

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of Change of Interests of Substantial Holder**

To: **Australian Finance Group Ltd.**

ACN/ARSN:

**1. Details of substantial holder (s)**

Name: FIL Limited and the entities listed in Annexure A ("FIL")  
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	15 December 2016
The previous notice was given to the company on	16 June 2015
The previous notice was dated	16 June 2015

**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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	19,468,411	9.06%	15,250,552	7.10%

**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
			AUD \$	Common Stock	Common Stock
6/17/2015	FIL	BUY	1.09	8,397	8,397
6/17/2015	FIL	BUY	1.09	5,924	5,924
6/17/2015	FIL	BUY	1.09	11,038	11,038
6/17/2015	FIL	BUY	1.09	5,924	5,924
6/17/2015	FIL	BUY	1.09	5,924	5,924
6/17/2015	FIL	BUY	1.09	5,924	5,924
6/17/2015	FIL	BUY	1.09	5,924	5,924
6/17/2015	FIL	BUY	1.09	5,924	5,924
6/24/2015	FIL	BUY	1.09	2,804	2,804

6/25/2015	FIL	BUY	1.06	10,865	10,865
6/25/2015	FIL	BUY	1.06	6,123	6,123
6/25/2015	FIL	BUY	1.06	6,123	6,123
6/26/2015	FIL	BUY	1.06	26,531	26,531
6/26/2015	FIL	BUY	1.07	36,435	36,435
6/26/2015	FIL	BUY	1.07	9,846	9,846
6/26/2015	FIL	BUY	1.06	7,167	7,167
6/26/2015	FIL	BUY	1.07	49,019	49,019
6/26/2015	FIL	BUY	1.06	35,679	35,679
6/26/2015	FIL	BUY	1.07	18,304	18,304
6/26/2015	FIL	BUY	1.06	13,326	13,326
6/26/2015	FIL	BUY	1.06	9,912	9,912
6/26/2015	FIL	BUY	1.07	13,616	13,616
6/26/2015	FIL	BUY	1.06	7,676	7,676
6/26/2015	FIL	BUY	1.07	10,544	10,544
6/26/2015	FIL	BUY	1.07	6,118	6,118
6/26/2015	FIL	BUY	1.06	6,118	6,118
6/26/2015	FIL	BUY	1.07	6,118	6,118
6/26/2015	FIL	BUY	1.06	6,118	6,118
6/29/2015	FIL	BUY	1.04	8,039	8,039
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/29/2015	FIL	BUY	1.04	10,814	10,814
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/29/2015	FIL	BUY	1.04	6,304	6,304
6/30/2015	FIL	BUY	1.00	12,656	12,656
6/30/2015	FIL	BUY	1.00	6,507	6,507
6/30/2015	FIL	BUY	1.00	17,024	17,024
6/30/2015	FIL	BUY	1.00	6,507	6,507
6/30/2015	FIL	BUY	1.00	6,507	6,507
6/30/2015	FIL	BUY	1.00	6,507	6,507
6/30/2015	FIL	BUY	1.00	6,507	6,507
6/30/2015	FIL	BUY	1.00	6,507	6,507
7/8/2015	FIL	BUY	1.09	7,516	7,516
7/8/2015	FIL	BUY	1.09	10,109	10,109
7/8/2015	FIL	BUY	1.09	10,581	10,581
7/15/2015	FIL	BUY	1.07	152,252	152,252
7/15/2015	FIL	BUY	1.07	39,040	39,040
7/15/2015	FIL	BUY	1.07	204,801	204,801
7/15/2015	FIL	BUY	1.07	72,754	72,754
7/15/2015	FIL	BUY	1.07	55,974	55,974
7/15/2015	FIL	BUY	1.07	42,175	42,175
7/15/2015	FIL	BUY	1.07	6,273	6,273

8/17/2015	FIL	BUY	1.10	499	499
8/24/2015	FIL	BUY	1.09	6,514	6,514
8/24/2015	FIL	BUY	1.09	6,274	6,274
8/24/2015	FIL	BUY	1.09	8,763	8,763
8/24/2015	FIL	BUY	1.09	6,274	6,274
8/24/2015	FIL	BUY	1.09	6,274	6,274
8/24/2015	FIL	BUY	1.09	6,274	6,274
8/24/2015	FIL	BUY	1.09	4,609	4,609
8/25/2015	FIL	BUY	1.06	18,039	18,039
8/25/2015	FIL	BUY	1.06	6,571	6,571
8/25/2015	FIL	BUY	1.06	24,265	24,265
8/25/2015	FIL	BUY	1.06	8,358	8,358
8/25/2015	FIL	BUY	1.06	6,571	6,571
8/25/2015	FIL	BUY	1.06	6,571	6,571
8/26/2015	FIL	BUY	1.08	39,339	39,339
8/26/2015	FIL	BUY	1.08	8,699	8,699
8/26/2015	FIL	BUY	1.08	52,916	52,916
8/26/2015	FIL	BUY	1.08	18,227	18,227
8/26/2015	FIL	BUY	1.08	13,710	13,710
8/26/2015	FIL	BUY	1.08	9,707	9,707
8/27/2015	FIL	BUY	1.08	7,808	7,808
8/27/2015	FIL	BUY	1.08	6,521	6,521
8/27/2015	FIL	BUY	1.08	10,503	10,503
8/27/2015	FIL	BUY	1.08	6,521	6,521
8/27/2015	FIL	BUY	1.08	6,521	6,521
8/27/2015	FIL	BUY	1.08	6,521	6,521
8/28/2015	FIL	BUY	1.06	7,883	7,883
9/1/2015	FIL	BUY	1.06	13,000	13,000
9/2/2015	FIL	BUY	1.03	7,622	7,622
9/2/2015	FIL	BUY	1.03	6,915	6,915
9/4/2015	FIL	BUY	1.03	7,298	7,298
9/4/2015	FIL	BUY	1.03	6,899	6,899
9/4/2015	FIL	BUY	1.03	9,677	9,677
9/4/2015	FIL	BUY	1.03	6,899	6,899
9/4/2015	FIL	BUY	1.03	6,899	6,899
9/4/2015	FIL	BUY	1.03	6,899	6,899
9/15/2015	FIL	BUY	0.98	7,234	7,234
9/17/2015	FIL	BUY	1.00	7,649	7,649
10/7/2015	FIL	BUY	0.97	31,838	31,838
10/7/2015	FIL	BUY	0.97	7,151	7,151
10/7/2015	FIL	BUY	0.97	42,223	42,223
10/7/2015	FIL	BUY	0.97	14,083	14,083
10/7/2015	FIL	BUY	0.97	8,000	8,000
10/7/2015	FIL	BUY	0.97	7,188	7,188
10/15/2015	FIL	BUY	0.98	64,085	64,085

10/15/2015	FIL	BUY	0.98	84,991	84,991
10/15/2015	FIL	BUY	0.98	28,347	28,347
10/15/2015	FIL	BUY	0.98	16,103	16,103
10/15/2015	FIL	BUY	0.98	7,294	7,294
10/21/2015	FIL	BUY	1.00	6,888	6,888
10/21/2015	FIL	BUY	1.00	8,517	8,517
10/21/2015	FIL	BUY	1.00	6,888	6,888
10/21/2015	FIL	BUY	1.00	6,888	6,888
10/21/2015	FIL	BUY	1.00	4,745	4,745
10/22/2015	FIL	BUY	1.00	6,932	6,932
10/22/2015	FIL	BUY	1.00	8,861	8,861
10/22/2015	FIL	BUY	1.00	3,587	3,587
10/30/2015	FIL	BUY	1.02	13,167	13,167
10/30/2015	FIL	BUY	1.02	15,072	15,072
10/30/2015	FIL	BUY	1.02	2,691	2,691
11/2/2015	FIL	BUY	1.02	21,632	21,632
11/2/2015	FIL	BUY	1.02	24,764	24,764
10/31/2016	FIL	SELL	1.27	(42,568)	(42,568)
11/1/2016	FIL	SELL	1.25	(7,584)	(7,584)
11/2/2016	FIL	SELL	1.27	(10,504)	(10,504)
11/3/2016	FIL	SELL	1.23	(22,051)	(22,051)
11/3/2016	FIL	SELL	1.22	(1,300,000)	(1,300,000)
11/8/2016	FIL	SELL	1.24	(105,411)	(105,411)
11/9/2016	FIL	SELL	1.24	(31,007)	(31,007)
11/10/2016	FIL	SELL	1.22	(108,585)	(108,585)
12/15/2016	FIL	SELL	1.20	(213,540)	(213,540)
12/15/2016	FIL	SELL	1.21	(14,092)	(14,092)
12/15/2016	FIL	SELL	1.20	(539,667)	(539,667)
12/15/2016	FIL	SELL	1.21	(35,629)	(35,629)
12/15/2016	FIL	SELL	1.20	(156,609)	(156,609)
12/15/2016	FIL	SELL	1.21	(10,339)	(10,339)
12/15/2016	FIL	SELL	1.20	(707,254)	(707,254)
12/15/2016	FIL	SELL	1.21	(46,698)	(46,698)
12/15/2016	FIL	SELL	1.20	(2,664,497)	(2,664,497)
12/15/2016	FIL	SELL	1.20	(39,678)	(39,678)
12/15/2016	FIL	SELL	1.21	(5,548)	(5,548)
12/15/2016	FIL	SELL	1.20	(61,003)	(61,003)
12/15/2016	FIL	SELL	1.21	(5,548)	(5,548)
<b>Total Buys</b>				<b>1,909,953</b>	<b>1,909,953</b>
<b>Total Sells</b>				<b>(6,127,812)</b>	<b>(6,127,812)</b>
<b>Total Buy</b>				<b>(4,217,859)</b>	<b>(4,217,859)</b>

#### 4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

**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:

NA

**6. Addresses**

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

Refer to Annexure A



Sign Here: \_\_\_\_\_

Dated: 19 December 2016  
 Kelvin Lo  
 Head of Regulatory Reporting, Asia Pacific  
 Duly authorized under Powers of Attorney on behalf of FIL Limited

**Annexure A**

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	CITIBANK LTD MELBOURNE (C)	Investment Discretion/ Voting Power	1,387,039
		JP MORGAN, BOURNEMOUTH (C)		11,571,937
		NATIONAL ASTL BK MELBOURNE (S)		400,367
FIL INVESTMENT MANAGEMENT (HONG KONG)	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON		1,891,209
<b>Grand Total</b>				<b>15,250,552</b>