Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

<u>To</u> Company Name/Scheme <u>THE REJECT SHOP LIMITED (TRS)</u>

ACN/ARSN <u>ACN 006 122 676</u>

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed

in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder ceased to be a substantial holder on

23/01/2015

The previous notice was given to the company on $\frac{13/01/2015}{}$

The previous notice was dated 09/01/2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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	Nature of	Consideration	Class (6) and	Person's
	changed	change (4)	given in relation	number of	votes
			to change (5)	securities	affected
				affected	
23/01/2015	WBC & its Associates,	See	See	See	See
	Asgard Capital	Annexure	Annexure 'A'	Annexure	Annexure
	Management Limited, BT	'A'		'A'	'A'
	Funds Management				
	Limited, BT Investment				
	Management (Fund				
	Services) Limited, BT				
	Funds Management No.2				
	Limited, Advance Asset				
	Management Limited, BT				
	Investment Management				
	(Institutional) Limited				

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

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

4. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
THE REJECT SHOP LIMITED (TRS)	The Company Secretary, The REJECT SHOP LIMITED (TRS) 245 Racecourse Road KENSINGTON VIC 3031
	Tel: +61 3 9371 5555 Fax: +61 3 9372 1211

Signature

Print name	Tim Hartin	Capacity	Company Secretary
Sign here		Date	28/01/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) 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' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

 $Tim\ Hartin-Company\ Secretary,\ Westpac\ Banking\ Corporation-23/01/2015$

Sales & Purchases for the period : 10/01/2015 to 23/01/2015

SECURITY: TRS

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,057	-30,695.99	Ordinary	5,057
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,937	-36,037.59	Ordinary	5,937
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,442	-39,102.94	Ordinary	6,442
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-159	-965.13	Ordinary	159
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,672	-40,499.04	Ordinary	6,672
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,614	-40,146.98	Ordinary	6,614
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,001	-6,076.07	Ordinary	1,001
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,467	-39,254.69	Ordinary	6,467
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,224	-37,779.68	Ordinary	6,224
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,915	-35,904.05	Ordinary	5,915
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,672	-40,499.04	Ordinary	6,672
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,938	-36,043.66	Ordinary	5,938
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,924	-35,958.68	Ordinary	5,924
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,226	-37,791.82	Ordinary	6,226
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,799	-35,199.93	Ordinary	5,799
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,627	-40,225.89	Ordinary	6,627
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,548	-39,746.36	Ordinary	6,548
21/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,824	-35,351.68	Ordinary	5,824
	Total		-100,046	-607,279.22		
	Advance Asset Management Limited Total :		-100,046	-607,279.22		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/01/2015	BT Portfolio Services Limited	Purchase	1,650	10,065.00	Ordinary	1,650
21/01/2015	BT Portfolio Services Limited	Sale	-276	-1,647.25	Ordinary	276
	Total		1,374	8,417.75		
	BT Funds Management Limited Total :		1,374	8,417.75		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-30,373	-179,808.16	Ordinary	30,373
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,538	-56,464.96	Ordinary	9,538
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,431	-8,471.52	Ordinary	1,431

23/01/2015	HSBC Custody Nominees (Australia) Limited. Total	Sale	-1,454 -42,796	-8,607.68 -253,352.32	Ordinary	1,454
	BT Funds Management No.2 Limited Total :		-42,796	-253,352.32		
RT Investme	ent Management (Fund Services) Limited		· 	·		
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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	votes
23/01/2015	Australia and New Zealand Banking Group Limited	Sale	-1,116	-6,606.72	Ordinary	1,116
23/01/2015	Australia and New Zealand Banking Group Limited	Sale	-313	-1,852.96	Ordinary	313
23/01/2015	Australia and New Zealand Banking Group Limited	Sale	-164	-970.88	Ordinary	164
23/01/2015	Australia and New Zealand Banking Group		-2,921		•	
	Limited Australia and New Zealand Banking Group	Sale	-426	-17,292.32	Ordinary	2,92
23/01/2015	Limited Total	Sale	-4,940	-2,521.92 -29,244.80	Ordinary	426
	Total		-4,940	-29,244.00		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/01/2015	National Australian Custodian Services	Sale	-311	-1,841.12	Ordinary	31 ⁻
23/01/2015	National Australian Custodian Services	Sale	-4,727	-27,983.84	Ordinary	4,72
23/01/2015	National Australian Custodian Services	Sale	-410	-2,427.20	Ordinary	410
23/01/2015	National Australian Custodian Services	Sale	-7,336	-43,429.12	Ordinary	7,336
	Total		-12,784	-75,681.28		
						Person's
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	votes affected
23/01/2015	National Nominees Limited	Sale	-8,061	-47,721.12	Ordinary	8,06
23/01/2015	National Nominees Limited	Sale	-451	-2,669.92	Ordinary	45
23/01/2015	National Nominees Limited	Sale	-5,185	-30,695.20	Ordinary	5,18
23/01/2015	National Nominees Limited	Sale	-349	-2,066.08	Ordinary	349
	Total		-14,046	-83,152.32		
	BT Investment Management (Fund Services) Limited Total :		-31,770	-188,078.40		
BT Investme	ent Management (Institutional) Limited					
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-61,058	-361,463.36	Ordinary	61,058
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,282	-31,269.44	Ordinary	5,282
23/01/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-150,810	-892,795.20	Ordinary	150,810

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/01/2015	National Australia Bank Limited	Sale	-32,596	-192,968.32	Ordinary	32,596
23/01/2015	National Australia Bank Limited	Sale	-36,994	-219,004.48	Ordinary	36,994
	Total		-69,590	-411,972.80		
	BT Investment Management (Institutional) Limited Total :		-286,740	-1,697,500.80		

ANNEXURE B

This is annexure 'B' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN $007\,457\,141$ and its associated entities

 $Tim\ Hartin-Company\ Secretary\ Westpac\ Banking\ Corporation-23/01/2015$

Westpac Banking Corporation	Australia	Qvalent Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Reinventure Fund ILP	Australia
1925 Advances Pty Limited	Australia Papua New	RMS Warehouse Trust 2007-1	Australia
A.G.C. (Pacific) Limited	Guinea	Sallmoor Pty Limited	Australia
Advance Asset Management Limited	Australia	Securitor Financial Group Limited	Australia
Altitude Administration Pty Limited	Australia	Seed Pool Trust No. 2	Australia
Altitude Rewards Pty Limited	Australia	Series 2007-1G WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2008-1M WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2009-1 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2011-2 WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2011-3 WST Trust	Australia
Asgard Wealth Solutions Limited Australian Loan Processing Security Company Pty	Australia	Series 2012-1 WST Trust	Australia
Ltd	Australia	Series 2013-1 WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2013-2 WST Trust	Australia
Bella Trust No. 2	Australia	Series 2014-1 WST Trust	Australia
Bella Trust	Australia	Series 2014-2 WST Trust	Australia
Belliston Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
BLE Capital Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Equity Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Life Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Motor Finance Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Investment Management (Institutional) Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management Limited	Australia	Sydney Capital Corp Inc.	USA
BT Long Term Income Fund	Australia	Tavarua Funding Trust IV	USA
BT Portfolio Services Limited	Australia	Teuton Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Securities Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Short Term Income Fund	Australia	The Warehouse Financial Services Limited	New Zealand
BTIM UK Limited	UK	Value Nominees Pty Limited	Australia
Canning Park Pte. Ltd	Australia	Waratah Receivables Corp Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Waratah Securities Australia Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance Australia Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 2 Limited	Australia

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	Hastings Infrastructure 1 Limited	UK	Westpac Investment Vehicle Pty Limited	Australia
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Hastings Investment Management Pty Ltd	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management (Europe) Ltd	UK	Westpac Life-NZ-Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac New Zealand Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Notice Saver PIE Fund	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Operations Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Securitisation No. 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) Inc	USA	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Securities Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Net Nominees Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
North Ryde Office Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Singapore Limited	Singapore
Oniston Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 2 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac TPS Trust	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Unit Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (59.6%)

Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)

Australia