

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company
Name/Scheme

Southern Cross Media Group Limited

ACN/ARSN/ABN

116 024 539

1. Details of substantial holder (1)

Name

Allan Gray Australia Pty Ltd (Allan Gray Australia) and its related bodies corporate as set out in Table 1 of Annexure A (together the Group), as investment manager for the funds or investment mandates listed at Table 2 of Annexure A
112 316 168 (ACN of Allan Gray Australia)

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

18 March 2014

The previous notice was given to the company on

7 March 2014

The previous notice was dated

7 March 2014

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	75,200,721	10.67%	82,315,358	11.67%

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 A, Tables 2 and 3					

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 A, Tables 2 and 4					

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
See Annexure A, Tables 1 and 2	

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Southern Cross Media Group Ltd

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Print name	Simon Marais	Director
Sign here		Date: 20 March 2014

Table 1 – Related bodies corporate

The following entities are associates of Allan Gray Australia and each other by virtue of being related bodies corporate.

Orbis Holdings Limited	Orbis Mansfield Street Properties Ltd
Orbis World Limited	Orbis Investment Management (BVI) Limited (OIMLBVI)
Orbis Investment Management Limited (OIML)	Orbis Investment Advisory Pty Limited
Orbis Asset Management Limited (OAML)	Allan Gray (Holdings) Pty Ltd
Orbis Administration Limited	Orbis Investment Advisory (Hong Kong) Limited
Orbis Investment Research Limited	Orbis Client Services (Canada) Limited
Orbis Investment Management (MIS) Limited	Orbis Holdings (UK) Limited
Triple Blue Holdings Limited	Orbis Investment Management (Europe) LLP
Pictet Overseas Trust Corporation and Pictet Trustee Company SA	

Table 2 - Funds

An entity within the Group acts as investment manager for some or all of the assets in the following funds.

No	Fund name	Manager	Code	Registered holder	Persons entitled to be registered holder
1.	Allan Gray Australia Equity Fund	AGA	SMEF	Citibank N.A., Sydney Branch as SMEF's custodian	Equity Trustees Limited as SMEF's responsible entity
2.	Allan Gray Australia Opportunity Fund	AGA	SMSF	Citibank N.A., Sydney Branch as SMSF's custodian	Equity Trustees Limited as SMSF's responsible entity
3.	Warakirri Endeavour Fund	AGA	SMWK	ANZ Nominees Ltd as SMWK's custodian	Warakirri Asset Management Pty Ltd as SMWK's trustee
4.	Warakirri Australian Equities Pensions and Charities Fund	AGA	SMWA	ANZ Nominees Ltd as SMWA's custodian	Warakirri Asset Management Pty Ltd SMWA's trustee
5.	Ibbotson Australian Shares High Alpha Trust	AGA	SMIA	JP Morgan Nominees Australia Ltd as SMIA's custodian	Ibbotson Associates Australia Ltd SMIA's trustee
6.	Construction and Building Unions Superannuation Fund	AGA	SMCB	NAB Custodial Services as SMCB's custodian	United Super Pty Ltd as SMCB's trustee
7.	HESTA Superannuation Fund	AGA	SMHT	JP Morgan Nominees Australia Ltd as SMIA's custodian	H.E.S.T. Australia Ltd as SMHT's trustee
8.	Hostplus Superannuation Fund	AGA	SMHP	Citibank N.A., Sydney Branch as SMHP's custodian	Host Plus Pty Ltd as SMHP's trustee
9.	Russell Australian Opportunities Fund	AGA	SMRI	State Street Australia Ltd as SMRI's custodian	Russell Investment Management Ltd as SMRI's responsible entity
10.	Catholic Superannuation Fund	AGA	SMCS	NAB Custodial Services as custodian for SMCS	CSF Pty Ltd as SMCS's trustee
11.	Qantas Superannuation Plan	AGA	SMQS	JP Morgan Nominees Australia Ltd as SMQS's custodian	Qantas Superannuation Ltd as SMQS's trustee
12.	Maritime Super	AGA	SMMS	NAB Custodial Services as custodian for SMMS	Maritime Super Pty Ltd as SMMS's trustee
13.	Non-Government Schools Superannuation Fund	AGA	SMNG	State Street Australia Ltd as SMNG's custodian	Non-Government Schools Superannuation Fund Pty Ltd as SMNG's trustee
14.	REST Superannuation Fund	AGA	SMRT	State Street Australia Ltd as SMRT's custodian	Retail Employees Superannuation Pty Ltd as SMRT's trustee
15.	Government Employees Superannuation Board	AGA	SMGB	NAB Custodial Services as SMGB's custodian	Government Employees Superannuation Board
16.	Orbis Global Equity Fund (Australia Registered)	OIML	GAPL	Citibank N.A., Hong Kong Branch, as GAPL's custodian	Equity Trustees Limited as GAPL's responsible entity
17.	Orbis Global Equity Fund Limited	OIMLA	OGEF	Citigroup Fund Services Canada, Inc (Citi Canada) as OGEF's custodian	OGEF
18.	Orbis Optimal SA Fund Limited	OIML	OSAP	Citi Canada as OSAP's custodian	OSAP
19.	Orbis International Equity LP	OAML	IELP	Citi Canada as IELP's custodian	IELP
20.	Orbis SICAV – Global Equity Fund	OIML	SGPL	Citibank International plc (Luxembourg Branch) (Citi Lux) as SGPL's custodian	SGPL
21.	Orbis SICAV – Asia- Ex Japan Fund	OIMLBVI	XJPL	Citi Lux as XJPL's custodian	XJPL
22.	Orbis SICAV – Global Balanced Fund	OIML	GBPL	Citi Lux as GBPL's custodian	GBPL
23.	Orbis SICAV – Global Balanced Fund SA	OIML	GBSA	Citi Lux as GBSA's custodian	GBSA

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Table 3 – Change in relevant interest

Trade Date	Reference Code	Action	No of security	Consideration
06 Mar 14 to 18 Mar 14	SMCB	Buy	1,477,422	\$ 2,022,057
06 Mar 14 to 18 Mar 14	SMCS	Buy	541,970	\$ 742,251
06 Mar 14 to 18 Mar 14	SMEF	Buy	975,420	\$ 1,335,575
06 Mar 14	SMGB	Buy	67,822	\$ 92,916
06 Mar 14 to 18 Mar 14	SMHP	Buy	879,411	\$ 1,204,408
06 Mar 14 to 18 Mar 14	SMHT	Buy	1,088,828	\$ 1,490,105
17 Mar 14 to 18 Mar 14	SMIA	Buy	57,292	\$ 78,422
06 Mar 14 to 18 Mar 14	SMMS	Buy	467,404	\$ 640,163
08 Mar 14 to 18 Mar 14	SMNG	Buy	301,283	\$ 412,666
06 Mar 14 to 18 Mar 14	SMQS	Buy	671,120	\$ 919,183
06 Mar 14 to 18 Mar 14	SMRI	Buy	199,914	\$ 273,803
14 Mar 14 to 18 Mar 14	SMRT	Buy	352,017	\$ 481,784
06 Mar 14 to 18 Mar 14	SMWA	Buy	25,394	\$ 34,831
06 Mar 14 to 18 Mar 14	SMWK	Buy	9,340	\$ 12,739
	Total		7,114,637	\$ 9,740,903

Trades on market unless otherwise stated

Table 4 – Present relevant interest

Reference Code	Total no of securities
SMCB	11,062,351
SMCS	4,682,122
SMEF	17,145,795
SMGB	6,879,264
SMHP	7,425,046
SMHT	9,100,115
SMIA	1,494,231
SMMS	3,906,462
SMNG	2,037,845
SMQS	4,490,779
SMRI	1,863,471
SMRT	11,267,671
SMSF	304,372
SMWA	553,770
SMWK	102,064
Total	82,315,358