

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Think Childcare Limited**

ACN/ARSN:

1. Details of substantial holder(s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

The previous notice was given to the company on

The previous notice was dated

11 December 2017

10 April 2017

10 April 2017

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	3,382,268	8.03%	3,861,933	9.04%

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
			AUD \$	Common Stock	Common Stock
24-Apr-2017	FIL	BUY	2.09	143,266	143,266
01-May-2017	FIL	BUY	2.09	10,997	10,997
01-May-2017	FIL	BUY	2.09	12,036	12,036
02-May-2017	FIL	BUY	2.08	97,519	97,519
02-May-2017	FIL	BUY	2.08	106,732	106,732
04-May-2017	FIL	BUY	2.06	18,101	18,101
04-May-2017	FIL	BUY	2.06	19,810	19,810
20-Sep-2017	FIL	BUY	1.84	6,267	6,267
20-Sep-2017	FIL	BUY	1.84	22,066	22,066

21-Sep-2017	FIL	BUY	1.84	6,693	6,693
21-Sep-2017	FIL	BUY	1.84	23,566	23,566
22-Sep-2017	FIL	BUY	1.84	3,425	3,425
22-Sep-2017	FIL	BUY	1.84	3,781	3,781
11-Dec-2017	FIL	BUY	1.94	5,406	5,406
			Total Buys	479,665	479,665

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

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:

NA

6. Addresses

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

Refer to Annexure A



Sign Here: _____

Dated: 13 December 2017

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	JP MORGAN, BOURNEMOUTH (C)	Investment Discretion/ Voting Power	1,155,459
		BROWN BROS HARRIMN LTD LUX (C)		2,701,068
		STATE STR BK AND TR CO LNDN (C)		5,406
Grand Total				3,861,933