

IFM Investors Pty Ltd ABN 67 307 247 727, AFS Licence No. 284404
IFM Investors (Nominees) Limited, ABN 56 003 969 893, AFS Licence No. 239169
IFM Infrastructure Funds, ABN 61 159 945 530
IFM International Private Equity Fund I, ABN 27 876 236 938
IFM International Private Equity Fund 4, ABN 40 869 828 615
IFM International Private Equity Fund III, ABN 21 393 445 075
IFM Listed Equity Funds Pooled Superannuation Trust, ABN 61 028 518 274



FAX

To: ASX Market Announcements Office (MAO)

Subject FORM

From: IFM Investors Pty Ltd

Fax No: 1300 135 638

Date 29.05.2017

☐ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply

Pages: 6

(incl. cover sheet)

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Dear ASIC

Please see attached form for lodgement.

Yours sincerely

Joshua Lim
Company Secretary

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Topbetta Holdings Limited

ACN/ARSN 164 521 395

1. Details of substantial holder (1)

Name INDUSTRY SUPER HOLDINGS PTY. LTD.
ACN/ARSN (if applicable) 119 748 080

This notice is given by INDUSTRY SUPER HOLDINGS PTY. LTD. on behalf of itself and each of its controlled bodies corporate (**IFM Group Subsidiaries**) named in the list of 1 page annexed to this notice and marked A.

There was a change in the interests of the
substantial holder on 25/05/2017
The previous notice was given to the company on 25/11/2016
The previous notice was dated 7/12/2016

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	11,111,111	8.83%	10,754,291	7.73%

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
14/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with HOST-PLUS PTY. LIMITED ACN 008 634 704 in transactions that took place on the Australian Securities Exchange (ASX).	\$5,025.62	27,216 ordinary shares	27,216
14/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with MERCER INVESTMENTS (AUSTRALIA) LIMITED ACN 008 612 397 in transactions that took place on the Australian Securities Exchange (ASX).	\$9,003.67	40,667 ordinary shares	40,667
14/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with VICTORIAN FUNDS MANAGEMENT CORPORATION ABN 27 691 254 157 in transactions that took place on the Australian Securities Exchange (ASX).	\$13,115.74	59,240 ordinary shares	59,240
16/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with HOST-PLUS PTY. LIMITED ACN 008 634 704 in transactions that took place on the Australian Securities Exchange (ASX).	\$467,566.03	2,105,205 ordinary shares	2,105,205

16/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with MERCER INVESTMENTS (AUSTRALIA) LIMITED ACN 008 612 397 in transactions that took place on the Australian Securities Exchange (ASX).	\$698,644.42	3,145,830 ordinary shares	3,145,830
16/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with VICTORIAN FUNDS MANAGEMENT CORPORATION ABN 27 691 254 157 in transactions that took place on the Australian Securities Exchange (ASX).	\$1,017,711.06	4,582,220 ordinary shares	4,582,220
16/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Purchase of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$2,183,921.52	9,833,055 ordinary shares	9,833,055
19/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$5,968.69	28,463 ordinary shares	28,463
19/12/2016	IFM INVESTORS PTY LTD ACN 107 247 727	Purchase of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$5,968.69	28,463 ordinary shares	28,463
11/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$11,580.66	63,665 ordinary shares	63,665
11/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$242.84	1,335 ordinary shares	1,335
12/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$6,161.76	38,511 ordinary shares	38,511
12/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$279.54	1,553 ordinary shares	1,553
12/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$13,330.80	74,060 ordinary shares	74,060
12/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$293,838.24	1,836,489 ordinary shares	1,836,489
15/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$1,826.64	10,148 ordinary shares	10,148
15/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$87,108.48	483,936 ordinary shares	483,936

24/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$7,250.78	36,750 ordinary shares	36,750
24/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$147.98	750 ordinary shares	750
25/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891 in transactions that took place on the Australian Securities Exchange (ASX).	\$1,826.88	9,250 ordinary shares	9,250
25/05/2017	IFM INVESTORS PTY LTD ACN 107 247 727	Sale of securities pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989 in transactions that took place on the Australian Securities Exchange (ASX).	\$89,516.88	453,250 ordinary shares	453,250

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 (8)	Class and number of securities	Person's votes
IFM INVESTORS PTY LTD ACN 107 247 727	IFM INVESTORS (NOMINEES) LIMITED as trustee for IFM LISTED EQUITIES MICROCAP TRUST		Power to control exercise of voting rights/disposal in Topbeta Holdings Limited (TBH) acquired on the Australian Securities Exchange (ASX) pursuant to an Investment Management Agreement with IFM INVESTORS (NOMINEES) LIMITED ACN 003 969 891	224,871 ordinary shares	224,871
IFM INVESTORS PTY LTD ACN 107 247 727	JP MORGAN CHASE BANK N.A ABN 43 074 112 011		Power to control exercise of voting rights/disposal in Topbeta Holdings Limited (TBH) acquired on the Australian Securities Exchange (ASX) pursuant to an Investment Management Agreement with AUSCOAL SUPERANNUATION PTY LTD ABN 70 003 566 989	10,529,420 ordinary shares	10,529,420
INDUSTRY SUPER HOLDINGS PTY. LTD. ACN 119 748 060			Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of IFM INVESTORS PTY LTD.	10,754,291 ordinary shares	10,754,291
Each of the IFM Group Subsidiaries			Taken under section 608(3) of the Corporations Act to have a relevant interest by reason of having voting power (through the relevant interests of its associate, INDUSTRY SUPER HOLDINGS PTY. LTD.) above 20% in IFM INVESTORS PTY LTD.	10,754,291 ordinary shares	10,754,291

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
Each of the IFM Group Subsidiaries	Body corporate controlled by the substantial holder INDUSTRY SUPER HOLDINGS PTY. LTD.

8. Addresses

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

Name	Address
INDUSTRY SUPER HOLDINGS PTY. LTD.	Level 29 Casselden 2 Lonsdale Street Melbourne VIC 3000
IFM Group Subsidiaries	See list of 1 page annexed to this notice and marked A

Signature

print name	Joshua Lim	capacity	Company Secretary
sign here		date	29/05/2017

DIRECTIONS

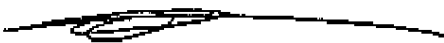
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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.

ANNEXURE A — ASSOCIATED COMPANIES**IFM Group**

Name	ACN/ABN	Address	Country
IFM FIDUCIARY NO. 2 PTY LTD	158 365 505	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFM FIDUCIARY PTY LTD	135 450 618	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFM HOLDINGS PTY LTD	135 448 225	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFM INVESTORS (JAPAN) PTY LTD	166 271 889	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFM INVESTORS (NOMINEES) LIMITED	003 969 891	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFM INVESTORS PTY LTD	107 247 727	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFS INSURANCE SOLUTIONS PTY LTD	070 588 108	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
INDUSTRY FUND SERVICES LIMITED	007 016 195	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
INDUSTRY FUNDS INVESTMENTS LTD	008 883 227	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
INDUSTRY FUNDS MANAGEMENT (NOMINEES 2) PTY LTD	073 931 843	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
INDUSTRY FUNDS MANAGEMENT (NOMINEES) LIMITED	003 969 891	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
INDUSTRY SUPER HOLDINGS PTY. LTD.	119 748 060	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
INDUSTRY SUPER NETWORK PTY LTD	158 563 270	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
LENTESCO PACKAGING PTY LTD	136 351 249	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
NSW BUY RENT PTY LIMITED	052 000 709	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
SBLB PTY LTD	073 931 790	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
SUPER MEMBER INVESTMENTS LIMITED	095 974 100	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
THE BOND MARKET PTY LTD	073 331 414	Level 29 Casselden, 2 Lonsdale Street, Melbourne, Victoria 3000	Australia
IFM GLOBAL INFRASTRUCTURE (CANADA) GP, INC	BC0851184	99 Park Avenue, 19 th Floor, New York, NY 10016, USA	Canada
IFM INVESTORS (JAPAN), LLC		99 Park Avenue, 19 th Floor, New York, NY 10016, USA	Japan
IFM GLOBAL INFRASTRUCTURE (UK) GP LTD	6547980	3 rd Floor, 60 Gresham Street, London, EC2V 7BB UK	UK
IFM INVESTORS (UK) LTD	5857982	3 rd Floor, 60 Gresham Street, London, EC2V 7BB UK	UK
IFM (US) SECURITIES, LLC	90-0919932	99 Park Avenue, 19 th Floor, New York, NY 10016, USA	US
IFM GLOBAL INFRASTRUCTURE (US) GP, LLC	98-0634648	99 Park Avenue, 19 th Floor, New York, NY 10016, USA	US
IFM INVESTORS (US) ADVISOR, LLC	146366	99 Park Avenue, 19 th Floor, New York, NY 10016, USA	US
IFM INVESTORS (US), LLC	146366	99 Park Avenue, 19 th Floor, New York, NY 10016, USA	US

This is the annexure of 1 page marked A mentioned in the Form 604 signed by me and dated 29 May 2017



Signature of Joshua Lim, Company Secretary (INDUSTRY SUPER HOLDINGS PTY. LTD.)