



HERBERT
SMITH
FREEHILLS

The Manager
Company Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

2 October 2015

Dear Sir

**Form 604 – Notice of change of interests of substantial holder
Genworth Financial International Holdings, LLC and Genworth
Holdings, Inc.**

We attach a Form 604 Notice of change of interests of substantial holder, by Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners of an Australian general partnership), and their related bodies corporate.

This Form 604 updates the Form 604 lodged with ASX on 15 May 2015 on behalf of Brookfield Life Assurance Company Limited and Genworth Financial International Holdings, Inc. (as partners), and their related bodies corporate. This Form 604 is provided for the market's information following an internal restructure within the Genworth Financial, Inc. group that involved several of its international subsidiaries.

The internal restructure was unrelated to the ultimate beneficial ownership of Genworth Mortgage Insurance Australia Limited (GMA) shares by Genworth Financial, Inc. and resulted in no change to Genworth Financial, Inc.'s relevant interest in GMA shares.

Yours sincerely

Philip Hart
Partner
Herbert Smith Freehills

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Genworth Mortgage Insurance Australia Limited

ACN/ARSN 154 890 730

1. Details of substantial holder (1)

Name Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners of an Australian general partnership), and their related bodies corporate (see Annexure A)

ACN/ARSN (if applicable) N/A

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

01/10/2015

The previous notice was given to the company on

15/05/2015

The previous notice was dated

15/05/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	337,700,000	52.0%	337,700,000	52.0%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
01/10/2015	Brookfield Life Assurance Company Limited	Ceased to be a partner of the Australian general partnership	Nil	337,700,000 fully paid ordinary shares	337,700,000
01/10/2015	Genworth Financial International Holdings, LLC	Genworth Financial International Holdings, Inc. having been converted to a Delaware limited liability company named Genworth Financial International Holdings, LLC, became a partner of the Australian general partnership	Nil	337,700,000 fully paid ordinary shares	337,700,000
15/09/2015	Genworth Financial International Holdings, Inc.	Ceased to be a partner of the Australian general partnership	Nil	337,700,000 fully paid ordinary shares	337,700,000
15/09/2015	Genworth Holdings, Inc.	Became a partner of the Australian general partnership	Nil	337,700,000 fully paid ordinary shares	337,700,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (B)	Nature of relevant interest (B)	Class and number of securities	Person's votes
Genworth Financial International Holdings, LLC	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Registered holder by virtue of section 608(1) of the Corporations Act 2001 (Cth)	337,700,000 fully paid ordinary shares	337,700,000
Genworth Holdings, Inc.	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Registered holder by virtue of section 608(1) of the Corporations Act 2001 (Cth)	337,700,000 fully paid ordinary shares	337,700,000
Genworth Financial, Inc.	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)	337,700,000 fully paid ordinary shares	337,700,000
Each entity listed in Annexure A	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Genworth Financial International Holdings, LLC and Genworth Holdings, Inc. (as partners)	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth)	337,700,000 fully paid ordinary shares	337,700,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (3) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Genworth Financial International Holdings, LLC	c/- 6620 West Broad Street, Richmond, VA, 23230, United States
Genworth Holdings, Inc.	c/- 6620 West Broad Street, Richmond, VA, 23230, United States
Genworth Financial, Inc.	6620 West Broad Street, Richmond, VA, 23230, United States
Each entity in Annexure A	See Annexure A

Signature

print name Richard J. Oelhaefen, Jr.

capacity Authorised representative

sign here

Richard J. Oelhaefen, Jr.

date 2 October 2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A – RELATED BODIES CORPORATE

This is Annexure A of seven (7) pages referred to in Form 804 (Notice of change of interests of substantial holder)

Name: Richard J. Oelhsfen, Jr.
Title: Authorized Representative

Signed: 

Entity name

Address

American Agriculturist Services, Inc.

c/- 6620 W Broad St
Richmond VA, 23230 United States

Assigned Settlement, Inc.

c/- 6620 W Broad St
Richmond VA, 23230 United States

Brookfield Life and Annuity Insurance Company Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

Brookfield Life Assurance Company Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

Capital Brokerage Corporation

c/- 6620 W Broad St
Richmond VA, 23230 United States

CPI Administrators Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

CPI Pension Trustees Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

Consolidated Insurance Group Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

European Group Financing Company Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

F.I.G. Ireland Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

Financial Assurance Company Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

Financial Assurance Company Limited – Escritório de Representação No Brasil Ltda.

c/- 6620 W Broad St
Richmond VA, 23230 United States

Financial Insurance Company Limited

c/- 6620 W Broad St
Richmond VA, 23230 United States

Financial Insurance Company Limited – Escritório de Representação No Brasil Ltda.

c/- 6620 W Broad St
Richmond VA, 23230 United States

Entity name	Address
Financial Insurance Group Services Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Financial Insurance Guernsey PCC Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Annuity Service Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Australian General Partnership	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Brazil – Servicos de Apoio a Atividade Seguradora e Resseguradora Ltda.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Canada Holdings I Company	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Canada Holdings II Company	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Center for Financial Learning, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Consulting Services (Beijing) Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth European Group Financing Holdings Company	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Agency, Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Asia Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Asset Warehouse, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Assurance Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Australia Holdings, LLC	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Commercial Mortgage Warehouse LLC	c/- 6620 W Broad St Richmond VA, 23230 United States

Entity name	Address
Genworth Financial European Group Holdings Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Group Retirement, Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial India Private Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Investment Management, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Mauritius Holdings Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Mortgage Funding Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Mortgage Indemnity Limited	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Mortgage Insurance Company Canada	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Mortgage Insurance Finance Holdings Pty Ltd	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Mortgage Insurance Finance Pty Ltd	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Mortgage Insurance Holdings Pty Ltd	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Mortgage Insurance Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial Mortgage Insurance Pty Limited	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Mortgage Services Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial New Holdings Pty Ltd	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Participacoes Ltda.	c/- 6620 W Broad St Richmond VA, 23230 United States

Entity name	Address
Genworth Financial Services Pty Limited	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Financial Services, Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial UK Finance Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial UK Holdings Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Financial UK Pension SPV Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Finansal Hizmetler Anonim Sirketi	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Foundation	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth General Services Asia Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Life and Annuity Insurance Company	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Life Insurance Company	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Life Insurance Company of New York	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth MI Canada Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Mortgage Holdings, Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Mortgage Holdings, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Mortgage Insurance Australia Limited	c/- Level 26, 101 Miller Street North Sydney NSW 2060
Genworth Mortgage Insurance Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States

Entity name	Address
Genworth Mortgage Insurance Corporation of North Carolina	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Mortgage Reinsurance Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Mortgage Services, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth North America Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Operaciones Colombia S.A.S.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Operaciones S. de R.L. de C.V.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Seguros Danos, S.A. de C.V.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Seguros de Credito a la Vivienda, S.A de C.V.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Seguros Vida, S.A de C.V.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Servicios, S.de R.L de C.V.	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Special Purpose Five, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Special Purpose One, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Special Purpose Three, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Genworth Special Purpose Two, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
GFCM LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
GLIC Real Estate Holding, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States

Entity name	Address
GLICNY Real Estate Holding, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
GNW SF Corp.	c/- 6620 W Broad St Richmond VA, 23230 United States
GNWLAAC Real Estate Holding, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
HGI Annuity Service Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
Jamestown Life Insurance Company	c/- 6620 W Broad St Richmond VA, 23230 United States
Mayflower Assignment Corporation	c/- 6620 W Broad St Richmond VA, 23230 United States
MIC Holdings F Company	c/- 6620 W Broad St Richmond VA, 23230 United States
MIC Insurance Company Canada	c/- 6620 W Broad St Richmond VA, 23230 United States
National Eldercare Referral Systems, LLC	c/- 6620 W Broad St Richmond VA, 23230 United States
Newco Properties, Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company II	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company IV Limited	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company VI	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company VII	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance company VIII	c/- 6620 W Broad St Richmond VA, 23230 United States

Entity name	Address
River Lake Insurance Company IX	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company X	c/- 6620 W Broad St Richmond VA, 23230 United States
River Lake Insurance Company XI	c/- 6620 W Broad St Richmond VA, 23230 United States
Rivermont Life Insurance Company I	c/- 6620 W Broad St Richmond VA, 23230 United States
Sponsored Captive Re, Inc.	c/- 6620 W Broad St Richmond VA, 23230 United States
United Pacific Structured Settlement Company	c/- 6620 W Broad St Richmond VA, 23230 United States
WorldCover Direct Limited	c/- 6620 W Broad St Richmond VA, 23230 United States