

Market Announcements Office
ASX Limited
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Sydney NSW 2000

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With a copy to:

Company Secretary
Greencross Limited
5/28 Balaclava Street
Woolloongabba QLD 4102

Allen & Overy
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Pages: 7

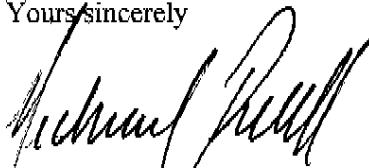
26 July 2016

Dear Sir/Madam

Form 605 (Notice of ceasing to be a substantial holder) in relation to Greencross Limited (ASX: GXL)

Attached is a Form 605 (Notice of ceasing to be a substantial holder) in relation to Greencross Limited given by the substantial holders outlined in the notice.

Yours sincerely



Michael Parshall
Partner
Allen & Overy

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Form 605**Corporations Act 2001
Section 671B****Notice of ceasing to be a substantial holder****To Company Name/Scheme** Greencross Limited**ACN/ARSN** 119 778 862**1. Details of substantial holder (1)**

Name TPG Asia VI SF Pte. Ltd. and each of its associates (the 'TPG Group'); Carlyle Asia Partners IV, L.P., Gavia, L.P., Tourmalet Pty Ltd ACN 609 871 267 and each of their respective associates (the 'Carlyle Group'), Jeffrey David, Swaus Pty Limited, Prebest Pty Limited, Braedon John David and Inge Dorthe David as trustees for the David Family Fund, Sacred Grounds Coffee Co Pty Ltd as trustee for the Braedon and Dorthe David Family Trust, Jodav Holdings Pty Ltd, J Hunter Investments (Holdings) Pty Limited as trustee for the J Hunter Family Trust, Nicole Hunter and Paperbark Pty Ltd ATF the Teasdale Family Trust (together the 'Substantial Holders')

ACN/ARSN (If applicable) Not applicable**The holder ceased to be a substantial holder on**26/07/2016**The previous notice was given to the company on**14/06/2016**The previous notice was dated**14/16/2016**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a related 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
20/07/2016	J Hunter Investments (Holdings) Pty Limited as trustee for the J Hunter Family Trust	Sale of ordinary shares on market on the ASX	\$7.10 per ordinary share	20,000 ordinary shares	20,000
20/07/2016		Sale of ordinary shares on market on the ASX	\$7.095 per ordinary share	5,000 ordinary shares	5,000
20/07/2016		Sale of ordinary shares on market on the ASX	\$7.09 per ordinary share	5,000 ordinary shares	5,000
21/07/2016		Sale of ordinary shares on market on the ASX	\$7.20 per ordinary share	150 ordinary shares	150
21/07/2016		Sale of ordinary shares on market on the ASX	\$7.120685 per ordinary share	4,850 ordinary shares	4,850
21/07/2016		Sale of ordinary shares on market on the ASX	\$7.108790 per ordinary share	2,000 ordinary shares	2,000
21/07/2016		Sale of ordinary shares on market on the ASX	\$7.10 per ordinary share	3,000 ordinary shares	3,000

22/07/2016		Sale of ordinary shares on market on the ASX	\$7.127857 per ordinary share	1,500 ordinary shares	1,500
22/07/2016		Sale of ordinary shares on market on the ASX	\$7.1314 per ordinary share	1000 ordinary shares	1000
26/07/2016		Cessation of relevant interest as a result of the termination of the process agreement attached as Annexure A to the Form 603 dated 13 February 2016 (Agreement) by a letter of termination, a copy of which is attached as Annexure A to this Form 605 (Termination Letter)	N/A	9,106,995 ordinary shares	9,106,995
26/07/2016	TPG Group	Cessation of relevant interest as a result of the Agreement by the Termination Letter and the sale by J Hunter Investments (Holdings) Pty Limited as trustee for the J Hunter Family Trust of 42,500 shares on market on the ASX (as described above)	N/A	9,846,995 ordinary shares	9,846,995
26/07/2016	Carlyle Group		N/A	9,846,995 ordinary shares	9,846,995
26/07/2016	Prebest Pty Limited Swaus Pty Limited Jeffrey David		N/A	4,819,360 ordinary shares	4,819,360
26/07/2016	Jodav Holdings Pty Ltd		NA	7,925,627 ordinary shares	7,925,627
26/07/2016	Sacred Grounds Coffee Co Pty Ltd as trustee for the Braedon and Dorthe David Family Trust Braedon John David and Inge Dorthe David as trustees for the David Family Fund		N/A	9,405,812 ordinary shares	9,405,812
26/07/2016	Nicole Hunter		N/A	9,669,750 ordinary shares	9,669,750
26/07/2016	Paperbark Pty Ltd ATF the Teasdale Family Trust		N/A	8,307,431 ordinary shares	8,307,431

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
Each of the Substantial Holders	Has ceased to be an associate of the other Substantial Holders due to the Agreement. Prebest Pty Limited, Swaus Pty Limited and Jeffrey David continue to be associates and Sacred Grounds Coffee Co Pty Ltd as trustee for the Braedon and Dorthe David Family Trust, Braedon John David and Inge Dorthe David as trustees for the

David Family Fund continue to be associates.

6. Addresses

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

Name	Address
TPG Asia VI SF Pte. Ltd.	80 Raffles Place, #15-01 UOB Plaza, Singapore 048624
Tourmalet	c/o TMF Corporate Services (Aust) Pty Limited, Level 16, 201 Elizabeth Street, Sydney NSW 2000
Gavia, L.P.	c/o Cayman Corporate Centre, 27 Hospital Road, George Town KY1-9008, Cayman Islands
Carlyle Asia Partners IV, L.P.	c/o Cayman Corporate Centre, 27 Hospital Road, George Town KY1-9008, Cayman Islands
Jeffrey David and Prebest Pty Limited	23 Wentworth Road, Vaucluse NSW 2030
Swaus Pty Limited	c/- MGI Sydney, Level 5, 6 O'Connell Street, Sydney NSW 2000
Jodav Holdings Pty Ltd	Unit 1010, 183 Kent Street, Sydney NSW 2000
Sacred Grounds Coffee Co Pty Ltd ATF The Braedon and Dorthe David Family Trust and Braedon John David & Inge Dorthe David ATF David Family Fund	c/- Cabel Partners, Level 5, 1 James Place, North Sydney NSW 2060
J Hunter Investments (Holdings) ATF J Hunter Family Trust	Level 10, 168 Walker Street, North Sydney NSW 2060
Nicole Joy Hunter	51 Fitzwilliam Road, Vaucluse NSW 2030
Paperbark Pty Ltd ATF the Teasdale Family Trust	35 Davis Avenue, South Yarra, Victoria 3141

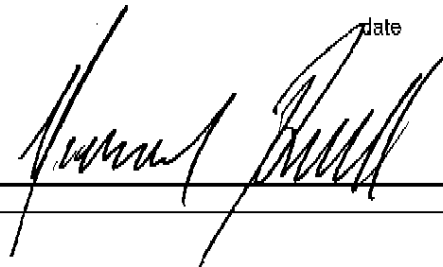
Signature

print name Michael Parshall

capacity Authorised representative

date 26 July 2016

sign here



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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

This is Annexure "A" of 3 pages (including this page) referred to in the Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated 26 July 2016.



.....
Authorised representative

Gavia L.P.
c/- Cayman Corporate Centre
27 Hospital Road,
George Town KY1-9008
Cayman Islands

26 July 2016

Dear Sir / Madam

Greencross Limited – Termination of Process Agreement

We refer to the process agreement between, among others, TPG Asia VI SF Pte. Ltd (TPG), Gavia L.P. (Carlyle) and Jeffrey David dated 13 February 2016 (Process Agreement).

In accordance with clause 14 of the Process Agreement, TPG and Carlyle agree to terminate the Process Agreement on and from the date of this letter.

Please confirm your agreement to the terms of this letter by signing and returning a copy.

This letter may be executed in counterparts which taken together will constitute one instrument.

For and on behalf of TPG Asia VI SF Pte. Ltd:

By:  _____

Name: Francis Woo

Title: Director

Agreed and accepted for and on behalf of Gavia, L.P.:

By: Gavia Limited, its general partner

By: _____

Name: Norma Kuntz

Title: Director

Gavia L.P.
c/- Cayman Corporate Centre
27 Hospital Road,
George Town KY1-9008
Cayman Islands

26 July 2016

Dear Sir / Madam

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This letter may be executed in counterparts which taken together will constitute one instrument.

For and on behalf of TPG Asia VI SF Pte. Ltd:

By: _____
Name: Francis Woo
Title: Director

Agreed and accepted for and on behalf of Gavia, L.P.:

By: Gavia Limited, its general partner

By: Norma Kuntz
Name: Norma Kuntz
Title: Director