



16 June 2014

Ms Lisa Banh
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Lisa

Greencross Limited

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Greencross Limited (ABN 58 119 778 862) (ASX code: GXL) (**Greencross**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as modified by the Australian Securities and Investments Commission (**ASIC**).

Greencross announced on 16 June 2014 a proposed capital raising of approximately A\$51 million by way of a fully underwritten pro-rata accelerated non-renounceable rights issue (**Entitlement Offer**). Greencross also announced a placement of \$69 million of ordinary shares to institutional investors (**Placement**). Under the Entitlement Offer, shareholders with a registered address in Australia, New Zealand and certain other jurisdictions are invited to subscribe for 1 fully paid Greencross ordinary shares (**Shares**) for every 15 Shares held as at 7.00pm (AEDST time) on Thursday, 19 June 2014.

Greencross advises that:

- (a) the Shares to be issued pursuant to the Entitlement Offer will be offered for issue without disclosure under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act as modified by ASIC;
- (c) as a disclosing entity, Greencross is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, Greencross has complied with:
 - (1) the provisions of Chapter 2M of the Act as they apply to Greencross; and
 - (2) section 674 of the Act;
- (e) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by ASIC that is required to be set out in this notice; and

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Greencross Ltd

- (f) the potential effect the Entitlement Offer will have on the control of Greencross, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. Given the structure of the Entitlement Offer as a pro-rata issue, the size of the Placement, and the current level of holdings of substantial holders (based on substantial holding notices that have been given to Greencross and lodged with ASX on or prior to the date of this notice, no person has voting power in Greencross exceeding the ~22% voting power arising from the holdings of TPG STAR SF Pte Ltd and Red Ruff Investment Company (PETCO) of shares in Greencross), the Entitlement Offer is not expected to have any material effect or consequence on the control of Greencross. TPG STAR SF Pte Ltd and Red Ruff Investment Company have, among others, committed to take up their entitlements, but their percentage holdings would be diluted as a result of the Placement.

Yours faithfully

GREENCROSS LIMITED

Vincent Pollaers
Company Secretary