

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Carindale Property Trust (ASX: CDP)

ACN/ARSN ARSN 093 261 744

1. Details of substantial holder (1)

Name Scentre Management Limited as responsible entity of Scentre Group Trust 1 ("Scentre Management Limited") and each of its related bodies corporate listed in Annexure B

ACN/ARSN (if applicable) ARSN 090 849 746

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

31 / 05 / 2017

The previous notice was given to the company on

16 / 09 / 2016

The previous notice was dated

16 / 09 / 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 Units	36,965,568	52.81%	37,747,614	53.93%

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
Refer 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
Scentre Management Limited	Scentre Management Limited	Scentre Management Limited	Registered holder – section 608(1)(a)	37,662,991 Ordinary Units	37,662,991
Scentre Management Limited	Unknown	Scentre Management Limited	Enforceable right to be registered as holder of securities acquired on market – section 608(8).	84,623 Ordinary Units	84,623

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

6. Addresses

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

Name	Address
Scentre Management Limited	Level 30, 85 Castlereagh St, Sydney NSW 2000
Related bodies corporate of Scentre Management Limited	See Annexure B

Signature

print name MAUREEN MCGRATH

Capacity COMPANY SECRETARY

sign here



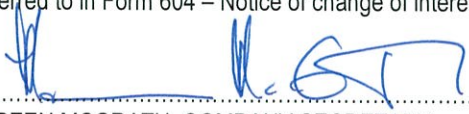
date 01 / 06 / 2017

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 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 (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"

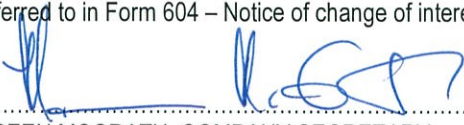
This is Annexure A of 1 page, referred to in Form 604 – Notice of change of interests of substantial holder


 MAUREEN MCGRATH, COMPANY SECRETARY
 DATE: 01 JUNE 2017

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
27/10/2016	Scentre Management Limited	On-market purchase	\$840,705.52	109,343 Ordinary Units	109,343
28/10/2016	Scentre Management Limited	On-market purchase	\$193,710.24	25,092 Ordinary Units	25,092
31/10/2016	Scentre Management Limited	On-market purchase	\$37,533.02	4,900 Ordinary Units	4,900
3/11/2016	Scentre Management Limited	On-market purchase	\$138,409.46	17,986 Ordinary Units	17,986
27/02/2017	Scentre Management Limited	On-market purchase	\$143,205.24	18,130 Ordinary Units	18,130
7/03/2017	Scentre Management Limited	On-market purchase	\$62,773.40	7,946 Ordinary Units	7,946
10/03/2017	Scentre Management Limited	On-market purchase	\$33,888.00	4,236 Ordinary Units	4,236
13/03/2017	Scentre Management Limited	On-market purchase	\$37,504.00	4,688 Ordinary Units	4,688
15/03/2017	Scentre Management Limited	On-market purchase	\$56,485.16	7,114 Ordinary Units	7,114
17/03/2017	Scentre Management Limited	On-market purchase (Special crossing)	\$2,061,640.00	259,000 Ordinary Units	259,000
28/03/2017	Scentre Management Limited	On-market purchase	\$252,944.58	31,857 Ordinary Units	31,857
29/03/2017	Scentre Management Limited	On-market purchase	\$413,842.91	52,187 Ordinary Units	52,187
30/03/2017	Scentre Management Limited	On-market purchase	\$1,013,276.16	127,296 Ordinary Units	127,296
19/05/2017	Scentre Management Limited	On-market purchase	\$216,810.00	27,000 Ordinary Units	27,000
22/05/2017	Scentre Management Limited	On-market purchase	\$5,179.46	648 Ordinary Units	648
31/05/2017	Scentre Management Limited	On-market purchase	\$680,368.92	84,623 Ordinary Units	84,623

"ANNEXURE B"

This is Annexure B of 4 pages, referred to in Form 604 – Notice of change of interests of substantial holder


MAUREEN MCGRATH, COMPANY SECRETARY
DATE: 01 JUNE 2017

	Related Body Corporate	Company number	Registered Office address
1.	Adurant Pty. Limited	003 155 628	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
2.	Alphen Pty. Limited	052 136 348	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
3.	Amondi Pty Limited	087 465 763	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
4.	Annsa Pty Ltd	093 890 236	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
5.	Gaural Pty. Limited	003 101 924	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
6.	Honeykent Pty. Limited	050 057 326	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
7.	Lourens Pty. Limited	076 681 797	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
8.	Lycus Pty. Limited	002 253 161	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
9.	Marchet Pty Limited	008 625 250	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
10.	Orta Pty. Limited	008 617 810	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
11.	Parliv Pty Limited	056 002 558	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
12.	RE Holding Company Pty Limited	145 734 489	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
13.	RE Nominee Company Pty Limited	146 211 930	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
14.	RE1 Limited	145 743 862	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
15.	RE2 Limited	145 744 065	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
16.	Regional Shopping Centre Nominees Pty. Limited	050 044 785	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
17.	Samel Pty. Limited	008 620 586	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
18.	Scentre Alliances Carindale Pty Limited	098 563 252	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
19.	Scentre Alliances Pty Limited	098 357 521	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
20.	Scentre Capital Assets Pty Limited	003 146 307	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
21.	Scentre Capital Corporation Pty Limited	008 589 384	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
22.	Scentre Capital Financial Services Pty Limited	008 618 166	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia

	Related Body Corporate	Company number	Registered Office address
23.	Scentre Custodian Pty Limited	098 698 652	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
24.	Scentre Design and Construction Pty Limited	000 267 265	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
25.	Scentre Digital Pty Limited	141 708 125	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
26.	Scentre Finance (Aust) Limited	093 642 865	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
27.	Scentre Funds Management Limited	003 613 410	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
28.	Scentre Group Limited	001 671 496	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
29.	Scentre Holdings Pty Limited	110 587 338	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
30.	Scentre Hubs Pty Limited	607 607 376	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
31.	Scentre Investments Pty Limited	062 325 786	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
32.	Scentre Limited	000 317 279	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
33.	Scentre No 1 Pty Limited	098 357 558	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
34.	Scentre No 4 Pty Limited	100 458 437	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
35.	Scentre Parramatta Pty Limited	000 856 682	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
36.	Scentre Projects (Australia) Pty Limited	008 598 409	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
37.	Scentre Promotion Fund Management Pty Ltd	011 047 215	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
38.	Scentre QLD No 1 Pty Limited	120 921 182	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
39.	Scentre QLD No 2 Pty Limited	120 921 155	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
40.	Scentre Services Pty Limited	002 861 690	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
41.	Scentre Shopping Centre Management (ACT) Pty Ltd	008 612 002	Westfield Shoppingtown Belconnen, Centre Management Office Level 3, Belconnen Mall Benjamin Way, Belconnen ACT 2617, Australia
42.	Scentre Shopping Centre Management (QLD) Pty Ltd	010 310 059	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
43.	Scentre Shopping Centre Management (SA) Pty Ltd	008 139 580	Westfield Shoppingtown Tea Tree Plaza, Centre Manager's Office, 976 North East Road, Modbury SA 5092, Australia
44.	Scentre Shopping Centre Management (VIC) Pty Ltd	007 280 908	Westfield Shoppingtown Southland, Level 1 Westfield Shoppingtown Southland, 1239 Nepean Highway, Cheltenham VIC 3192, Australia
45.	Scentre Shopping Centre Management (WA) Pty Ltd	060 037 621	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
46.	Scentre Shopping Centre Management Pty Ltd	000 712 710	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
47.	SCG1 Finance (Aust) Pty Limited	108 806 711	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
48.	Titania Services Pty. Ltd.	010 746 273	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia

	Related Body Corporate	Company number	Registered Office address
49.	WASCF Alliances Pty Limited	121 555 708	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
50.	Westfield Gift Cards No 2 Pty Limited	130 151 861	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
51.	Westfield Gift Cards Pty Limited	113 171 663	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
52.	WestUS Pty. Limited	008 588 458	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
53.	WSF Fund Pty Limited	120 154 663	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
54.	Zed Investments Pty. Limited.	003 713 362	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
55.	Abyssinian Holdings Limited	1049375	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
56.	Chartwell Shopping Centre Limited	88142	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
57.	Downtown Shopping Centre (No. 2) Limited	886134	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
58.	Downtown Shopping Centre Limited	86422	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
59.	Glenfield Mall Limited	412840	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
60.	Johnsonville Shopping Centre Limited	411162	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
61.	Kroftfield Properties Limited	869948	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
62.	Petavid Investments Limited	976700	Level 30, Vero Centre, 48 Shortland Street, Auckland , New Zealand
63.	Re (NZ) Finance Limited	3183148	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
64.	Re (NZ) Finance No 2 Limited	3214987	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
65.	Redisville Enterprises Limited	691809	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
66.	Scentre (New Zealand) Limited	847547	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
67.	Scentre Finance (NZ) Limited	1527864	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
68.	Scentre Leasing (NZ) Limited	839474	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
69.	Scentre NZ Holdings Limited	3183309	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
70.	Scentre Properties (New Zealand) Limited	839472	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
71.	Scentre Shopping Centre Management (NZ) Limited	843321	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
72.	Scentre Trust (NZ) Limited	934131	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
73.	SCG1 Finance (NZ) Limited	1528068	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
74.	SCG1 Finance (NZ) No 2 Limited	3214914	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
75.	Shore City Centre (1993) Limited	611244	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand

	Related Body Corporate	Company number	Registered Office address
76.	St Lukes Group (No. 3) Limited	1851716	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
77.	St Lukes Group Holdings Limited	523140	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
78.	St Lukes Group Limited	523138	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
79.	The Plaza Pakuranga Limited	411163	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
80.	WestCity Shopping Centre Limited	611243	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand