

# Lander & Rogers

Lawyers

## Fax transmission

24 June 2013

<b>To</b>	Market Announcements Office, Australian Securities Exchange Limited	<b>From</b>	Luong Truong
<b>Your ref</b>		<b>Our ref</b>	LUT:2017898
<b>Fax number</b>	1300 135 638	<b>Total pages</b>	9 including this page
<b>Re</b>	Form 604 Notice of Change in interests of substantial holder		

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### Message

Please find enclosed "Form 604 – Notice of change in interests of substantial holder" which was sent to Sonic Healthcare Limited today.

#### Melbourne

Level 12, Bourke Place  
600 Bourke Street  
Melbourne VIC 3000  
Australia

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Melbourne VIC 3001  
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[www.landerson.com.au](http://www.landerson.com.au)

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ABN 58 207 240 529

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# Lander & Rogers

## Lawyers

24 June 2013

Sonic Healthcare Limited  
14 Giffnock Avenue  
MACQUARIE PARK NSW 2113

Our ref: RST:LUT:2017898  
Office: Melbourne

By email:  
ContactUs@sonichealthcare.com.au

### Notice of Change of Interests of Substantial Holder

We act for the substantial holders giving this notice (such persons are referred to in this notice as the Veritas Group).

We refer to our letter dated 10 May 2013 to you regarding the Veritas Group's notice of change of interests of substantial holder. Since that earlier notice the Veritas Group's shareholdings in Sonic Healthcare Limited have increased by more than 1% and, accordingly, please find attached a Form 604 Notice of Change of Interests of Substantial Holder which is lodged as a joint notice on behalf of the Veritas Group.

Yours faithfully



Luong Truong | Lawyer  
D +61 3 9269 9529  
ltruong@landers.com.au

Enc 1

cc: Market Announcements Office  
ASX Limited (via facsimile)

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**Melbourne**

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Member of Mackrell International  
ABN 58 207 240 529

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

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

To Company Name/Scheme Sonic Healthcare Limited

ACN/ARSN 004 196 909

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

Name The members of the Veritas Group as listed in Annexure A to this notice.

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 21/06/2013  
 The previous notice was given to the company on 10/05/2013  
 The previous notice was dated 07/05/2013

**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	28,705,091	7.09%	32,185,970	8.11%

**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
See Annexure B					

**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
See Annexure C					

**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:

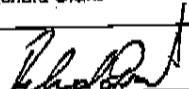
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

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

Name	Address
See Annexure A	

**Signature**

print name	Richard Grant	capacity	Partner and Chief Operating Officer
sign here		date	21.06.13


**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.

Sonic Healthcare Limited (ACN 004 196 909)

**This is Annexure "A" of 1 page referred to in ASIC Form 604 (Notice of change of interests of substantial holder)**

Signature   
Name: Richard Grant  
Position: Partner & Chief Operating Officer  
Date: 21.06.13

#### 6. Addresses

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

Name	Address
The Real Return Group Company Limited	Elizabeth House, 39 York Road, London, SE1 7NQ, United Kingdom
Veritas Asset Management (UK) Limited (ACN 140 116 972)	Elizabeth House, 39 York Road, London, SE1 7NQ, United Kingdom
Veritas Asset Management LLP (Partnership No. OC375942)	Elizabeth House, 39 York Road, London, SE1 7NQ, United Kingdom
Veritas Asset Management AG	Genferstrasse 21, 8002 Zurich, Switzerland

**This is Annexure "B" of 1 page referred to in ASIC Form 604 (Notice of change of interests of substantial holder)**

Signature



Name: Richard Grant

Position: Partner &amp; Chief Operating Officer

Date: 21.06.13

**3. Changes in relevant interests**

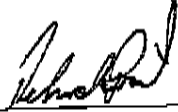
Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

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
09/05/13	Veritas Asset Management LLP	Purchase	£13,897.60	1000 Ordinary Shares	7.07%
09/05/13	Veritas Asset Management LLP	Purchase	£27,795.20	2000 Ordinary Shares	7.07%
09/05/13	Veritas Asset Management LLP	Purchase	£27,795.20	2000 Ordinary Shares	7.07%
09/05/13	Veritas Asset Management LLP	Purchase	£41,692.80	3000 Ordinary Shares	7.07%
09/05/13	Veritas Asset Management LLP	Purchase	£13,897.60	1000 Ordinary Shares	7.07%
09/05/13	Veritas Asset Management LLP	Purchase	£55,590.40	4000 Ordinary Shares	7.07%
09/05/13	Veritas Asset Management	Purchase	£7,175,789.50	516,333 Ordinary	7.20%

	LLP			Shares	
09/05/13	Veritas Asset Management LLP	Purchase	£55,590.40	4000 Ordinary Shares	7.21%
13/05/13	Veritas Asset Management LLP	Purchase	£5,084,940.00	350,000 Ordinary Shares	7.29%
14/05/13	Veritas Asset Management LLP	Purchase	£9,522,283.52	648,083 Ordinary Shares	7.46%
15/05/13	Veritas Asset Management LLP	Purchase	£2,792,766.60	189,988 Ordinary Shares	7.51%
16/05/13	Veritas Asset Management LLP	Purchase	£4,502,445.57	311,929 Ordinary Shares	7.58%
27/05/13	Veritas Asset Management LLP	Purchase	£2,472,778.50	177,000 Ordinary Shares	7.63%
18/06/13	Veritas Asset Management LLP	Purchase	£10,579,750.18	754,753 Ordinary Shares	7.82%
19/06/13	Veritas Asset Management LLP	Purchase	£2,996,133.21	211,083 Ordinary Shares	7.87%
20/06/13	Veritas Asset Management LLP	Purchase	£6,231,729.56	434,164 Ordinary Shares	7.98%
21/06/13	Veritas Asset Management LLP	Purchase	£7,311,625.59	500,546 Ordinary Shares	8.11%
				<b>Total: 32,185,970 Ordinary Shares</b>	

This is Annexure "C" of 1 page referred to in ASIC Form 604 (Notice of change of interests of substantial holder)

Signature



Name: Richard Grant

Position: Partner &amp; Chief Operating Officer

Date: 21.06.13

#### 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
Veritas Asset Management LLP	State St UK	Veritas Asset Management LLP	0.62%	2,448,000 Ordinary Shares	2,448,000
Veritas Asset Management LLP	Bank of New York Mellon (UK)	Veritas Asset Management LLP	0.62%	2,462,270 Ordinary Shares	2,462,270
Veritas Asset Management LLP	BNP Paribas (UK)	Veritas Asset Management LLP	0.14%	561,000 Ordinary Shares	561,000
Veritas Asset Management LLP	JP Morgan (UK)	Veritas Asset Management LLP	0.41%	1,633,000 Ordinary Shares	1,633,000
Veritas Asset Management LLP	National Bank of Australia	Veritas Asset Management LLP	0.04%	154,000 Ordinary Shares	154,000
Veritas Asset Management LLP	Northern Trust (UK)	Veritas Asset Management LLP	0.61%	2,441,000 Ordinary Shares	2,441,000
Veritas Asset Management	Kasbank	Veritas Asset	0.03%	129,000	129,000



LLP		Management LLP		Ordinary Shares	
Veritas Asset Management LLP	Citibank	Veritas Asset Management LLP	0.62%	2,656,000 Ordinary Shares	2,656,000
Veritas Asset Management LLP	HSBC (Ireland)	Veritas Asset Management LLP	4.96%	19,701,700 Ordinary Shares	19,701,700

**Total: 32,185,970 Ordinary Shares**