

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Greencross Limited

ACN/ARSN 119 778 862

1. Details of substantial holder (1)

Name Glen Frank Richards

ACN/ARSN (if applicable) N/A

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

11/02/2014

The previous notice was given to the company on

31/01/2014

The previous notice was dated

31/01/2014

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)
Ordinary shares	5,957,499	6.60%	5,657,499	6.27%

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
11/02/2014	Glen Frank Richards	Off market disposal of securities by Greencross Properties Pty Ltd	\$2,340,000	300,000 ordinary shares	300,000

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
Glen Frank Richards	Glen Frank Richards	N/A	Relevant interest under section 608(1) of the Corporations Act 2001	475,000 ordinary shares	475,000
Glen Frank Richards	Greencross Vets Pty Ltd	N/A	Relevant interest under section 608(2) of the Corporations Act 2001	937,919 ordinary shares	937,919
Glen Frank Richards	Greencross Properties Pty Ltd	N/A	Relevant interest under section 608(2) of the Corporations Act 2001	1,040,048 ordinary shares	740,048
Glen Frank Richards	Glen Frank Richards & Lisa Helen Richards as trustee for the Richards Super Fund	N/A	Relevant interest under section 608(2) of the Corporations Act 2001	686,042 ordinary shares	686,042
Glen Frank Richards	Mammoth Pet Pty Ltd	N/A	Relevant interest under section 608(2) of the Corporations Act 2001	56,018 ordinary shares	56,018
Glen Frank Richards	Maximum (NQ) Pty Ltd	N/A	Relevant interest under section 608(2) of the Corporations Act 2001	2,539,963 ordinary shares	2,539,963

Glen Frank Richards	Clareborough Pty Ltd	N/A	Relevant interest under section 608(2) of the Corporations Act 2001	222,509 ordinary shares	222,509
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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
N/A	N/A

6. Addresses

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

Name	Address
Glen Frank Richards	PO Box 880, Fortitude Valley, QLD 4006
Greencross Vets Pty Ltd	PO Box 880, Fortitude Valley, QLD 4006
Greencross Properties Pty Ltd	PO Box 880, Fortitude Valley, QLD 4006
Glen Frank Richards & Lisa Helen Richards as trustee for the Richards Super Fund	PO Box 880, Fortitude Valley, QLD 4006
Mammoth Pet Pty Ltd	Unit 6, 372 Eastern Valley Way, Chatswood, New South Wales 2067
Maximum (NQ) Pty Ltd	PO Box 880, Fortitude Valley, QLD 4006
Glen Frank Richards	PO Box 880, Fortitude Valley, QLD 4006

Signature

print name Glen Frank Richards

capacity

sign here

date 11/02/2014

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 on 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.
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Annexure A

This is Annexure A of 5 pages referred to in the Form 604 (Notice of Change of Substantial Holder), signed by me and dated 11/02/2014.

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Authorised person



Greencross Vets

12 February 2013

Sale of Greencross shares

Greencross Limited ("Greencross" and "the Company") advises that a sell down of approximately 5.1 million Greencross shares was conducted after market on 11 February 2014.

The shares, representing approximately 5.7% of the Company's share capital, were sold at a price of \$7.80 per share under a sale process managed by Macquarie Securities (Australia) Limited.

300,000 shares were sold by interests associated by Dr Glen Richards, a director of Greencross. These shares formed part of the shareholding in Greencross held by Dr Richards prior to the merger between Greencross and Mammoth ("Merger"), which is not the subject of voluntary escrow arrangements.

The purpose of the sale is to enable Dr Richards to retire debt.

Following completion of the sale, Dr Richards will continue to hold approximately 5.6 million Greencross shares.

Dr Richards stated *"I am extremely positive about the outlook and growth prospects of Greencross going forward, and remain strongly committed to the Company in my capacity as a director and Head of Veterinary Services."*

The remaining shares were sold by former Mammoth shareholders who received Greencross shares in exchange for their Mammoth shares under the Merger which was completed on 31 January 2014.

An Appendix 3Y will be lodged in respect of Dr Richard's sale of Greencross shares.

-ENDS-

ABOUT GREENCROSS

Greencross' foundations date back to 1994 and the Company has grown to become Australasia's pet specialist of choice through the acquisition and integration of 103 veterinary practices and 130 large format pet retail outlets in Australia and New Zealand. On 31 January 2014, Greencross acquired Mammoth, resulting in Greencross becoming Australasia's largest integrated consumer-facing pet care company.

Greencross' strategy is to continue to consolidate the fragmented veterinary services and pet accessories and pet food supply industries in Australia. Greencross is focused on delivering exceptional veterinary medicine, pet foods and products and levels of care to its customers and pets.

For media and investor enquiries please contact Robert Wruck, Consultant, Investor Relations Phone: (02) 8595 3313

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	GREENCROSS LIMITED
ABN	58 119 778 862

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	GLEN FRANK RICHARDS
Date of last notice	03/02/2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	<ol style="list-style-type: none">1. Direct.2. Indirect.3. Indirect.4. Indirect.5. Indirect.6. Indirect.7. Indirect.
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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<ol style="list-style-type: none"> 1. <i>Glen Frank Richards</i> is the registered holder of securities in <i>Greencross Limited</i>. 2. <i>Glen Frank Richards</i> is a director and shareholder of <i>Greencross Vets Pty Ltd</i>, which is the registered holder of securities in <i>Greencross Limited</i>. 3. <i>Glen Frank Richards</i> is a director and shareholder of <i>Greencross Properties Pty Ltd</i>, which holds securities in <i>Greencross Limited</i>. 4. <i>Glen Frank Richards</i> is a trustee and beneficiary of the <i>Richards Super Fund</i>, which is the registered holder of securities in <i>Greencross Limited</i>. 5. <i>Glen Frank Richards</i> is a beneficiary of the <i>Mammoth Pet Nominee Trust</i>, and <i>Mammoth Pet Pty Ltd as trustee for the Mammoth Pet Nominee Trust</i> is the registered holder of securities in <i>Greencross Limited</i>. 6. <i>Glen Frank Richards</i> is a director and shareholder of <i>Maximum (NQ) Pty Ltd</i>, which is the registered holder of securities in <i>Greencross Limited</i>. 7. <i>Glen Frank Richards</i> is a director and shareholder of <i>Clareborough Pty Ltd</i>, which is the registered holder of securities in <i>Greencross Limited</i>.
<p>Date of change</p>	<p>11 February 2014</p>
<p>No. of securities held prior to change</p>	<ol style="list-style-type: none"> 1. <i>Glen Frank Richards</i> held 475,000 securities in <i>Greencross Limited</i>. 2. <i>Greencross Vets Pty Ltd</i> held 937,919 securities in <i>Greencross Limited</i>. 3. <i>Greencross Properties Pty Ltd</i> held 1,040,048 securities in <i>Greencross Limited</i>. 4. The <i>Richards Super Fund</i> held 686,042 securities in <i>Greencross Limited</i>. 5. <i>Mammoth Pet Pty Ltd as trustee for the Mammoth Pet Nominee Trust</i> held 56,018 securities in <i>Greencross Limited</i>. 6. <i>Maximum (NQ) Pty Ltd</i> held 2,539,963 securities in <i>Greencross Limited</i>. 7. <i>Clareborough Pty Ltd</i> held 222,509 securities in <i>Greencross Limited</i>.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Class	<ol style="list-style-type: none"> 1. Fully paid ordinary shares. 2. Fully paid ordinary shares. 3. Fully paid ordinary shares. 4. Fully paid ordinary shares. 5. Fully paid ordinary shares. 6. Fully paid ordinary shares. 7. Fully paid ordinary shares.
Number acquired	Nil
Number disposed	3. <i>Greencross Properties Pty Ltd</i> disposed of 300,000 securities in Greencross Limited
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2,340,000
No. of securities held after change	<ol style="list-style-type: none"> 1. <i>Glen Frank Richards</i> holds 475,000 securities in Greencross Limited. 2. <i>Greencross Vets Pty Ltd</i> holds 937,919 securities in Greencross Limited. 3. <i>Greencross Properties Pty Ltd</i> holds 740,048 securities in Greencross Limited. 4. <i>The Richards Super Fund</i> holds 686,042 securities in Greencross Limited. 5. <i>Mammoth Pet Pty Ltd as trustee for the Mammoth Pet Nominee Trust</i> holds 56,018 securities in Greencross Limited. 6. <i>Maximum (NQ) Pty Ltd</i> holds 2,539,963 securities in Greencross Limited. 7. <i>Clareborough Pty Ltd</i> holds 222,509 securities in Greencross Limited.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – Closed period

Were the interest in the securities or contracts detailed above traded during a closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during the period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.