

17 May 2012

Wesley Coote
Company Secretary
Greencross Limited
28 Balaclava St
Woolloongabba
Brisbane QLD 4102

Dear Wesley,

Re: Substantial Shareholder Notices

Please find attached an amended substantial shareholder notice in replacement to the one forwarded to you on 15 May 2012. Also find attached a notice of ceasing to be a substantial holder as a result of on market sales on 16 May 2012.

Yours truly,

A handwritten signature in black ink, appearing to read 'Tim Hannon', written over the words 'Yours truly,'.

Tim Hannon
Director

cc. ASX Markets Announcements Office
Fax 1300 135 638

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme

GREENCROSS LIMITED

ACN/ARSN

119 178 852**1. Details of substantial holder (1)**

Name

EVERGREEN CAPITAL PARTNERS PTY LTD

ACN/ARSN (if applicable)

139 750 673

The holder became a substantial holder on

8 / 5 / 12**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)
<u>FPO</u>	<u>2,475,809</u>	<u>2,475,809</u>	<u>7.83 %</u>

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
<u>SEE ANNEXURE 1</u>		

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
<u>SEE ANNEXURE 1</u>			

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	
<u>SEE ANNEXURE 1</u>				

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

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

Name	Address
EVERGREEN CAPITAL PARTNERS PTY LTD	LEVEL 39, 55 COLLINS ST MELBOURNE VIC 3000

Signature

print name

TIM HANNEN

capacity

DIRECTOR

sign here

date 17 / 5 / 12

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 shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares 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 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.
- (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.

ANNEXURE 1 TO FORM 603 - NOTICE OF INITIAL SUBSTANTIAL HOLDER**COMPANY NAME: GREENCROSS LIMITED****3. Details of relevant interests**

Holder of Relevant Interest	Nature of Relevant Interest	Class and Number of Securities
Evergreen Capital Partners Pty Ltd	Power to (or control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements	2,475,809 Fully Paid Ordinary Shares

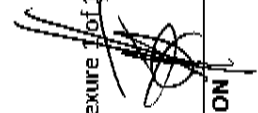
4. Details of present registered holders

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Evergreen Capital Partners Pty Ltd	Citicorp Nominees Pty Ltd	Citicorp Nominees Pty Ltd	Investment Manager	1,683,550	1,683,550
Evergreen Capital Partners Pty Ltd	UBS Securities Australia Ltd	UBS Securities Australia Ltd	Investment Manager	792,259	792,259

5. Consideration

Holder of Relevant Interest	Date of acquisition	Consideration	Class and number of securities
Evergreen Capital Partners Pty Ltd	2/3/12 - 30/4/12	2,803,818.41	1,483,679

This is annexure 1 of 1 pages referred to in form 603 Notice of Initial Substantial Holder


TIM HANNON**17/05/2012****DATE****DIRECTOR****CAPACITY**

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder

To: Company Name/Scheme

GREENCROSS LIMITED

ACN/ARSN

119 178 852**1. Details of substantial holder(1)**

Name

EVERGREEN CAPITAL PARTNERS PTY LTD

ACN/ARSN (if applicable)

139 750 673The holder ceased to be a
substantial holder on16/5/12

The previous notice was given to the company on

15/5/12

The previous notice was dated

15/5/12**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
<u>16/5/12</u>	<u>EVERGREEN</u>	<u>SALE OF SHARES</u>	<u>\$1,900,000</u>	<u>1,000,000</u>	<u>1,000,000</u>
	<u>CAPITAL PARTNERS</u>			<u>FPO</u>	
	<u>PTY LTD</u>				

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
<u>N.A.</u>	

4. Addresses

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

Name	Address
<u>EVERGREEN CAPITAL</u>	<u>LEVEL 39, 55 COLLINS ST, MELBOURNE</u>
<u>PARTNERS PTY LTD</u>	<u>VIC 3000</u>

Signature

print name

TIM HANNON

capacity

DIRECTOR

sign here


date 17/5/12