

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company name/ Scheme AMP CAPITAL CHINA GROWTH FD

ACN/ARSN 122 303 744

1. Details of substantial holder (1)

Name Weiss Asset Management LP and on behalf of Brookdale International Partners, L.P., Brookdale Global Opportunity Fund, BIP GP LLC, WAM GP LLC and Andrew Weiss (**Weiss Group**)

ACN/ARSN (if applicable) Not applicable

The holder became a substantial holder on October 21, 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	Persons' votes (5)	Voting power (6)
Fully Paid Units ("Shares")	23,639,655	23,639,655	5.0 %

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 (7)	Class and number of securities
Brookdale International Partners, L.P.	Relevant interest holder under sections 608(1)(b), and 608(1)(c) of the Corporations Act and through the relevant interests held by its associate Brookdale Global Opportunity Fund	23,639,655
Brookdale Global Opportunity Fund	Relevant interest holder under sections 608(1)(b), and 608(1)(c) of the Corporations Act and through the relevant interests held by its associate Brookdale International Partners, L.P.	23,639,655
Weiss Asset Management LP	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as investment manager of Brookdale International Partners, L.P. and Brookdale Global Opportunity Fund.	23,639,655
BIP GP LLC	Relevant interest holder under sections 608(1)(b), and 608(1)(c) of the Corporations Act as general partner of Brookdale International Partners, L.P. and through the relevant interests held by its associate WAM GP LLC	23,639,655
WAM GP LLC	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as general partner of Weiss Asset Management LP	23,639,655
Andrew Weiss	Relevant interest holder under sections 608(1)(b), 608(1)(c) and 608(3) of the Corporations Act through his control of BIP GP LLC and WAM GP LLC.	23,639,655

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 (8)	Class and number of securities
Weiss Group	HSBC Custody Nominees (Australia) Limited	Brookdale International Partners, L.P. in respect of 14,662,543 Shares and Brookdale Global Opportunity Fund in respect of 8,977,112 Shares	23,639,655 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 (9)		Class and number of securities
		Cash	Non-Cash	
Weiss Group	Jun 29, 2016	47,891	0	55,111 Shares
Weiss Group	Jun 29, 2016	78,139	0	89,918 Shares
Weiss Group	Jun 30, 2016	32,401	0	37,243 Shares
Weiss Group	Jun 30, 2016	19,859	0	22,827 Shares
Weiss Group	Jul 06, 2016	30,785	0	34,785 Shares
Weiss Group	Jul 06, 2016	135,280	0	152,000 Shares
Weiss Group	Jul 06, 2016	50,227	0	56,754 Shares
Weiss Group	Jul 06, 2016	220,720	0	248,000 Shares
Weiss Group	Jul 22, 2016	20,501	0	22,779 Shares
Weiss Group	Jul 22, 2016	12,566	0	13,962 Shares
Weiss Group	Jul 25, 2016	15,156	0	16,840 Shares
Weiss Group	Jul 25, 2016	24,728	0	27,476 Shares
Weiss Group	Jul 27, 2016	9,553	0	10,498 Shares
Weiss Group	Jul 27, 2016	5,855	0	6,434 Shares
Weiss Group	Jul 28, 2016	60,427	0	66,777 Shares
Weiss Group	Jul 28, 2016	98,592	0	108,953 Shares
Weiss Group	Jul 29, 2016	150,325	0	166,105 Shares
Weiss Group	Jul 29, 2016	92,135	0	101,807 Shares
Weiss Group	Aug 01, 2016	64,185	0	71,317 Shares
Weiss Group	Aug 01, 2016	104,724	0	116,360 Shares
Weiss Group	Aug 02, 2016	102,726	0	114,140 Shares
Weiss Group	Aug 02, 2016	62,960	0	69,956 Shares
Weiss Group	Aug 03, 2016	39,186	0	43,783 Shares
Weiss Group	Aug 03, 2016	63,934	0	71,435 Shares
Weiss Group	Aug 04, 2016	55,316	0	62,000 Shares
Weiss Group	Aug 04, 2016	33,904	0	38,000 Shares
Weiss Group	Aug 05, 2016	22,927	0	25,781 Shares
Weiss Group	Aug 05, 2016	37,407	0	42,063 Shares
Weiss Group	Aug 08, 2016	34,231	0	38,462 Shares
Weiss Group	Aug 08, 2016	20,981	0	23,574 Shares
Weiss Group	Aug 09, 2016	42,482	0	47,781 Shares
Weiss Group	Aug 09, 2016	69,313	0	77,959 Shares

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Weiss Group	Aug 10, 2016	83,260	0	94,079 Shares
Weiss Group	Aug 10, 2016	51,030	0	57,661 Shares
Weiss Group	Aug 11, 2016	57,230	0	64,931 Shares
Weiss Group	Aug 11, 2016	93,375	0	105,939 Shares
Weiss Group	Aug 12, 2016	117,685	0	133,369 Shares
Weiss Group	Aug 12, 2016	72,129	0	81,742 Shares
Weiss Group	Aug 15, 2016	84,037	0	95,000 Shares
Weiss Group	Aug 15, 2016	137,113	0	155,000 Shares
Weiss Group	Aug 16, 2016	256,816	0	286,465 Shares
Weiss Group	Aug 16, 2016	157,404	0	175,576 Shares
Weiss Group	Aug 17, 2016	1,383,273	0	1,445,124 Shares
Weiss Group	Aug 17, 2016	2,256,920	0	2,357,835 Shares
Weiss Group	Aug 17, 2016	981,382	0	1,030,214 Shares
Weiss Group	Aug 17, 2016	1,601,202	0	1,680,875 Shares
Weiss Group	Aug 18, 2016	137,775	0	143,981 Shares
Weiss Group	Aug 18, 2016	224,791	0	234,916 Shares
Weiss Group	Aug 18, 2016	1,962,314	0	2,034,962 Shares
Weiss Group	Aug 18, 2016	1,202,709	0	1,247,235 Shares
Weiss Group	Aug 19, 2016	219,135	0	230,790 Shares
Weiss Group	Aug 19, 2016	357,536	0	376,552 Shares
Weiss Group	Aug 22, 2016	419,127	0	437,000 Shares
Weiss Group	Aug 22, 2016	489,801	0	510,528 Shares
Weiss Group	Aug 22, 2016	683,838	0	713,000 Shares
Weiss Group	Aug 22, 2016	799,149	0	832,967 Shares
Weiss Group	Aug 23, 2016	38,441	0	40,252 Shares
Weiss Group	Aug 23, 2016	222,606	0	232,293 Shares
Weiss Group	Aug 23, 2016	23,560	0	24,670 Shares
Weiss Group	Aug 23, 2016	136,436	0	142,373 Shares
Weiss Group	Aug 24, 2016	187,988	0	197,321 Shares
Weiss Group	Aug 24, 2016	210,110	0	220,380 Shares
Weiss Group	Aug 24, 2016	306,717	0	321,945 Shares
Weiss Group	Aug 24, 2016	342,812	0	359,568 Shares
Weiss Group	Sep 02, 2016	29,295	0	31,000 Shares
Weiss Group	Sep 02, 2016	17,955	0	19,000 Shares
Weiss Group	Sep 05, 2016	7,378	0	7,787 Shares
Weiss Group	Sep 05, 2016	12,037	0	12,704 Shares
Weiss Group	Sep 06, 2016	26,486	0	27,921 Shares
Weiss Group	Sep 06, 2016	16,233	0	17,113 Shares
Weiss Group	Sep 07, 2016	41,454	0	43,700 Shares
Weiss Group	Sep 07, 2016	67,635	0	71,300 Shares
Weiss Group	Sep 08, 2016	29,373	0	31,000 Shares
Weiss Group	Sep 08, 2016	18,003	0	19,000 Shares
Weiss Group	Sep 09, 2016	298,355	0	312,872 Shares
Weiss Group	Sep 09, 2016	486,789	0	510,475 Shares
Weiss Group	Sep 12, 2016	507,695	0	529,400 Shares
Weiss Group	Sep 12, 2016	311,168	0	324,471 Shares
Weiss Group	Sep 13, 2016	270,526	0	280,745 Shares

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Weiss Group	Sep 13, 2016	441,385	0	458,058 Shares
Weiss Group	Sep 16, 2016	58,519	0	136,090 Shares
Weiss Group	Sep 16, 2016	35,866	0	83,410 Shares
Weiss Group	Sep 19, 2016	2,763	0	6,425 Shares
Weiss Group	Sep 19, 2016	4,507	0	10,482 Shares
Weiss Group	Sep 20, 2016	63,975	0	149,057 Shares
Weiss Group	Sep 20, 2016	39,210	0	91,357 Shares
Weiss Group	Sep 21, 2016	50,303	0	117,696 Shares
Weiss Group	Sep 21, 2016	82,074	0	192,031 Shares
Weiss Group	Sep 22, 2016	69,316	0	161,200 Shares
Weiss Group	Sep 22, 2016	42,484	0	98,800 Shares
Weiss Group	Sep 23, 2016	21,119	0	49,400 Shares
Weiss Group	Sep 23, 2016	34,457	0	80,600 Shares
Weiss Group	Sep 26, 2016	25,617	0	59,589 Shares
Weiss Group	Sep 26, 2016	15,701	0	36,522 Shares
Weiss Group	Sep 27, 2016	16,275	0	38,000 Shares
Weiss Group	Sep 27, 2016	26,555	0	62,000 Shares
Weiss Group	Sep 28, 2016	22,531	0	52,397 Shares
Weiss Group	Sep 28, 2016	13,809	0	32,114 Shares
Weiss Group	Sep 29, 2016	7,890	0	18,349 Shares
Weiss Group	Sep 29, 2016	12,873	0	29,937 Shares
Weiss Group	Sep 30, 2016	9,255	0	21,523 Shares
Weiss Group	Sep 30, 2016	5,673	0	13,192 Shares
Weiss Group	Oct 03, 2016	12,632	0	29,377 Shares
Weiss Group	Oct 03, 2016	20,611	0	47,932 Shares
Weiss Group	Oct 04, 2016	5,332	0	12,400 Shares
Weiss Group	Oct 04, 2016	3,268	0	7,600 Shares
Weiss Group	Oct 05, 2016	6,536	0	15,200 Shares
Weiss Group	Oct 05, 2016	10,664	0	24,800 Shares
Weiss Group	Oct 06, 2016	13,631	0	31,000 Shares
Weiss Group	Oct 06, 2016	8,354	0	19,000 Shares
Weiss Group	Oct 07, 2016	9,192	0	20,900 Shares
Weiss Group	Oct 07, 2016	14,997	0	34,100 Shares
Weiss Group	Oct 10, 2016	43,810	0	99,864 Shares
Weiss Group	Oct 10, 2016	26,852	0	61,207 Shares
Weiss Group	Oct 11, 2016	5,252	0	11,936 Shares
Weiss Group	Oct 11, 2016	8,569	0	19,475 Shares
Weiss Group	Oct 13, 2016	18,508	0	42,063 Shares
Weiss Group	Oct 13, 2016	11,344	0	25,781 Shares
Weiss Group	Oct 14, 2016	33,440	0	76,000 Shares
Weiss Group	Oct 14, 2016	54,560	0	124,000 Shares
Weiss Group	Oct 17, 2016	29,078	0	66,086 Shares
Weiss Group	Oct 17, 2016	17,822	0	40,504 Shares
Weiss Group	Oct 18, 2016	36,373	0	82,667 Shares
Weiss Group	Oct 18, 2016	59,346	0	134,878 Shares
Weiss Group	Oct 19, 2016	8,103	0	18,416 Shares
Weiss Group	Oct 19, 2016	4,966	0	11,287 Shares
Weiss Group	Oct 20, 2016	9,977	0	22,675 Shares

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Weiss Group	Oct 20, 2016	16,278	0	36,996 Shares
Weiss Group	Oct 21, 2016	20,733	0	47,120 Shares
Weiss Group	Oct 21, 2016	12,707	0	28,880 Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARBN (if applicable)	Nature of association
Not applicable	

7. Addresses

The addresses of the person named in this form are as follows:

Name	Address
Weiss Asset Management LP	222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Brookdale International Partners, L.P.	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Brookdale Global Opportunity Fund	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
BIP GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
WAM GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Andrew Weiss	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA

Signature

print name

Georgiy Nikitin capacity:

Chief Compliance Officer and person authorised to provide holding notifications.

Date

sign here



October 21, 2016

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 7 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 units of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting units in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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 arrangements, 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.

- (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) 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.