

FORM 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder**To: Company Name/Scheme: 3P LEARNING LIMITED**ACN/ARSN: **103 827 836****1. Details of substantial holder**

Name: Commonwealth Bank of Australia ACN 123 123 124 (CBA) and its related bodies corporate listed in annexure A

There was a change in the interests of the substantial holder on **22/07/2014**The previous notice was given to the company on **24/07/2014**The previous notice was dated **09/07/2014****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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting power (%)	Person's votes	Voting power (%)
Fully Paid Ordinary Shares	15,228,235	11.29	16,714,324	12.39

For the Securities (if any) listed below see NOTE 1 at the end of this form

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power (%)	Person's votes	Voting power (%)
Fully Paid Ordinary Shares	2,708,860	2.00 See note 1 at the end of this form	2,892,831	2.14 See note 1 at the end of this form

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power (%)	Person's votes	Voting power (%)
Grand TOTAL	17,937,095	13.30	19,607,155	14.54

3. Changes in relevant interest

Particulars of each change in, or change in the nature of, a relevant interest of the substantial shareholder 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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
See annexure B to this notice					

4. Present relevant interest

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	Nature of relevant interest	Class and number of securities	Person's votes
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Citicorp Nominees Pty Limited (Australia)		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the residual power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is not managed by either Colonial First State Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being a residual accelerated relevant interest held in the same capacity. Colonial First State Investments Limited has authorised the manager of each such managed investment scheme to exercise the powers referred to in paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth) in relation to those securities managed by the manager to the exclusion of Colonial First State Investments Limited except for provisions allowing Colonial First State Investments Limited to terminate the agreement with the manager or to exercise those powers where the agreement is terminated.</p> <p>Nature of relevant interest derived from; ordinary shares 2,273,732</p>	2,273,732 Fully paid ordinary shares	2,273,732
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Citibank N A Hong Kong		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the residual power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of</p>	619,099 Fully paid ordinary shares	619,099

			<p>securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is not managed by either Colonial First State Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being a residual accelerated relevant interest held in the same capacity. Colonial First State Investments Limited has authorised the manager of each such managed investment scheme to exercise the powers referred to in paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth) in relation to those securities managed by the manager to the exclusion of Colonial First State Investments Limited except for provisions allowing Colonial First State Investments Limited to terminate the agreement with the manager or to exercise those powers where the agreement is terminated.</p> <p>Nature of relevant interest derived from; ordinary shares 619,099</p>		
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Citicorp Nominees Pty Limited (Australia)		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as trustee for the Officers' Superannuation Fund. In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 335,224</p>	335,224 Fully paid ordinary shares	335,224
Colonial First State Asset	Citicorp Nominees Pty Limited		Relevant interest under paragraph	13,450,052 Fully paid ordinary	13,450,052

Management (Australia) Limited ACN 114 194 311	(Australia)		608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity. Nature of relevant interest derived from; ordinary shares 13,450,052	shares	
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	State Street Global Advisors (Australia) Limited		Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity. Nature of relevant interest derived from; ordinary shares 203,643	203,643 Fully paid ordinary shares	203,643
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Citigroup Prime Broker		Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are	133,013 Fully paid ordinary shares	133,013

			<p>referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 133,013</p>		
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	National Bank Nominees Pty Limited		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 431,416</p>	431,416 Fully paid ordinary shares	431,416
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Citibank N A London		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 1,041,909</p>	1,041,909 Fully paid ordinary shares	1,041,909
Colonial First State Asset Management	JPMorgan (UK)		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the</p>	789,573 Fully paid ordinary shares	789,573

(Australia) Limited ACN 114 194 311			<p>Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 789,573</p>		
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	BNP Paribas Securities		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 329,494</p>	329,494 Fully paid ordinary shares	329,494
Colonial First State Investments Limited ACN 002 348 352	Citicorp Nominees Pty Limited (Australia)		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is managed by Colonial First Statement Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other</p>	14,604,504 Fully paid ordinary shares	14,604,504

			<p>securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 14,604,504</p>		
<p>Colonial First State Investments Limited ACN 002 348 352</p>	<p>Citigroup Prime Broker</p>		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is managed by Colonial First Statement Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 133,013</p>	<p>133,013 Fully paid ordinary shares</p>	<p>133,013</p>
<p>Colonial First State Investments Limited ACN 002 348 352</p>	<p>Citibank N A Hong Kong</p>		<p>Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is managed by Colonial First Statement Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant</p>	<p>619,099 Fully paid ordinary shares</p>	<p>619,099</p>

			interest held in the same capacity. Nature of relevant interest derived from; ordinary shares 619,099		
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5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Level 11 Tower 1, 201 Sussex St Sydney NSW 2001
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia
Colonial First State Investments Limited ACN 002 348 352	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia

Signature

NOTE 1--(This note is relevant to sections 2,3,4 and 5)

The relevant interests in these securities:

- a) are/were held by Colonial First State Investments Limited (CFS) as responsible entity of the specified registered managed investment schemes and relate(d) to holdings in connection with the Colonial First State First Choice product range. Decisions to buy/sell those securities and exercise voting rights in relation to those securities are made by managers to whom CFS has outsourced those functions. By instrument dated 29 October 2001 the Australian Securities and Investments Commission ("ASIC") has granted certain relief to CFS and its related bodies corporate for these holdings from the applicable provisions of Chapter 6 of the Corporations Act in relation to the acquisition of or increase in voting power of such securities (the Manager Relief). These managers are not associates of, other than by virtue of an agreement in accordance with the terms of the Manager Relief, the Commonwealth Bank of Australia group; or
- b) are/were held by or for the benefit of specified index funds where the funds have an objective of maintaining a portfolio tracking error less than 0.5% per annum. ASIC has granted certain relief to CFS and its related bodies corporate for these holdings from the applicable provisions of Chapter 6 of the Corporations Act in relation to the acquisition of or increase in voting power of such securities.



Dated the 24 day of July 2014

Carla Collingwood-Company Secretary

Annexure A

This is annexure A referred to in Form 604, Notice of change of interest of substantial holder dated **22/07/2014**



Carla Collingwood

Company Secretary

Dated the 24 July 2014

SCHEDULE

ACADIAN ASSET MANAGEMENT (AUSTRALIA) LIMITED	CAPITAL 121 PTY LIMITED
ADVICE ESSENTIALS PTY LIMITED	CARDS NZ LIMITED
AEGIS CORRECTIONAL PARTNERSHIP PTY LTD	CBA (EUROPE) FINANCE LTD
AEGIS LIMITED	CBA A320 4077 Pty Limited
AHL HOLDINGS PTY LIMITED	CBA A320 5156 PTY LIMITED
ALTONA V6 PTY LIMITED	CBA A320 5249 PTY LTD
ASB BANK LIMITED	CBA A320 5289 PTY LTD
ASB CAPITAL LIMITED	CBA A320 5638 PTY LTD
ASB CAPITAL LIMITED (NZX-ASBPA)	CBA A330 1427 Pty Ltd
ASB CAPITAL NO.2 LIMITED	CBA A330 1453 PTY LIMITED
ASB CAPITAL NO.2 LIMITED (NZX-ASBPB)	CBA AIR A320 2714 PTY LTD
ASB FINANCE LIMITED	CBA AIR PTY LTD
ASB FUNDING LIMITED	CBA ASIA LIMITED (IN DISSOLUTION)
ASB FUNDING LIMITED	CBA ASSET FINANCE (NZ) LIMITED
ASB GROUP (LIFE) LIMITED	CBA ASSET HOLDINGS (NZ) LIMITED
ASB GROUP INVESTMENTS LIMITED	CBA B377 37091 PTY LTD
ASB HOLDINGS LIMITED	CBA CAPITAL AUSTRALIA (NO 2) PTY LIMITED
ASB HOLDINGS LIMITED	CBA CAPITAL AUSTRALIA LIMITED
ASB MANAGEMENT SERVICES LIMITED	CBA CAPITAL HOLDINGS INC.
ASB NOMINEES LIMITED	CBA CAPITAL TRUST I
ASB SECURITIES LIMITED	CBA CAPITAL TRUST II
ASB SMART CARDS LIMITED	CBA CORPORATE SERVICES (NSW) PTY LIMITED
ASKLEPIOS LIMITED	CBA CORPORATE SERVICES (VIC) PTY LIMITED
ASPIRE SCHOOLS FINANCING (QLD) PTY LIMITED	CBA EQUITIES LIMITED
ASPIRE SCHOOLS HOLDINGS (QLD) PTY LIMITED	CBA EUROPE LIMITED
AUSIEX MANAGEMENT SERVICES PTY LTD	CBA FUNDING (NZ) LIMITED
AUSIEX NOMINEES PTY LIMITED	CBA FUNDING HOLDINGS PTY LTD
AUSTRALIAN BANK PTY LIMITED	CBA FUNDING TRUST I
AUSTRALIAN INVESTMENT EXCHANGE LIMITED	CBA INTERNATIONAL FINANCE PTY. LIMITED
AVANTEOS INVESTMENTS LIMITED	CBA INVESTMENTS (NO 2) PTY LTD
AVANTEOS PTY LTD	CBA INVESTMENTS (NO.4) LIMITED
BANK OF HANGZHOU CO., LTD	CBA INVESTMENTS PTY LIMITED
BANKWEST FOUNDATION LIMITED	CBA IT CO PTY LIMITED
BOCOMMLIFE INSURANCE COMPANY LIMITED	CBA MTE RAIL COMPANY PTY LIMITED
BOND INVESTMENTS NO 1 LIMITED	CBA NZ HOLDING LIMITED
BOND INVESTMENTS UK LIMITED	CBA RAIL & TRAM COMPANY PTY LIMITED
BURDEKIN INVESTMENTS LIMITED	CBA REAL ESTATE FUNDING (NZ) LIMITED
BW FINANCIAL ADVICE LIMITED	CBA SERVICES SINGAPORE PTE LTD
BW SECURITISATION MANAGEMENT PTY LTD	CBA SPECIALISED FINANCING PTY LIMITED
BWA GROUP SERVICES PTY LTD	CBA STAFF COMMUNITY FUND LIMITED
BWA INTELLECTUAL PROPERTY HOLDINGS LIMITED	CBA USD FUNDING LIMITED
CABLE BEACH PTY LIMITED	CBA USD INVESTMENTS PTY LIMITED
	CB-CLA LIMITED
	CB-CLHA PTY LIMITED

CBFC LEASING PTY. LIMITED
 CBFC LIMITED
 CFS MANAGED PROPERTY LIMITED
 CFS Newham Limited
 CFSPAI EUROPE CO LIMITED (formerly known as
 CFSPAI MALTA CO LIMITED)
 CFSPAI EUROPE HOLDCO LIMITED (formerly known
 as CFSPAI MALTA HOLDCO LIMITED)
 CHRISTMAS BREAK PTY LTD
 CHULLORA EQUITY INVESTMENT (NO 1) PTY
 LIMITED
 CHULLORA EQUITY INVESTMENT (NO 2) PTY
 LIMITED
 CHULLORA EQUITY INVESTMENT (NO 3) PTY
 LIMITED
 CIPL ARARAT PTY LTD
 CIPL SA SCHOOLS PTY LTD
 CIPL SENTINEL HOLDINGS PTY LTD
 CIPL SENTINEL PTY LTD
 CISL (HAZELWOOD) PTY. LIMITED
 CMG ASIA LIFE HOLDINGS LIMITED
 CMG ASIA PTY LTD
 CM-SOMERTON PTY. LTD.
 COLLATERAL LEASING PTY LTD
 Colonial (UK) Trustees Limited
 COLONIAL FINANCE PTY LIMITED
 COLONIAL FINANCIAL CORPORATION PTY LIMITED
 COLONIAL FIRST STATE ASSET MANAGEMENT
 (AUSTRALIA) LIMITED
 COLONIAL FIRST STATE GROUP LIMITED
 Colonial First State Investment Managers (UK) Limited
 COLONIAL FIRST STATE INVESTMENTS (NZ)
 LIMITED (PENDING DEREGISTRATION)
 COLONIAL FIRST STATE INVESTMENTS LIMITED
 COLONIAL FIRST STATE PRIVATE EQUITY PTY
 LIMITED
 COLONIAL FIRST STATE PROPERTY LIMITED
 COLONIAL FIRST STATE PROPERTY RETAIL PTY
 LIMITED
 COLONIAL HOLDING COMPANY LIMITED
 COLONIAL LGA HOLDINGS PTY LIMITED
 COLONIAL MUTUAL SUPERANNUATION PTY. LTD.
 COLONIAL PTY LIMITED
 COLONIAL SERVICES PTY LIMITED
 COMMBANK EUROPE LIMITED
 COMMBANK MANAGEMENT CONSULTING (ASIA)
 COMPANY LIMITED
 COMMBANK MANAGEMENT CONSULTING
 (SHANGHAI) COMPANY LIMITED
 COMMCAPITAL S.A.R.L
 COMMFOUNDATION PTY LIMITED
 COMMINTERNATIONAL LIMITED
 COMMONWEALTH AUSTRALIA SECURITIES LLC
 COMMONWEALTH BANK OF AUSTRALIA
 Commonwealth Bank of Australia (Cixian) County Bank
 Co., Ltd
 Commonwealth Bank of Australia (Dengfeng) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Jiyuan) County Bank
 Co., Ltd
 Commonwealth Bank of Australia (Lankao) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Mianchi) County
 Bank Co., Ltd
 COMMONWEALTH BANK OF AUSTRALIA (UK)
 STAFF BENEFITS SCHEME TRUSTEE COMPANY
 LIMITED
 Commonwealth Bank of Australia (Wenxian) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Xinji) County Bank
 Co., Ltd
 Commonwealth Bank of Australia (Yichuan) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Yongcheng) County
 Bank Co. Ltd
 Commonwealth Bank of Australia (Yongnian) County
 Bank Co., Ltd
 COMMONWEALTH BANK OFFICERS
 SUPERANNUATION CORPORATION PTY LIMITED
 COMMONWEALTH CUSTODIAL SERVICES LIMITED
 COMMONWEALTH DEVELOPMENT BANK OF
 AUSTRALIA PTY LIMITED
 COMMONWEALTH FINANCIAL PLANNING LIMITED
 COMMONWEALTH INSURANCE HOLDINGS LIMITED
 COMMONWEALTH INSURANCE LIMITED
 COMMONWEALTH INVESTMENT SERVICES PTY
 LIMITED
 COMMONWEALTH INVESTMENTS PTY LIMITED
 COMMONWEALTH PRIVATE LIMITED
 COMMONWEALTH SECURITIES LIMITED
 COMMONWEALTH INTERNATIONAL HOLDINGS PTY
 LIMITED
 COMSEC NOMINEES PTY LIMITED
 COPACABANA BEACH PTY LTD
 CORE EQUITY SERVICES NOMINEES PTY LIMITED
 COUNT FINANCE PTY LIMITED
 COUNT FINANCIAL LIMITED
 CPHF HOTELS PTY LIMITED (PENDING
 DEREGISTRATION)
 CPPIB AUSTRALIAN HOLDINGS NO. 1 PTY LIMITED
 CRYSTAL AVENUE PTY LIMITED
 CTB AUSTRALIA LIMITED
 DAWNRAPTOR PTY LTD ATF DAWNRAPTOR
 TRUST
 EMERALD HOLDING COMPANY PTY LIMITED
 EQUIGROUP HOLDINGS PTY LIMITED
 FINANCIAL WISDOM LIMITED
 FINCONNECT (AUSTRALIA) PTY LTD
 FIRST STATE (HONG KONG) LLC
 FIRST STATE CINDA FUND MANAGEMENT
 COMPANY LIMITED
 First State Diversified Hedge Fund Limited
 First State European Diversified Infrastructure Sarl
 First State Funds Plc
 First State Global Umbrella Fund Public Limited
 Company
 First State Hedge Funds SPC Limited
 First State Infrastructure S.à r.l.
 First State Investment Management (UK) Limited
 FIRST STATE INVESTMENT MANAGERS (ASIA)
 LIMITED

First State Investment Services (UK) Limited
 First State Investments (America) Limited (formerly
 known as First State Investments (Cayman) Limited)
 FIRST STATE INVESTMENTS (HONG KONG)
 LIMITED
 FIRST STATE INVESTMENTS (JAPAN) LIMITED
 FIRST STATE INVESTMENTS (NZ) LIMITED
 FIRST STATE INVESTMENTS (SINGAPORE)
 First State Investments (UK Holdings) Limited
 First State Investments (UK) Limited
 FIRST STATE INVESTMENTS (US) LLC
 First State Investments Fund Management Sarl
 First State Investments GIP Management Sarl
 FIRST STATE INVESTMENTS HOLDINGS
 (SINGAPORE) LIMITED
 First State Investments ICVC
 First State Investments International Inc
 First State Investments International Limited
 FIRST STATE INVESTMENTS US HOLDINGS PTY
 LIMITED
 FIRST STATE NOMINEES (HONG KONG) LIMITED
 FSIB LTD (formerly known as FIRST STATE
 INVESTMENTS (BERMUDA) LIMITED)
 GT OPERATING NO. 4 PTY LIMITED
 GT OPERATING NO.2 PTY LIMITED
 GT USD FUNDING PTY LIMITED
 HARBOARD BEACH PTY LTD
 HAZELWOOD INVESTMENT COMPANY PTY
 LIMITED
 HOMEPATH PTY LIMITED
 INVERLOCH LEASING PTY LIMITED
 INVESTMENT CUSTODIAL SERVICES LIMITED
 INVESTOR SECURITIES PTY LTD
 INVESTORWEB.COM. PTY LIMITED
 IWL BROKING SOLUTIONS LIMITED
 IWL LIMITED
 IWL MANAGEMENT SERVICES PTY LTD
 JACQUES MARTIN ADMINISTRATION AND
 CONSULTING PTY LTD
 JACQUES MARTIN PTY. LTD.
 JDV PTY LIMITED
 KIP NZ LIMITED (PENDING DEREGISTRATION)
 KIWI HOME LOANS (NZ) LIMITED
 KPM NZ LIMITED (PENDING DEREGISTRATION)
 Lochness Holdings Limited
 LOFT NO 1 PTY LIMITED
 LOFT NO 2 PTY LIMITED
 LOFT NO.3 PTY LIMITED
 M M A L FLEET LEASE ARRANGER PTY LTD
 MIS FUNDING NO.1 PTY LIMITED
 MORTGAGE HOLDING TRUST COMPANY LIMITED
 MTE DEBT VEHICLE PTY LTD
 MTE LESSOR 1 PTY LTD
 MTE LESSOR 2 PTY LTD
 MTE LESSOR 3 PTY LTD
 MTE LESSOR 4 PTY LTD
 MTE LESSOR 5 PTY LTD
 MTE NOMINEE PARTNER PTY LTD
 NETSHARE NOMINEES PTY LTD
 NEWPORT LIMITED
 NIMITZ NOMINEES PTY LIMITED
 ORE & OVERBURDEN PTY LIMITED
 PINNACLE EDUCATION SA HOLDING COMPANY
 PTY LIMITED
 PREFERRED CAPITAL LIMITED
 PREMIUM ALTERNATIVE INVESTMENTS PTY
 LIMITED
 PREMIUM CUSTODY SERVICES PTY LTD
 PREMIUM PLANTATIONS PTY LIMITED
 PREMIUM PLANTATIONS SERVICES PTY LTD
 PT BANK COMMONWEALTH
 PT COMMONWEALTH LIFE
 PT FIRST STATE INVESTMENTS INDONESIA
 Purangi Developments Limited
 QILU BANK CO., LTD.
 REALINDEX INVESTMENTS PTY LIMITED
 RELIANCE ACHIEVER PTY LIMITED
 RESIDENTIAL MORTGAGE GROUP PTY LTD
 ROCK & RUBBLE (DEBT VEHICLE) PTY LIMITED
 ROCK & RUBBLE (EXISTING) PTY LIMITED
 ROCK & RUBBLE (NEW) PTY LIMITED
 SAF Mining No1 Pty Limited
 SAFE NO1 PTY LTD
 SAFE NO17 PTY LIMITED
 SAFE NO2 PTY LTD
 SAFE NO3 PTY LTD
 SAFE NO4 PTY LIMITED
 SAFE NO9 PTY LIMITED
 SAFE USD HOLDINGS PTY LTD
 SBN NOMINEES PTY. LIMITED
 SECURITISATION ADVISORY SERVICES PTY.
 LIMITED
 SECURITISATION MANAGEMENT SERVICES
 LIMITED
 SECURITY HOLDING INVESTMENT ENTITY LINKING
 DEALS LIMITED
 SENBARY PTY LIMITED
 SHARE DIRECT NOMINEES PTY LIMITED
 SHARE INVESTMENTS PTY LIMITED
 SI Holdings Limited
 SIF RAILWAY NO.1 PTY LIMITED (EXTERNAL
 ADMINISTRATION)
 SIF RAILWAY NO.2 PTY LIMITED (EXTERNAL
 ADMINISTRATION)
 SOUTH AUSTRALIAN FLEET LEASE ARRANGER
 PTY LTD
 SOVEREIGN ASSURANCE COMPANY LIMITED
 SOVEREIGN FINANCIAL SERVICES LIMITED
 SOVEREIGN LIMITED
 SOVEREIGN SERVICES LIMITED
 SOVEREIGN SUPERANNUATION FUNDS LIMITED
 SOVEREIGN SUPERANNUATION TRUSTEES
 LIMITED
 SPARAD (NO.24) PTY. LIMITED
 ST ANDREW'S AUSTRALIA PTY LTD
 STATE NOMINEES LTD
 SWAN SECURITISATION FINANCE PTY LIMITED
 SWAN SECURITISATION INVESTMENTS PTY LTD.
 T.W. CUSTODIANS LIMITED
 TANKSTREAM RAIL (BY - 1) PTY LIMITED
 TANKSTREAM RAIL (BY - 2) PTY LIMITED
 TANKSTREAM RAIL (BY - 3) PTY LIMITED

TANKSTREAM RAIL (BY - 4) PTY LIMITED
TANKSTREAM RAIL (SW - 1) PTY LIMITED
TANKSTREAM RAIL (SW - 2) PTY LIMITED
TANKSTREAM RAIL (SW - 3) PTY LIMITED
TANKSTREAM RAIL (SW - 4) PTY LIMITED
TANKSTREAM RAIL (VICTORIA) PTY LIMITED
THE COLONIAL MUTUAL LIFE ASSURANCE
SOCIETY LIMITED
TORQUAY BEACH PTY LTD
TOTAL KEEN INVESTMENT LIMITED
VH-VZF PTY LTD

VH-VZG PTY LTD
VH-VZH PTY LTD
VICTORIAN FLEET LEASE ARRANGER PTY LTD
VIETNAM INTERNATIONAL BANK (VIETNAM
INTERNATIONAL COMMERCIAL JOINT STOCK
BANK)
VIPRO PTY LIMITED
WESTSIDE PROPERTIES LIMITED
WHITTAKER MACNAUGHT PTY. LTD.

Annexure B

This is annexure B referred to in Form 604, Notice of change of interests of substantial holder dated **22/07/2014**



Carla Collingwood

Company Secretary

Dated the 24 July 2014

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
Thursday, 10 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	63,513.96	27,857 Ordinary shares	27,857
Tuesday, 22 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	241,511.60	109,778 Ordinary shares	109,778
Thursday, 10 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	12,111.36	5,312 Ordinary shares	5,312
Thursday, 17 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	9,653.31	4,271 Ordinary shares	4,271
Thursday, 10 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	200,897.64	88,113 Ordinary shares	88,113
Tuesday, 22 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	362,489.60	164,768 Ordinary shares	164,768
Thursday, 10 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	19,877.04	8,718 Ordinary shares	8,718
Thursday, 10 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	889,957.60	395,871 Ordinary shares	395,871
Friday, 11 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	201,320.72	86,086 Ordinary shares	86,086
Wednesday, 16 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	465,717.38	205,524 Ordinary shares	205,524

Thursday, 17 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	166,256.34	73,451 Ordinary shares	73,451
Friday, 18 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	57,421.92	25,296 Ordinary shares	25,296
Monday, 21 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	209,276.00	92,600 Ordinary shares	92,600
Tuesday, 22 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	202,497.03	91,491 Ordinary shares	91,491
Thursday, 10 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	121,687.40	54,129 Ordinary shares	54,129
Friday, 11 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	27,527.66	11,771 Ordinary shares	11,771
Wednesday, 16 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	56,677.19	25,012 Ordinary shares	25,012
Thursday, 17 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	20,233.43	8,939 Ordinary shares	8,939
Friday, 18 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	6,987.06	3,078 Ordinary shares	3,078
Monday, 21 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	9,094.24	4,024 Ordinary shares	4,024
Thursday, 10 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	26,513.20	11,900 Ordinary shares	11,900
Thursday, 10 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	69,959.20	31,400 Ordinary shares	31,400
Thursday, 10 July 2014	Colonial First State Investments Limited (Note 1) ACN 002	Purchase	35,652.78	16,161 Ordinary shares	16,161

	348 352				
Wednesday, 16 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	9,784.37	4,320 Ordinary shares	4,320
Monday, 21 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	5,986.13	2,678 Ordinary shares	2,678
Tuesday, 22 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	8,427.83	3,803 Ordinary shares	3,803
Thursday, 10 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	214,701.92	96,556 Ordinary shares	96,556
Thursday, 10 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	39,108.84	17,153 Ordinary shares	17,153