



Investment  
Management

25 June 2015

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Notice of change of interests of substantial holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Nine Entertainment Co. Holdings Limited.

Following a partial sell-down by Westpac Banking Corporation (**Westpac**) of its shareholding in BT Investment Management Limited (BTIM) from 59.1% to approximately 40% on 23 June 2015, BTIM has ceased to be an "associate" of Westpac for the purposes of Part 6C.1 of the Corporations Act 2001 (Cth) (**Act**).

As a result, BTIM no longer has a relevant interest in holdings in Nine Entertainment Co. Holdings Limited held by Westpac or its associates. BTIM is therefore no longer required to aggregate its holdings with Westpac and its associates for the purpose of disclosure under Part 6.1 of the Act.

As Westpac's shareholding in BTIM continues to exceed 20%, Westpac will retain a relevant interest in securities in which BTIM has a relevant interest (see section 608(3)(a) of the Act) and will therefore continue to disclose securities held by BTIM in Nine Entertainment Co. Holdings Limited.

Yours faithfully,

Chris Millard  
Company Secretary

{00008719.DOC}BT  
Investment Management  
Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 200  
Australia

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme NINE ENTERTAINMENT CO. HOLDINGS LTD (NEC)

ACN/ARSN ACN 122 203 892

#### 1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 23/06/2015

The previous notice was given to the company on 11/06/2015

The previous notice was dated 09/06/2015

#### 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 in 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	99,674,616	10.62%	83,226,601	8.87%

#### 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
23/06/2015	BTT & its Associates, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 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
BT Investment Management (Fund Services) Limited *	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Fund Services) Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	37,719,779 Ordinary	37,719,779
BT Investment Management (Institutional) Limited	UBS Wealth Management  National Australia Bank Limited  HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.  Australia and New Zealand Banking Group Limited  National Custodian Nominees  BNP Fund Services Australasia Pty Limited  National Nominees Limited  National Australian Custodian Services  Citicorp Nominees Pty Limited  JP Morgan Chase Bank  National Australia Bank Limited  Permanent Trustee Australia Limited	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	45,506,822 Ordinary	45,506,822

\*BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

## 5. Changes in association

The persons who have become associates (2) of, or 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
Advance Asset Management Limited ACN 002 538 329	The entity is a wholly owned subsidiary of Westpac Banking Corporation ( <b>Westpac</b> ). The entity ceased to be an associate of BT Investment Management Limited, following a partial sell-down by Westpac of its shareholding in BT Investment Management Limited (BTIM) from 59.1% to approximately 40.3% on 23 June 2015.
Asgard Capital Management Limited ACN 009 279 592	The entity is a wholly owned subsidiary of Westpac Banking Corporation ( <b>Westpac</b> ). The entity ceased to be an associate of BT Investment Management Limited, following a partial sell-down by Westpac of its shareholding in BT Investment Management Limited (BTIM) from 59.1% to approximately 40.3% on 23 June 2015.
BT Funds Management Limited ACN 63 002 916 458	The entity is a wholly owned subsidiary of Westpac Banking Corporation ( <b>Westpac</b> ). The entity ceased to be an associate of BT Investment Management Limited, following a partial sell-down by Westpac of its shareholding in BT Investment Management Limited (BTIM) from 59.1% to approximately 40.3% on 23 June 2015.
BT Funds Management No. 2 Limited ACN 000 727 659	The entity is a wholly owned subsidiary of Westpac Banking Corporation ( <b>Westpac</b> ). The entity ceased to be an associate of BT Investment Management Limited, following a partial sell-down by Westpac of its shareholding in BT Investment Management Limited (BTIM) from 59.1% to approximately 40.3% on 23 June 2015.

## 6. Addresses

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

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
NINE ENTERTAINMENT CO. HOLDINGS LTD (NEC)	The Company Secretary, NINE ENTERTAINMENT CO. HOLDINGS LIMITED (NEC) 24 Artarmon Road WILLOUGHBY NSW 2068  Tel: +61 2 9906 9999 Fax: +61 2 9965 2215

## Signature

Print name Chris Millard Company Secretary

Sign here \_\_\_\_\_ Date 25/06/2015

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 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 (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

**ANNEXURE A**

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for for BT Investment Management Limited ACN 126 365 822

Chris Millard – Company Secretary, BT Investment Management Limited 25/06/2015

**TRANSACTION HISTORY**

Sales & Purchases for the period : 10/06/2015 to 23/06/2015

SECURITY: NEC

**BT Investment Management (Fund Services) Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	15,217	25,260.22	Ordinary	15,217
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	51,165	84,933.90	Ordinary	51,165
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	56,441	93,692.06	Ordinary	56,441
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,726	22,785.16	Ordinary	13,726
19/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,151	17,507.07	Ordinary	11,151
22/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	260,000	408,200.00	Ordinary	260,000
	<b>Total</b>		<b>407,700</b>	<b>652,378.41</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>407,400</b>	<b>652,378.41</b>		

**BT Investment Management (Institutional) Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2015	Australia and New Zealand Banking Group Limited	Purchase	1,714	2,845.24	Ordinary	1,714
16/06/2015	Australia and New Zealand Banking Group Limited	Purchase	1,439	2,388.74	Ordinary	1,439
	<b>Total</b>		<b>3,153</b>	<b>5,233.98</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2015	BNP Fund Services Australasia Pty Limited	Purchase	12,419	20,615.54	Ordinary	12,419
16/06/2015	BNP Fund Services Australasia Pty Limited	Purchase	10,427	17,308.82	Ordinary	10,427
	<b>Total</b>		<b>22,846</b>	<b>37,924.36</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2015	Citicorp Nominees Pty Limited	Purchase	12,419	20,615.54	Ordinary	12,419
16/06/2015	Citicorp Nominees Pty Limited	Purchase	10,427	17,308.82	Ordinary	10,427
	<b>Total</b>		<b>22,846</b>	<b>37,924.36</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	786	1,312.62	Ordinary	786
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,748	4,589.16	Ordinary	2,748
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,354	2,247.64	Ordinary	1,354
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,167	21,857.22	Ordinary	13,167
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	4,181	6,940.46	Ordinary	4,181
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	41,591	69,041.06	Ordinary	41,591
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	268	444.88	Ordinary	268
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	13,219	21,943.54	Ordinary	13,219
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	51,097	84,821.02	Ordinary	51,097
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,733	12,836.78	Ordinary	7,733
10/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	17,086	28,362.76	Ordinary	17,086
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	660	1,095.60	Ordinary	660
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	2,307	3,829.62	Ordinary	2,307
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,137	1,887.42	Ordinary	1,137
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,055	18,351.30	Ordinary	11,055
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	3,510	5,826.60	Ordinary	3,510
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	34,919	57,965.54	Ordinary	34,919
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	225	373.50	Ordinary	225
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	11,099	18,424.34	Ordinary	11,099
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	42,901	71,215.66	Ordinary	42,901
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	6,492	10,776.72	Ordinary	6,492
16/06/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	14,346	23,814.36	Ordinary	14,346
	<b>Total</b>		<b>281,881</b>	<b>467,957.80</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2015	JP Morgan Chase Bank	Purchase	14,253	23,659.98	Ordinary	14,253
10/06/2015	JP Morgan Chase Bank	Purchase	63,755	105,833.30	Ordinary	63,755
10/06/2015	JP Morgan Chase Bank	Purchase	32,494	53,940.04	Ordinary	32,494
16/06/2015	JP Morgan Chase Bank	Purchase	11,967	19,865.22	Ordinary	11,967
16/06/2015	JP Morgan Chase Bank	Purchase	53,528	88,856.48	Ordinary	53,528
16/06/2015	JP Morgan Chase Bank	Purchase	27,282	45,288.12	Ordinary	27,282
	<b>Total</b>		<b>203,279</b>	<b>337,443.14</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/06/2015	National Australia Bank Limited	Purchase	6,525	10,831.50	Ordinary	6,525
10/06/2015	National Australia Bank Limited	Purchase	23,432	38,897.12	Ordinary	23,432
10/06/2015	National Australia Bank Limited	Purchase	68,982	115,199.94	Ordinary	68,982
16/06/2015	National Australia Bank Limited	Purchase	5,479	9,095.14	Ordinary	5,479
16/06/2015	National Australia Bank Limited	Purchase	19,673	32,657.18	Ordinary	19,673
16/06/2015	National Australia Bank Limited	Purchase	57,916	96,140.56	Ordinary	57,916

<b>Total</b>			<b>182,007</b>	<b>302,821.44</b>		
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<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
10/06/2015	National Australian Custodian Services	Purchase	11,483	19,061.78	Ordinary	11,483
16/06/2015	National Australian Custodian Services	Purchase	9,641	16,004.06	Ordinary	9,641
	<b>Total</b>		<b>21,124</b>	<b>35,065.84</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
10/06/2015	National Custodian Nominees	Purchase	4,258	7,068.28	Ordinary	4,258
16/06/2015	National Custodian Nominees	Purchase	3,575	5,934.50	Ordinary	3,575
	<b>Total</b>		<b>7,833</b>	<b>13,002.78</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
10/06/2015	National Nominees Limited	Purchase	10,190	16,915.40	Ordinary	10,190
16/06/2015	National Nominees Limited	Purchase	8,556	14,202.96	Ordinary	8,556
	<b>Total</b>		<b>18,746</b>	<b>31,118.36</b>		

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
10/06/2015	Permanent Trustee Australia Limited	Purchase	2,006	3,329.96	Ordinary	2,006
16/06/2015	Permanent Trustee Australia Limited	Purchase	1,684	2,795.44	Ordinary	1,684
	<b>Total</b>		<b>3,690</b>	<b>6,125.40</b>		

<b>BT Investment Management (Institutional) Limited Total :</b>			<b>767,405</b>	<b>1,274,617.00</b>		
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