

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 **13/11/2014**The previous notice was given to the company on **24/07/2014**The previous notice was dated **22/07/2014****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	16,714,324	12.39	15,118,903	11.21

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	2,892,831	2.14 See note 1 at the end of this form	2,919,364	2.16 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	19,607,155	14.54	18,038,267	13.38

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 2,300,265</p>	2,300,265 Fully paid ordinary shares	2,300,265
Colonial First State Investments Limited (Note 1) ACN 002 348 352	Citibank N A Hong Kong		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	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 579,682</p>	579,682 Fully paid ordinary shares	579,682
Colonial First State Asset	Citicorp Nominees Pty Limited		Relevant interest under paragraph	11,257,171 Fully paid ordinary	11,257,171

Management (Australia) Limited ACN 114 194 311	(Australia)		<p>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 11,257,171</p>	shares	
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	State Street Global Advisors (Australia) 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 235,365</p>	235,365 Fully paid ordinary shares	235,365
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Citigroup Prime Broker		<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</p>	183,776 Fully paid ordinary shares	183,776

			<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 183,776</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 459,581</p>	459,581 Fully paid ordinary shares	459,581
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)		Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the	938,199 Fully paid ordinary shares	938,199

(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 938,199</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 423,220</p>	423,220 Fully paid ordinary shares	423,220
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>	12,358,166 Fully paid ordinary shares	12,358,166

			<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 12,358,166</p>		
Colonial First State Investments Limited ACN 002 348 352	Citigroup Prime Broker		<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 183,776</p>	183,776 Fully paid ordinary shares	183,776
Colonial First State Investments Limited 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 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>	619,099 Fully paid ordinary shares	619,099

			<p>interest held in the same capacity.</p> <p>Nature of relevant interest derived from; ordinary shares 619,099</p>		
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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 14 day of November 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 13/11/2014



Carla Collingwood

Company Secretary

Dated the 14 November 2014

SCHEDULE

ACADIAN ASSET MANAGEMENT (AUSTRALIA) LIMITED	BWA INTELLECTUAL PROPERTY HOLDINGS LIMITED
ADVICE ESSENTIALS PTY LIMITED	CABLE BEACH PTY LIMITED
AEGIS CORRECTIONAL PARTNERSHIP PTY LTD	CAPITAL 121 PTY LIMITED
AEGIS LIMITED	CARDS NZ LIMITED
AHL HOLDINGS PTY LIMITED	CB-CLA LIMITED
ALTONA V6 PTY LIMITED	CB-CLHA PTY LIMITED
ASB BANK LIMITED	CBA (EUROPE) FINANCE LTD
ASB CAPITAL LIMITED	CBA A320 4077 Pty Limited
ASB CAPITAL LIMITED (NZX-ASBPA)	CBA A320 5156 PTY LIMITED
ASB CAPITAL NO.2 LIMITED	CBA A320 5249 PTY LTD
ASB CAPITAL NO.2 LIMITED (NZX-ASBPB)	CBA A320 5289 PTY LTD
ASB FINANCE LIMITED	CBA A320 5638 PTY LTD
ASB FUNDING LIMITED	CBA A330 1427 Pty Ltd
ASB GROUP (LIFE) LIMITED	CBA A330 1453 PTY LIMITED
ASB GROUP INVESTMENTS LIMITED	CBA AIR A320 2714 PTY LTD
ASB HOLDINGS LIMITED	CBA AIR PTY LTD
ASB MANAGEMENT SERVICES LIMITED	CBA ASSET FINANCE (NZ) LIMITED
ASB NOMINEES LIMITED	CBA ASSET HOLDINGS (NZ) LIMITED
ASB SECURITIES LIMITED	CBA B377 37091 PTY LTD
ASB SMART CARDS LIMITED	CBA CAPITAL AUSTRALIA (NO 2) PTY LIMITED
ASKLEPIOS LIMITED	CBA CAPITAL AUSTRALIA LIMITED
ASPIRE SCHOOLS FINANCING (QLD) PTY LIMITED	CBA CAPITAL HOLDINGS INC.
ASPIRE SCHOOLS HOLDINGS (QLD) PTY LIMITED	CBA CAPITAL TRUST I
AUSIEX MANAGEMENT SERVICES PTY LTD	CBA CAPITAL TRUST II
AUSIEX NOMINEES PTY LIMITED	CBA CORPORATE SERVICES (NSW) PTY LIMITED
AUSTRALIAN BANK PTY LIMITED (PENDING DEREGISTRATION)	CBA CORPORATE SERVICES (VIC) PTY LIMITED
AUSTRALIAN INVESTMENT EXCHANGE LIMITED	CBA EQUITIES LIMITED
AVANTEOS INVESTMENTS LIMITED	CBA EUROPE LIMITED
AVANTEOS PTY LTD	CBA FUNDING (NZ) LIMITED
BANK OF HANGZHOU CO. LTD	CBA FUNDING HOLDINGS PTY LTD
BANKWEST FOUNDATION LIMITED	CBA FUNDING TRUST I
BDELTA VESSEL NO 1 PTY LTD	CBA INTERNATIONAL FINANCE PTY. LIMITED
BDELTA VESSEL NO 2 PTY LTD	CBA INVESTMENTS (NO 2) PTY LTD
BDELTA VESSEL NO 3 PTY LTD	CBA INVESTMENTS (NO.4) LIMITED
BDELTA VESSEL NO 4 PTY LTD	CBA INVESTMENTS PTY LIMITED
BOCOMMLIFE INSURANCE COMPANY LIMITED	CBA IT CO PTY LIMITED
BOND INVESTMENTS NO 1 LIMITED	CBA MTE RAIL COMPANY PTY LIMITED
BOND INVESTMENTS UK LIMITED	CBA NZ HOLDING LIMITED
BURDEKIN INVESTMENTS LIMITED	CBA RAIL & TRAM COMPANY PTY LIMITED
BW FINANCIAL ADVICE LIMITED	CBA REAL ESTATE FUNDING (NZ) LIMITED
BW SECURITISATION MANAGEMENT PTY LTD	CBA SERVICES SINGAPORE PTE LTD
BWA GROUP SERVICES PTY LTD	CBA SPECIALISED FINANCING PTY LIMITED
	CBA STAFF COMMUNITY FUND LIMITED

CBA USD FUNDING LIMITED	COUNTY BANK CO. LTD
CBA USD INVESTMENTS PTY LIMITED	COMMONWEALTH BANK OF AUSTRALIA (LANKAO)
CBFC LEASING PTY. LIMITED	COUNTY BANK CO. LTD
CBFC LIMITED	COMMONWEALTH BANK OF AUSTRALIA (MIANCHI)
CFS MANAGED PROPERTY LIMITED	COUNTY BANK CO. LTD
CFS Newham Limited	COMMONWEALTH BANK OF AUSTRALIA (UK)
CFSPAI EUROPE CO LIMITED (formerly known as	STAFF BENEFITS SCHEME TRUSTEE COMPANY
CFSPAI MALTA CO LIMITED)	LIMITED
CFSPAI EUROPE HOLDCO LIMITED (formerly known	COMMONWEALTH BANK OF AUSTRALIA
as CFSPAI MALTA HOLDCO LIMITED)	(WENXIAN) COUNTY BANK CO. LTD
CHRISTMAS BREAK PTY LTD	COMMONWEALTH BANK OF AUSTRALIA (XINJI)
CHULLORA EQUITY INVESTMENT (NO 1) PTY	COUNTY BANK CO. LTD
LIMITED	COMMONWEALTH BANK OF AUSTRALIA
CHULLORA EQUITY INVESTMENT (NO 2) PTY	(YICHUAN) COUNTY BANK CO. LTD
LIMITED	COMMONWEALTH BANK OF AUSTRALIA
CHULLORA EQUITY INVESTMENT (NO 3) PTY	(YONGCHENG) COUNTY BANK CO. LTD
LIMITED	COMMONWEALTH BANK OF AUSTRALIA
CIPL ARARAT PTY LTD	(YONGNIAN) COUNTY BANK CO. LTD
CIPL SA SCHOOLS PTY LTD	COMMONWEALTH BANK OFFICERS
CIPL SENTINEL HOLDINGS PTY LTD	SUPERANNUATION CORPORATION PTY LIMITED
CIPL SENTINEL PTY LTD	COMMONWEALTH DEVELOPMENT BANK OF
CISL (HAZELWOOD) PTY. LIMITED	AUSTRALIA PTY LIMITED
CM-SOMERTON PTY. LTD.	COMMONWEALTH FINANCIAL PLANNING LIMITED
CMG ASIA LIFE HOLDINGS LIMITED	COMMONWEALTH INSURANCE HOLDINGS LIMITED
CMG ASIA PTY LTD	COMMONWEALTH INSURANCE LIMITED
COLLATERAL LEASING PTY LTD	COMMONWEALTH INVESTMENT SERVICES PTY
Colonial (UK) Trustees Limited	LIMITED
COLONIAL FINANCE PTY LIMITED	COMMONWEALTH INVESTMENTS PTY LIMITED
COLONIAL FINANCIAL CORPORATION PTY LIMITED	COMMONWEALTH PRIVATE LIMITED
COLONIAL FIRST STATE ASSET MANAGEMENT	COMMONWEALTH SECURITIES LIMITED
(AUSTRALIA) LIMITED	COMMONWEALTH INTERNATIONAL HOLDINGS PTY
COLONIAL FIRST STATE GROUP LIMITED	LIMITED
Colonial First State Investment Managers (UK) Limited	Commonwealth Custodial Services Pty Ltd
COLONIAL FIRST STATE INVESTMENTS (NZ)	COMSEC NOMINEES PTY LIMITED
LIMITED (PENDING DEREGISTRATION)	COPACABANA BEACH PTY LTD
COLONIAL FIRST STATE INVESTMENTS LIMITED	CORE EQUITY SERVICES NOMINEES PTY LIMITED
COLONIAL FIRST STATE PRIVATE EQUITY PTY	COUNT FINANCE PTY LIMITED
LIMITED	COUNT FINANCIAL LIMITED
COLONIAL FIRST STATE PROPERTY LIMITED	CPPIB AUSTRALIAN HOLDINGS NO. 1 PTY LIMITED
COLONIAL FIRST STATE PROPERTY RETAIL PTY	CRYSTAL AVENUE PTY LIMITED
LIMITED	CTB AUSTRALIA LIMITED
COLONIAL HOLDING COMPANY LIMITED	DAWNRAPTOR PTY LTD ATF DAWNRAPTOR
COLONIAL LGA HOLDINGS PTY LIMITED	TRUST
COLONIAL MUTUAL SUPERANNUATION PTY. LTD.	EMERALD HOLDING COMPANY PTY LIMITED
COLONIAL PTY LIMITED	EQUIGROUP HOLDINGS PTY LIMITED
COLONIAL SERVICES PTY LIMITED	FINANCIAL WISDOM LIMITED
COMMBANK EUROPE LIMITED	FINCONNECT (AUSTRALIA) PTY LTD
COMMBANK MANAGEMENT CONSULTING (ASIA)	FIRST STATE (HONG KONG) LLC
COMPANY LIMITED	FIRST STATE CINDA FUND MANAGEMENT
COMMBANK MANAGEMENT CONSULTING	COMPANY LIMITED
(SHANGHAI) COMPANY LIMITED	First State Diversified Hedge Fund Limited
COMMCAPITAL S.A.R.L	First State European Diversified Infrastructure Sarl
COMMFOUNDATION PTY LIMITED	First State Funds Plc
COMMINTERNATIONAL LIMITED	First State Global Umbrella Fund Public Limited
COMMONWEALTH AUSTRALIA SECURITIES LLC	Company
COMMONWEALTH BANK OF AUSTRALIA	First State Hedge Funds SPC Limited
COMMONWEALTH BANK OF AUSTRALIA (CIXIAN)	First State Infrastructure S.à r.l.
COUNTY BANK CO. LTD	First State Investment Management (UK) Limited
COMMONWEALTH BANK OF AUSTRALIA	FIRST STATE INVESTMENT MANAGERS (ASIA)
(DENG FENG) COUNTY BANK CO. LTD	LIMITED
COMMONWEALTH BANK OF AUSTRALIA (JIYUAN)	First State Investment Services (UK) Limited

First State Investments (America) Limited (formerly known as First State Investments (Cayman) Limited)	PREFERRED CAPITAL LIMITED
FIRST STATE INVESTMENTS (HONG KONG) LIMITED	PREMIUM ALTERNATIVE INVESTMENTS PTY LIMITED
FIRST STATE INVESTMENTS (JAPAN) LIMITED	PREMIUM CUSTODY SERVICES PTY LTD
FIRST STATE INVESTMENTS (NZ) LIMITED	PREMIUM PLANTATIONS PTY LIMITED
FIRST STATE INVESTMENTS (SINGAPORE)	PREMIUM PLANTATIONS SERVICES PTY LTD
First State Investments (UK Holdings) Limited	PT BANK COMMONWEALTH
First State Investments (UK) Limited	PT COMMONWEALTH LIFE
FIRST STATE INVESTMENTS (US) LLC	PT FIRST STATE INVESTMENTS INDONESIA
First State Investments Fund Management Sarl	Purangi Developments Limited
First State Investments GIP Management Sarl	QILU BANK CO. LTD.
FIRST STATE INVESTMENTS HOLDINGS (SINGAPORE) LIMITED	REALINDEX INVESTMENTS PTY LIMITED
First State Investments ICVC	RELIANCE ACHIEVER PTY LIMITED
First State Investments International Inc	RESIDENTIAL MORTGAGE GROUP PTY LTD
First State Investments International Limited	ROCK & RUBBLE (DEBT VEHICLE) PTY LIMITED
FIRST STATE INVESTMENTS US HOLDINGS PTY LIMITED	ROCK & RUBBLE (EXISTING) PTY LIMITED
FIRST STATE NOMINEES (HONG KONG) LIMITED	ROCK & RUBBLE (NEW) PTY LIMITED
FSIB LTD (formerly known as FIRST STATE INVESTMENTS (BERMUDA) LIMITED)	SAF MINING NO.2 PTY LIMITED
GT USD FUNDING PTY LIMITED	SAF Mining No1 Pty Limited
HARBOARD BEACH PTY LTD	SAFE NO1 PTY LTD
HAZELWOOD INVESTMENT COMPANY PTY LIMITED	SAFE NO17 PTY LIMITED
HOMEPAATH PTY LIMITED	SAFE NO2 PTY LTD
INVERLOCH LEASING PTY LIMITED	SAFE NO3 PTY LTD
INVESTMENT CUSTODIAL SERVICES LIMITED	SAFE NO4 PTY LIMITED
INVESTOR SECURITIES PTY LTD	SAFE NO9 PTY LIMITED
INVESTORWEB.COM. PTY LIMITED	SAFE USD HOLDINGS PTY LTD
IWL BROKING SOLUTIONS LIMITED	SBN NOMINEES PTY. LIMITED
IWL LIMITED	SECURITISATION ADVISORY SERVICES PTY. LIMITED
IWL MANAGEMENT SERVICES PTY LTD	SECURITISATION MANAGEMENT SERVICES LIMITED
JACQUES MARTIN ADMINISTRATION AND CONSULTING PTY LTD	SECURITY HOLDING INVESTMENT ENTITY LINKING DEALS LIMITED
JACQUES MARTIN PTY. LTD.	SENBARY PTY LIMITED
JDV PTY LIMITED	SHARE DIRECT NOMINEES PTY LIMITED
KIP NZ LIMITED (PENDING DEREGISTRATION)	SHARE INVESTMENTS PTY LIMITED
KIWI HOME LOANS (NZ) LIMITED	SI Holdings Limited
KPM NZ LIMITED (PENDING DEREGISTRATION)	SIF RAILWAY NO.1 PTY LIMITED (EXTERNAL ADMINISTRATION)
Lochness Holdings Limited	SIF RAILWAY NO.2 PTY LIMITED (EXTERNAL ADMINISTRATION)
LOFT NO 1 PTY LIMITED	SOUTH AUSTRALIAN FLEET LEASE ARRANGER PTY LTD
LOFT NO 2 PTY LIMITED	SOVEREIGN ASSURANCE COMPANY LIMITED
LOFT NO.3 PTY LIMITED	SOVEREIGN SERVICES LIMITED
M M A L FLEET LEASE ARRANGER PTY LTD	SOVEREIGN SUPERANNUATION FUNDS LIMITED
MIS FUNDING NO.1 PTY LIMITED	SOVEREIGN SUPERANNUATION TRUSTEES LIMITED
MORTGAGE HOLDING TRUST COMPANY LIMITED	SPARAD (NO.24) PTY. LIMITED
MTE DEBT VEHICLE PTY LTD	ST ANDREW'S AUSTRALIA PTY LTD
MTE LESSOR 1 PTY LTD	STATE NOMINEES LTD
MTE LESSOR 2 PTY LTD	SWAN SECURITISATION FINANCE PTY LIMITED
MTE LESSOR 3 PTY LTD	SWAN SECURITISATION INVESTMENTS PTY LTD.
MTE LESSOR 4 PTY LTD	T.W. CUSTODIANS LIMITED
MTE LESSOR 5 PTY LTD	TANKSTREAM RAIL (BY - 1) PTY LIMITED
MTE NOMINEE PARTNER PTY LTD	TANKSTREAM RAIL (BY - 2) PTY LIMITED
NETSHARE NOMINEES PTY LTD	TANKSTREAM RAIL (BY - 3) PTY LIMITED
NEWPORT LIMITED	TANKSTREAM RAIL (BY - 4) PTY LIMITED
NIMITZ NOMINEES PTY LIMITED	TANKSTREAM RAIL (SW - 1) PTY LIMITED
ORE & OVERBURDEN PTY LIMITED	TANKSTREAM RAIL (SW - 2) PTY LIMITED
PINNACLE EDUCATION SA HOLDING COMPANY 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 **13/11/2014**



Carla Collingwood

Company Secretary

Dated the 14 November 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, 16 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	155,372.60	66,116 Ordinary shares	66,116
Friday, 17 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	67,040.80	28,528 Ordinary shares	28,528
Friday, 17 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	20,600.10	8,766 Ordinary shares	8,766
Monday, 20 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	63,241.76	26,769 Ordinary shares	26,769
Wednesday, 22 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	95,714.50	41,615 Ordinary shares	41,615
Monday, 27 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	39,396.75	16,766 Ordinary shares	16,766
Wednesday, 29 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	10,838.20	4,612 Ordinary shares	4,612
Wednesday, 29	Commonwealth Bank Officers	Purchase	36,131.25	15,375 Ordinary	15,375

October 2014	Superannuation Corporation Pty Limited ACN 074 519 798			shares	
Wednesday, 29 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	32,900.00	14,000 Ordinary shares	14,000
Thursday, 30 October 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	13,701.87	5,733 Ordinary shares	5,733
Monday, 3 November 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	34,888.77	14,721 Ordinary shares	14,721
Thursday, 6 November 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Purchase	234,528.00	97,720 Ordinary shares	97,720
Tuesday, 11 November 2014	Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Sale	231,050.45	96,263 Ordinary shares	96,263
Friday, 5 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	40,991.10	16,457 Ordinary shares	16,457
Monday, 20 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	27,558.53	11,664 Ordinary shares	11,664
Tuesday, 28 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	33,781.06	14,247 Ordinary shares	14,247
Wednesday, 23 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	14,303.12	6,472 Ordinary shares	6,472
Monday, 28 July 2014	Colonial First State Asset Management (Australia) Limited	Purchase	8,517.10	3,870 Ordinary shares	3,870

	ACN 114 194 311				
Tuesday, 29 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	5,481.67	2,466 Ordinary shares	2,466
Thursday, 14 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	21,285.00	9,460 Ordinary shares	9,460
Friday, 12 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	371,297.47	148,626 Ordinary shares	148,626
Wednesday, 23 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	245,150.88	110,928 Ordinary shares	110,928
Monday, 28 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	149,460.73	67,912 Ordinary shares	67,912
Tuesday, 29 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	96,202.67	43,278 Ordinary shares	43,278
Thursday, 14 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	473,616.00	210,496 Ordinary shares	210,496
Friday, 12 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	15,603.76	6,246 Ordinary shares	6,246
Monday, 18 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	0.00	1,227,817 Ordinary shares	1,227,817
Wednesday, 20 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	23,782.00	10,000 Ordinary shares	10,000
Thursday, 25 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	236,318.17	95,718 Ordinary shares	95,718
Friday, 7 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	44,044.59	18,585 Ordinary shares	18,585

Friday, 7 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	1,553,602.50	621,441 Ordinary shares	621,441
Thursday, 13 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	1,643,616.33	693,509 Ordinary shares	693,509
Wednesday, 23 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	22.20	10 Ordinary shares	10
Wednesday, 23 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	48,840.00	22,000 Ordinary shares	22,000
Friday, 25 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	90,716.34	41,613 Ordinary shares	41,613
Monday, 20 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	64,350.50	27,236 Ordinary shares	27,236
Tuesday, 28 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	72,648.13	30,639 Ordinary shares	30,639
Wednesday, 23 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	22,919.91	10,371 Ordinary shares	10,371
Monday, 28 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	13,618.55	6,188 Ordinary shares	6,188
Tuesday, 29 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	8,767.12	3,944 Ordinary shares	3,944
Thursday, 14 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	34,533.00	15,348 Ordinary shares	15,348
Thursday, 21 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	20,539.38	8,567 Ordinary shares	8,567
Friday, 22 August 2014	Colonial First State Asset Management (Australia) Limited	Purchase	6,124.01	2,531 Ordinary shares	2,531

	ACN 114 194 311				
Tuesday, 12 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	72,296.40	32,862 Ordinary shares	32,862
Wednesday, 13 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	15,306.75	6,803 Ordinary shares	6,803
Wednesday, 23 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	74,306.83	33,623 Ordinary shares	33,623
Wednesday, 13 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	23,095.02	10,302 Ordinary shares	10,302
Thursday, 14 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	81,146.25	36,065 Ordinary shares	36,065
Monday, 29 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	10,777.98	4,387 Ordinary shares	4,387
Tuesday, 30 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	152,874.29	61,920 Ordinary shares	61,920
Wednesday, 1 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	120,887.01	48,549 Ordinary shares	48,549
Thursday, 2 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	10,562.92	4,307 Ordinary shares	4,307
Tuesday, 7 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	41,875.40	17,092 Ordinary shares	17,092
Wednesday, 8 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	118,712.30	48,454 Ordinary shares	48,454
Friday, 10 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	148,561.79	60,876 Ordinary shares	60,876

Monday, 13 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	34,652.88	14,202 Ordinary shares	14,202
Tuesday, 14 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	15,149.08	6,200 Ordinary shares	6,200
Wednesday, 15 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	168,545.74	69,647 Ordinary shares	69,647
Thursday, 16 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	84,187.20	35,078 Ordinary shares	35,078
Monday, 20 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	2,756.31	1,163 Ordinary shares	1,163
Thursday, 23 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	133,538.75	56,825 Ordinary shares	56,825
Monday, 27 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	3,050.06	1,329 Ordinary shares	1,329
Wednesday, 29 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	1,012.85	431 Ordinary shares	431
Friday, 31 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	75,447.39	32,014 Ordinary shares	32,014
Monday, 3 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	853.05	363 Ordinary shares	363
Wednesday, 5 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	29,093.47	12,173 Ordinary shares	12,173
Thursday, 6 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	10,675.00	4,375 Ordinary shares	4,375
Friday, 7 November 2014	Colonial First State Asset Management (Australia) Limited	Sale	805,623.81	339,940 Ordinary shares	339,940

	ACN 114 194 311				
Monday, 29 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	5,881.58	2,394 Ordinary shares	2,394
Tuesday, 30 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	83,443.88	33,798 Ordinary shares	33,798
Wednesday, 1 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	103,653.72	41,628 Ordinary shares	41,628
Thursday, 2 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	9,057.08	3,693 Ordinary shares	3,693
Tuesday, 7 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	35,904.75	14,655 Ordinary shares	14,655
Wednesday, 8 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	101,787.70	41,546 Ordinary shares	41,546
Friday, 10 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	127,381.56	52,197 Ordinary shares	52,197
Monday, 13 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	29,714.32	12,178 Ordinary shares	12,178
Tuesday, 14 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	12,991.56	5,317 Ordinary shares	5,317
Wednesday, 15 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	144,519.98	59,719 Ordinary shares	59,719
Thursday, 16 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	72,187.20	30,078 Ordinary shares	30,078
Monday, 20 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	2,365.26	998 Ordinary shares	998

Thursday, 23 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	114,501.40	48,724 Ordinary shares	48,724
Monday, 27 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	2,614.01	1,139 Ordinary shares	1,139
Wednesday, 29 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	867.15	369 Ordinary shares	369
Friday, 31 October 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	64,693.77	27,451 Ordinary shares	27,451
Monday, 3 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	730.85	311 Ordinary shares	311
Wednesday, 5 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	24,946.82	10,438 Ordinary shares	10,438
Thursday, 6 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	9,154.88	3,752 Ordinary shares	3,752
Friday, 7 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	690,766.60	291,475 Ordinary shares	291,475
Friday, 12 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	54,758.05	21,919 Ordinary shares	21,919
Wednesday, 27 August 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	47,178.55	19,868 Ordinary shares	19,868
Monday, 1 September 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	5,404.08	2,136 Ordinary shares	2,136
Monday, 3 November 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Sale	43,088.19	18,102 Ordinary shares	18,102
Wednesday, 22 October 2014	Colonial First State Investments Limited (Note 1) ACN 002	Sale	80,605.00	34,300 Ordinary shares	34,300

	348 352				
Wednesday, 23 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	5,993.52	2,712 Ordinary shares	2,712
Friday, 25 July 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	6,193.18	2,854 Ordinary shares	2,854
Thursday, 7 August 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	10,565.26	4,694 Ordinary shares	4,694
Wednesday, 22 October 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Sale	193,405.00	82,300 Ordinary shares	82,300
Wednesday, 3 September 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	288,033.48	115,218 Ordinary shares	115,218
Monday, 8 September 2014	Colonial First State Investments Limited (Note 1) ACN 002 348 352	Purchase	43,588.43	17,655 Ordinary shares	17,655