Notice of change of interests of substantial shareholder in Wotif.com Holdings Limited by Hyperion Asset Management Limited.



**Ian Harrison**  
Company Secretary

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Wotif.com Holdings Limited (WTF)ACN/ARSN ACN 093 000 456**1. Details of substantial holder (1)**Name Hyperion Asset Management Limited (Hyperion)ACN/ARSN (if applicable) ACN 080 135 897There was a change in the interests of the  
substantial holder on 30/01/2014The previous notice was given to the company on 18/06/2012The previous notice was dated 18/06/2012**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)
<b>Ordinary Shares</b>	<b>23,820,832</b>	<b>11.25%</b>	<b>19,389,665</b>	<b>9.16%</b>

**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
<b>Refer</b>	<b>Annexure A</b>				

**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
<b>Refer</b>	<b>Annexure B</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

**6. Addresses**

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

Name	Address
Hyperion Asset Management Limited	Level 22, 307 Queen Street, Brisbane, QLD 4000

**Signature**

print name      **Mr I W Harrison**      capacity      **Company Secretary**

sign here            date      **03/02/2014**

**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.

WOTIF.COM HOLDINGS LIMITED

Annexure A

From 13/06/2012 through 30/01/2014

Security Code:	FromDate	ToDate	Account Code	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Number of Securities
WTF.ASX	13-Jun-12	30-Jan-14	AUSCOAL	Auscoal Superannuation Pty Ltd	BUY	1,087,561.72	209,447
	13-Jun-12	30-Jan-14	AUSCOAL	Auscoal Superannuation Pty Ltd	SELL	-1,436,351.61	-448,705
	13-Jun-12	30-Jan-14	BUSSQ	BUSS (Queensland) Pty Ltd	BUY	363,996.23	80,024
	13-Jun-12	30-Jan-14	BUSSQ	BUSS (Queensland) Pty Ltd	SELL	-328,042.00	-136,998
	13-Jun-12	30-Jan-14	CBASUPER	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	BUY	605,194.44	140,001
	13-Jun-12	30-Jan-14	CBASUPER	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	SELL	-2,684,549.82	-748,759
	13-Jun-12	30-Jan-14	COALMINING	Coal Mining (Long Service Leave) Funding Corporation	BUY	681,255.76	167,326
	13-Jun-12	30-Jan-14	COALMINING	Coal Mining (Long Service Leave) Funding Corporation	SELL	-431,494.58	-126,796
	13-Jun-12	30-Jan-14	COINVEST	CoINVEST Limited	BUY	459,873.51	83,961
	13-Jun-12	30-Jan-14	COINVEST	CoINVEST Limited	SELL	-128,694.91	-53,746
	13-Jun-12	30-Jan-14	ESISUPER	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>	BUY	336,186.26	81,726
	13-Jun-12	30-Jan-14	ESISUPER	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>	SELL	-1,225,077.26	-330,638
	13-Jun-12	30-Jan-14	FAWKNHAML200	The Greater Metropolitan Cemeteries Trust	BUY	2,008.48	488
	13-Jun-12	30-Jan-14	FAWKNHAML200	The Greater Metropolitan Cemeteries Trust	SELL	-95,907.96	-38,166
	13-Jun-12	30-Jan-14	HEALTHSUPER	First State Super	BUY	5,070,724.76	1,208,285
	13-Jun-12	30-Jan-14	HEALTHSUPER	First State Super	SELL	-1,343,376.40	-660,716
	13-Jun-12	30-Jan-14	HIPHAMLAE	Hyperion Flagship Investments Limited	SELL	-86,100,000.00	-210,000
	13-Jun-12	30-Jan-14	HYPGROWTH	Hyperion Australian Growth Companies Fund	BUY	3,302,119.55	724,308
	13-Jun-12	30-Jan-14	HYPGROWTH	Hyperion Australian Growth Companies Fund	SELL	-1,298,746.17	-617,599
	13-Jun-12	30-Jan-14	HYPSSICAV	Hyperion Global SICAV - Australian Growth Companies	SELL	-138,597.96	-33,989
	13-Jun-12	30-Jan-14	HYPSSMALLGROWTH	Hyperion Small Growth Companies Fund	BUY	8,565,736.55	1,795,934
	13-Jun-12	30-Jan-14	HYPSSMALLGROWTH	Hyperion Small Growth Companies Fund	SELL	-3,612,060.95	-1,321,908
	13-Jun-12	30-Jan-14	ICWA	Insurance Commission Western Australia	BUY	189,190.90	40,569
	13-Jun-12	30-Jan-14	ICWA	Insurance Commission Western Australia	SELL	-362,593.97	-151,411
	13-Jun-12	30-Jan-14	INGOPTIMIX	Optimix Wholesale Australian Share Trust	BUY	1,633,020.56	371,516
	13-Jun-12	30-Jan-14	INGOPTIMIX	Optimix Wholesale Australian Share Trust	SELL	-10,917,214.47	-2,698,990
	13-Jun-12	30-Jan-14	INNOVA	Innova Australian Share Fund	BUY	540,591.86	110,934
	13-Jun-12	30-Jan-14	INNOVA	Innova Australian Share Fund	SELL	-114,938.67	-34,706
	13-Jun-12	30-Jan-14	KARUHAMLAE	KARU Pty Ltd ATF Murdoch Family Trust No 1	BUY	300.45	73
	13-Jun-12	30-Jan-14	KARUHAMLAE	KARU Pty Ltd ATF Murdoch Family Trust No 1	SELL	-25,681.86	-6,299
	13-Jun-12	30-Jan-14	LOCALSUPER	Statewide Superannuation Pty Ltd	BUY	476,423.77	115,056
	13-Jun-12	30-Jan-14	LOCALSUPER	Statewide Superannuation Pty Ltd	SELL	-3,592,506.80	-817,348
	13-Jun-12	30-Jan-14	LOCALSUPER	Statewide Superannuation Pty Ltd	BUY	240,372.23	55,706
	13-Jun-12	30-Jan-14	MARITIMESUPER	Maritime Super Pty Ltd	SELL	-293,401.97	-122,518
	13-Jun-12	30-Jan-14	MARITIMESUPER	Maritime Super Pty Ltd	BUY	196,144.54	48,017
	13-Jun-12	30-Jan-14	MEATINDUSTRY	Meat Industry Employees' Superannuation Fund Pty Ltd	BUY	196,144.54	48,017
	13-Jun-12	30-Jan-14	MEATINDUSTRY	Meat Industry Employees' Superannuation Fund Pty Ltd	SELL	-224,052.53	-89,578
	13-Jun-12	30-Jan-14	MILITARYSUPER	Commonwealth Superannuation Corporation <Military Super>	SELL	-3,989,942.04	-1,002,498
	13-Jun-12	30-Jan-14	MURDSIHAML	Murdoch Investments Pty Ltd ATF The Scope Investment Trust	BUY	2,402.35	571
	13-Jun-12	30-Jan-14	MURDSIHAML	Murdoch Investments Pty Ltd ATF The Scope Investment Trust	SELL	-10,217.71	-2,559
	13-Jun-12	30-Jan-14	UNITEDSUPER	United Super Pty Ltd	BUY	1,397,980.27	340,025
	13-Jun-12	30-Jan-14	UNITEDSUPER	United Super Pty Ltd	SELL	-1,608,984.54	-671,579
	13-Jun-12	30-Jan-14	UQ	The University of Queensland	BUY	149,096.46	26,929
	13-Jun-12	30-Jan-14	UQ	The University of Queensland	SELL	-74,076.32	-30,936
	13-Jun-12	30-Jan-14	VISIONTRUST	Vision Australia Foundation ATO Vision Australia Trust	BUY	1,872.66	455
	13-Jun-12	30-Jan-14	VISIONTRUST	Vision Australia Foundation ATO Vision Australia Trust	SELL	-819,517.72	-141,266

BUY
SELL
BUY
SELL
BUY

39,510.32
-135,762.89
99,537.76
-37,253.40
1,217,525.08
<b>-94,370,418.04</b>

9,218
-27,824
25,642
-11,576
269,730
<b>-4,431,167</b>

Individually Managed Accounts
Individually Managed Accounts
Hyperion Ast Mgt - Aust Clients
Hyperion Ast Mgt - Aust Clients
Individually Managed Accounts

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30-Jan-14
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13-Jun-12
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13-Jun-12

This is Annexure "A" of 2 page(s) as mentioned in form 604 Notice of change of substantial holder

*[Handwritten Signature]*

Company Secretary

DATE 03 February 2014

Signed by:  
Capacity:

# Annexure B

As at 30 January 2014

Security Code: WTF:ASX

## WOTIF.COM HOLDINGS LIMITED

# HYPERION ASSET MANAGEMENT

Holder of Relevant Interest      Registered Holder of Security      Person entitled to be Registered as Holder      Nature of Relevant Interest      Class and Number of Securities      Personal Votes

Hyperion	JP Morgan Chase Nominees Pty Ltd < Auscoal Superannuation Pty Ltd A/C >	Auscoal Superannuation Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,828,067 Ordinary Full Paid	1,828,067
Hyperion	BNP Paribas Australia Ltd < BUSS (QUEENSLAND) PTY LTD A/C >	BUSS (Queensland) Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	704,562 Ordinary Full Paid	704,562
Hyperion	Citicorp Nominees Pty Limited < CBA Officers Superannuation Fund Pty Ltd A/C >	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	894,837 Ordinary Full Paid	894,837
Hyperion	JP Morgan Chase Nominees Pty Ltd < Coal Mining (Long Service Leave) Funding Corporation A/C >	Coal Mining (Long Service Leave) Funding Corporation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	401,038 Ordinary Full Paid	401,038
Hyperion	JP Morgan Chase Nominees Pty Ltd < COINVEST Limited A/C >	COINVEST Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	317,522 Ordinary Full Paid	317,522
Hyperion	National Nominees Ltd < Electricity Supply Industry Super A/C >	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	835,955 Ordinary Full Paid	835,955
Hyperion	RBC Investor Services Pty Limited < FAWKNER A/C >	The Greater Metropolitan Cemeteries Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	108,244 Ordinary Full Paid	108,244
Hyperion	JP Morgan Chase Nominees Pty Ltd < Health Super A/C >	First State Super	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	3,403,196 Ordinary Full Paid	3,403,196
Hyperion	RBC Investor Services Pty Limited < Hyperion Small Growth Companies Fund A/C >	Hyperion Australian Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,207,753 Ordinary Full Paid	1,207,753
Hyperion	RBC Investor Services Pty Limited < Hyperion Small Growth Companies Fund A/C >	Hyperion Small Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	764,742 Ordinary Full Paid	764,742
Hyperion	BNP Paribas Australia Ltd < Insurance Commission of Western Australia A/C >	Insurance Commission Western Australia	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	864,699 Ordinary Full Paid	864,699
Hyperion	JP Morgan Chase Nominees Pty Ltd < Optimix Wholesale Australian Share Trust A/C >	Optimix Wholesale Australian Share Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,657,001 Ordinary Full Paid	1,657,001
Hyperion	State Street Australia Pty Ltd < Innova Australian Share Fund A/C >	Innova Australian Share Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	93,850 Ordinary Full Paid	93,850
Hyperion	RBC Investor Services Pty Limited < KARU A/C >	KARU Pty Ltd ATF Murdoch Family Trust No 1	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	12,943 Ordinary Full Paid	12,943

Hyperion	National Nominees Ltd < Maritime Super Pty Ltd A/C >	Maritime Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in 766,177 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	766,177
Hyperion	JP Morgan Chase Nominees Pty Ltd < Meat Industry Employees' Superannuation Fund Pty Ltd >	Meat Industry Employees' Superannuation Fund Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in 290,561 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	290,561
Hyperion	RBC Investor Services Pty Limited <Scope Investment Trust A/C >	Murdoch Investments Pty Ltd ATF The Scope Investment Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in 2,745 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	2,745
Hyperion	National Nominees Ltd < United Super Pty Ltd A/C >	United Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in 3,783,178 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	3,783,178
Hyperion	RBC Investor Services Pty Limited < University of Queensland A/C >	The University of Queensland	Hyperion Asset Management Limited, in its capacity as Investment Manager or in 213,902 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	213,902
Hyperion	Individually Managed Accounts		Hyperion Asset Management Limited, in its capacity as Investment Manager or in 1,120,430 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,120,430
Hyperion	IAS Accounts		Hyperion Asset Management Limited, in its capacity as Investment Manager or in 118,263 Ordinary Full Paid its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	118,263
				<hr/>
				<b>19,389,665</b>

This is Annexure "B" of 2 pages as mentioned in form 604 Notice of change of interests of substantial holder

Signed by: *John Stan*

Capacity: Company Secretary

DATE 3 February 2014