

RABINOV HOLDINGS PTY LTD

A.C.N. 004 432 802

Registered Office, Business and Correspondence Address:
Suite 802, 34 Queens Road, Melbourne Vic. 3004

Tel: (03) 9867 3538
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18 October 2012

Aaron Hockly
Company Secretary
Growthpoint Properties Australia
LEVEL 10, 379 Collins Street
MELBOURNE VIC 3000

Via Facsimile: (03) 8681 2910
Pages: 6 inclusive

and

Companies Announcements Office
Australian Stock Exchange Limited
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

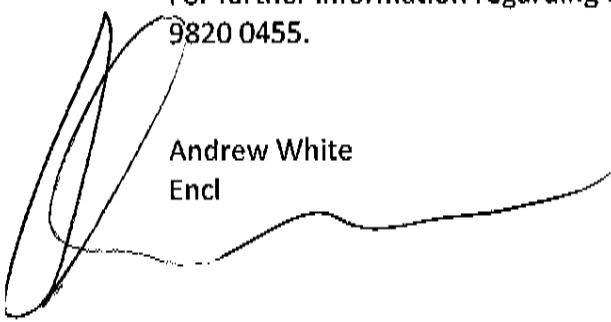
Via Facsimile: 1300 135 638
Pages: 6 inclusive

Dear Sir/Madam,

Re: Growthpoint Properties Australia Limited ARSN 120 121 002

Please see attached Form 604 – Notice of Change of Interest of Substantial Holder.

For further information regarding this announcement, please contact Andrew White on (03) 9820 0455.



Andrew White
Encl

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Growthpoint Properties Australia Limited

ARSN 120 121 002

1. Details of substantial holder (1)

Name Rabinov Holdings Pty Ltd (and Associates see "Annexure A")

ACN 004 432 802

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

17 /08 /2012

The previous notice was given to the company on

20 /08 /2012

The previous notice was dated

20 /08 /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 of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's	Voting power (5)
Units-Ordinary Fully Paid Staple	20,677,179	5.44%	16,811,471	4.42%

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 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
	See Annexure B				

4. Present relevant interest

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
Rabinov Holdings Pty Ltd	Rabinov Holdings Pty Ltd	Rabinov Holdings Pty Ltd	Registered Holder	16,811,471	4.42%

See Annexure B

6. 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
N/A	

7. Addresses

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

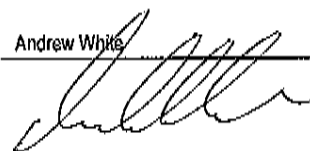
Name	Address
Rabinov Holdings Pty Ltd	Suite 802, 34 Queens Road, Melbourne Vic 3004
Sharon Investments Pty Ltd	Suite 802, 34 Queens Road, Melbourne Vic 3004

Signature

print name Andrew White

capacity Director

sign here



date 18 / 10 / 2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 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, 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.

This is "Annexure A" of 1 page referred to in the Form 604 Notice of Change of Interest of Substantial Holder

Re: Growthpoint Properties Australia Limited and Rabinov Holdings Pty Ltd

Details of Related Entities and Associates' Holdings

Rabinov Holdings Pty Ltd	15,925,179 Units
Sharon Investments Pty Ltd	<u>4,752,000 Units</u>
Total	<u>20,677,179 Units</u>

This is "Annexure B" of 2 pages referred to in the Form 604 Notice of Change of Interest of Substantial Holder

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class number of securities affected	Person's votes affected
20/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$115,364.76	Units – Ordinary Fully Paid	55,009
21/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$180,195.62	Units – Ordinary Fully Paid	85,699
22/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$73,604.41	Units – Ordinary Fully Paid	35,127
23/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$16.77	Units – Ordinary Fully Paid	8
24/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$103,491.02	Units – Ordinary Fully Paid	49,865
28/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$662,404.97	Units – Ordinary Fully Paid	318,807
29/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$355,017.03	Units – Ordinary Fully Paid	170,003
30/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$107,262.50	Units – Ordinary Fully Paid	51,190
31/08/12	Rabinov Holdings Pty Ltd	Share Sale	\$15,865.02	Units – Ordinary Fully Paid	7,500
03/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$1,205.74	Units – Ordinary Fully Paid	570
05/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$423,426.81	Units – Ordinary Fully Paid	200,170
07/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$46,029.71	Units – Ordinary Fully Paid	21,760
12/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$2,917.04	Units – Ordinary Fully Paid	1,379
13/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$109,828.25	Units – Ordinary Fully Paid	51,920
14/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$176,012.88	Units – Ordinary Fully Paid	83,208
18/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$150,590.76	Units – Ordinary Fully Paid	71,190
19/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$3,873.18	Units – Ordinary Fully Paid	1,831
20/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$1,185,586.60	Units – Ordinary Fully Paid	560,472
20/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$1,259,549.32	Units – Ordinary Fully Paid	595,437
21/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$197,980.64	Units – Ordinary Fully Paid	93,593
24/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$43,040.74	Units – Ordinary Fully Paid	20,347
25/09/12	Rabinov Holdings Pty	Share Sale	\$257,863.69	Units – Ordinary	121,902

	Ltd			Fully Paid	
26/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$222,444.50	Units – Ordinary Fully Paid	105,158
27/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$40,737.13	Units – Ordinary Fully Paid	19,258
28/09/12	Rabinov Holdings Pty Ltd	Share Sale	\$29,068.95	Units – Ordinary Fully Paid	13,742
01/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$205,610.66	Units – Ordinary Fully Paid	97,200
02/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$70,573.95	Units – Ordinary Fully Paid	33,363
03/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$80,693.89	Units – Ordinary Fully Paid	37,790
04/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$113,555.78	Units – Ordinary Fully Paid	53,222
05/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$331,392.35	Units – Ordinary Fully Paid	152,689
08/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$83,034.32	Units – Ordinary Fully Paid	38,430
09/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$7,689.77	Units – Ordinary Fully Paid	3,548
10/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$163,405.97	Units – Ordinary Fully Paid	76,931
11/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$51,330.29	Units – Ordinary Fully Paid	24,161
12/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$158,261.82	Units – Ordinary Fully Paid	74,179
15/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$136,327.95	Units – Ordinary Fully Paid	63,839
16/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$817,231.61	Units – Ordinary Fully Paid	382,679
17/10/12	Rabinov Holdings Pty Ltd	Share Sale	\$197,582.85	Units – Ordinary Fully Paid	92,532
TOTAL					3,865,708