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## Facsimile

To:	Company Announcements Platform	From:	Amanda Perry
Company:	ASX	Date:	21 December 2012
Facsimile:	1300 135 638	Pages:	5 (including this one)
Re:	Form 603 – Notice of initial substantial shareholder		

Dear Sir/Madam,

I attach a completed Form 603; Notice of initial substantial shareholder, completed by Cooper Investors Pty Limited, in accordance with Section 671B of the Corporations Act 2001, in relation to shares in Lifestyle Communities Limited.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'A Perry'.

Amanda Perry  
Legal and Compliance Manager

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**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Lifestyle Communities LimitedACN/ARSN 078 675 453**1. Details of substantial holder (1)**Name Cooper Investors Pty LimitedACN/ARSN (if applicable) 100 409 890The holder became a substantial holder on 19/ 12 /12**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	71,428,575	71,428,575	7.14%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure B		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure B			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Cooper Investors Pty Limited	19/12/12	See Annexure A		

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**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

**7. Addresses**

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

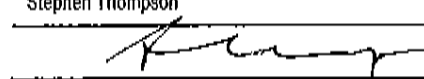
Name	Address
Cooper Investors Pty Limited	Level 1, 60 Collins Street, Melbourne, VIC, 3000

**Signature**

print name Stephen Thompson

Capacity Director

sign here



date 21/12/12

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

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## LIC 21.12.12 ANNEXURE A

Trade Date	Ticker	Security	Quantity	Price	Amount	Currency
18/12/2012	LICXX	Lifestyle Communities Placement	12,857,146	\$ 0.07	\$ 900,000.22	AUD
19/12/2012	LICXX	Lifestyle Communities Placement	8,571,429	\$ 0.07	\$ 600,000.03	
19/12/2012	LICVY	Lifestyle Communities Subunderwriting	50,000,000	\$ 0.07	\$ 3,500,000.00	
			<b>71,428,575</b>		<b>\$ 5,000,000.25</b>	

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LIC 21.12.12 ANNEXURE B

Holder of Relevant Interest	Registered Holder of Securities	Persons entitled to be registered as holder	Nature of Relevant Interest	Number of Securities	Persons Votes
CI Brunswick Fund	National Nominees Ltd	National Nominees Ltd	Investment Fund	24,426,146	24,426,146
Cambooya Pty Ltd	National Nominees Ltd	National Nominees Ltd	Investment Fund	18,431,000	18,431,000
PJ Cooper Investments Pty Ltd - Cooper Investment Trust	Pershing Securities Australia	Pershing Securities Australia	Investment	28,571,429	28,571,429
				<b>71,428,575</b>	<b>71,428,575</b>
		Total Shares Outstanding		999,708,416	
		Percentage Holding			7.14%

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