
Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme MOTORCYCLE HOLDINGS LIMITED (MTO)

ACN/ARSN ACN 150 386 995

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 28/09/2016

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary Shares | 1,949,487 | 1,949,487 | |
| Total | 1,949,487 | 1,949,487 | 5.14% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Number of securities | Class of securities |
|----------------------------------|--|----------------------|---------------------|
| Advance Asset Management Limited | Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager. | 125,598 | Ordinary |
| BT Funds Management (NZ) Limited | BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares. | 63,998 | Ordinary |

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| BT Funds Management Limited | BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares. | 67,000 | Ordinary |
| BT Investment Management (Fund Services) Limited | BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares. | 1,692,891 | Ordinary |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Persons entitled to be registered as holder (8) | Class and number of securities |
|--|--|---|--------------------------------|
| BT Funds Management (NZ) Limited | Guardian Nominees No.2 Ltd | See Annexure 'A' | 63,998 Ordinary |
| BT Funds Management Limited | BT Portfolio Services Limited | See Annexure 'A' | 67,000 Ordinary |
| Advance Asset Management Limited | HSBC Custody Nominees (Australia) Limited. | See Annexure 'A' | 125,598 Ordinary |
| BT Investment Management (Fund Services) Limited | HSBC Custody Nominees (Australia) Limited. | See Annexure 'A' | 1,692,891 Ordinary |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|-----------------------------|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| WBC & associates | See Annexure 'A' | See Annexure 'A' | | See Annexure 'A' |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

| Name | Address |
|--|---|
| Westpac Banking Corporation (WBC) | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000 |
| BT Funds Management (NZ) Limited | Westpac On Takutai Square 16 Takutai Square Auckland 1010 New Zealand |
| BT Funds Management Limited | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000 |
| Advance Asset Management Limited | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000 |
| BT Investment Management (Fund Services) Limited | Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000 |
| MOTORCYCLE HOLDINGS LIMITED | The Company Secretary MOTORCYCLE HOLDINGS LIMITED (MTO) 68 Moss Street Slacks Creek QLD 4127 Tel: +61 7 3380 2204 |

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 30/09/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with 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.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 30/09/2016

Sales & Purchases for the period : 28/05/2016to 28/09/2016

SECURITY: MTO

Advance Asset Management Limited

| Date | Registered Company | Quantity | Consideration | Class of Securities |
|---|--|----------------|--------------------|---------------------|
| 20/09/2016 | HSBC Custody Nominees (Australia) Limited. | -24,550 | -86,907.00 | Ordinary |
| 20/09/2016 | HSBC Custody Nominees (Australia) Limited. | -5,450 | -19,293.00 | Ordinary |
| | Total | -30,000 | -106,200.00 | Ordinary |
| Advance Asset Management Limited Total : | | -30,000 | -106,200.00 | |

BT Funds Management Limited

| Date | Registered Company | Quantity | Consideration | Class of Securities |
|--|-------------------------------|----------|-----------------|---------------------|
| 1/07/2016 | BT Portfolio Services Limited | -2,000 | -5,346.60 | Ordinary |
| 27/07/2016 | BT Portfolio Services Limited | -500 | -1,625.00 | Ordinary |
| 9/08/2016 | BT Portfolio Services Limited | 1,000 | 3,517.20 | Ordinary |
| 25/08/2016 | BT Portfolio Services Limited | 1,500 | 5,626.95 | Ordinary |
| | Total | 0 | 2,172.55 | Ordinary |
| BT Funds Management Limited Total : | | 0 | 2,172.55 | |

BT Funds Management (NZ) Limited

| Date | Registered Company | Quantity | Consideration | Class of Securities |
|---|----------------------------|----------|---------------|---------------------|
| 16/08/2016 | Guardian Nominees No.2 Ltd | 63,998 | 251,416.14 | Ordinary |
| 16/08/2016 | Guardian Nominees No.2 Ltd | -63,998 | -251,416.14 | Ordinary |
| | Total | 0 | 0.00 | Ordinary |
| BT Funds Management (NZ) Limited Total : | | 0 | 0.00 | |

BT Investment Management (Fund Services) Limited

| Date | Registered Company | Quantity | Consideration | Class of Securities |
|------------|--|----------|---------------|---------------------|
| 30/05/2016 | HSBC Custody Nominees (Australia) Limited. | 45,845 | 125,615.30 | Ordinary |
| 31/05/2016 | HSBC Custody Nominees (Australia) Limited. | 17,613 | 48,259.62 | Ordinary |
| 1/06/2016 | HSBC Custody Nominees (Australia) Limited. | 8,109 | 22,299.75 | Ordinary |
| 2/06/2016 | HSBC Custody Nominees (Australia) Limited. | 5,647 | 15,529.25 | Ordinary |
| 3/06/2016 | HSBC Custody Nominees (Australia) Limited. | 7,866 | 21,710.16 | Ordinary |
| 6/06/2016 | HSBC Custody Nominees (Australia) Limited. | 3,904 | 10,853.12 | Ordinary |
| 7/06/2016 | HSBC Custody Nominees (Australia) Limited. | 36,016 | 102,285.44 | Ordinary |
| 22/06/2016 | HSBC Custody Nominees (Australia) Limited. | 812,597 | 2,104,626.23 | Ordinary |
| 23/06/2016 | HSBC Custody Nominees (Australia) Limited. | 10,591 | 28,383.88 | Ordinary |
| 24/06/2016 | HSBC Custody Nominees (Australia) Limited. | 14,625 | 39,195.00 | Ordinary |
| 27/06/2016 | HSBC Custody Nominees (Australia) Limited. | 5,000 | 13,300.00 | Ordinary |
| 28/06/2016 | HSBC Custody Nominees (Australia) Limited. | 25,927 | 67,150.93 | Ordinary |
| 29/06/2016 | HSBC Custody Nominees (Australia) Limited. | 5,180 | 13,882.40 | Ordinary |

| | | | | |
|------------|---|------------------|---------------------|-----------------|
| 30/06/2016 | HSBC Custody Nominees (Australia) Limited. | 13,063 | 35,008.84 | Ordinary |
| 1/07/2016 | HSBC Custody Nominees (Australia) Limited. | 7,648 | 20,726.08 | Ordinary |
| 4/07/2016 | HSBC Custody Nominees (Australia) Limited. | 8,824 | 24,354.24 | Ordinary |
| 6/07/2016 | HSBC Custody Nominees (Australia) Limited. | 41,725 | 116,830.00 | Ordinary |
| 7/07/2016 | HSBC Custody Nominees (Australia) Limited. | 37,165 | 107,406.85 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -8,109 | -29,922.21 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -8,824 | -32,560.56 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -5,744 | -21,195.36 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -5,647 | -20,837.43 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -7,866 | -29,025.54 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -3,904 | -14,405.76 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -36,016 | -132,899.04 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -41,725 | -153,965.25 | Ordinary |
| 17/08/2016 | HSBC Custody Nominees (Australia) Limited. | -37,165 | -137,138.85 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -10,591 | -41,198.99 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -5,180 | -20,150.20 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -40,101 | -155,992.89 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -17,613 | -68,514.57 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -5,804 | -22,577.56 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -7,648 | -29,750.72 | Ordinary |
| 31/08/2016 | HSBC Custody Nominees (Australia) Limited. | -13,063 | -50,815.07 | Ordinary |
| 28/09/2016 | HSBC Custody Nominees (Australia) Limited. | 190,546 | 642,140.02 | Ordinary |
| | Total | 1,042,891 | 2,598,607.11 | Ordinary |
| | BT Investment Management (Fund Services) Limited Total : | 1,042,891 | 2,598,607.11 | |

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 30/09/2016

| | | | |
|---|------------------|---|------------------|
| Westpac Banking Corporation | Australia | Series 2011-2 WST Trust | Australia |
| 1925 (Commercial) Pty Limited | Australia | Series 2011-3 WST Trust | Australia |
| 1925 (Industrial) Pty Limited | Australia | Series 2012-1 WST Trust | Australia |
| 1925 Advances Pty Limited | Australia | Series 2013-1 WST Trust | Australia |
| A.G.C. (Pacific) Limited | Papua New Guinea | Series 2013-2 WST Trust | Australia |
| Advance Asset Management Limited | Australia | Series 2014-1 WST Trust | Australia |
| Altitude Administration Pty Limited | Australia | Series 2014-2 WST Trust | Australia |
| Altitude Rewards Pty Limited | Australia | Series 2015-1 WST Trust | Australia |
| Aotearoa Financial Services Limited | New Zealand | SIE-Lease (Australia) Pty Limited | Australia |
| Ascalon Capital Managers (Asia) Limited | Hong Kong | SIE-Lease (New Zealand) Pty Limited | New Zealand |
| Ascalon Capital Managers Limited | Australia | Sixty Martin Place (Holdings) Pty Limited | Australia |
| Ascalon Funds Seed Pool Trust | Australia | St.George Business Finance Pty Limited | Australia |
| Asgard Capital Management Limited | Australia | St.George Custodial Pty Limited | Australia |
| Asgard Wealth Solutions Limited | Australia | St.George Equity Finance Limited | Australia |
| Australian Loan Processing Security Company Pty Ltd | Australia | St.George Finance Holdings Limited | Australia |
| Australian Loan Processing Security Trust | Australia | St.George Finance Limited | Australia |
| Belliston Pty Limited | Australia | St.George Life Limited | Australia |
| Bill Acceptance Corporation Pty Limited | Australia | St.George Motor Finance Limited | Australia |
| BT (Queensland) Pty Limited | Australia | St.George Security Holdings Pty Limited | Australia |
| BT Australia Pty Limited | Australia | Sydney Capital Corp Inc. | USA |
| BT Financial Group (NZ) Limited | New Zealand | The Home Mortgage Company Limited | New Zealand |
| BT Financial Group Pty Limited | Australia | The Mortgage Company Pty Limited | Australia |
| BT Funds Management (NZ) Limited | New Zealand | Value Nominees Pty Limited | Australia |
| BT Funds Management Limited | Australia | W2 Investments Pty Limited | Australia |
| BT Funds Management No.2 Limited | Australia | Waratah Receivables Corp Pty Limited | Australia |
| BT Long Term Income Fund | Australia | Waratah Securities Australia Limited | Australia |
| BT Portfolio Services Limited | Australia | Westpac (NZ) Investments Limited | New Zealand |
| BT Private Nominees Pty Limited | Australia | Westpac Administration Pty Limited | Australia |
| BT Securities Limited | Australia | Westpac Administration 2 Limited | Australia |
| BT Short Term Income Fund | Australia | Westpac Administration 3 Limited | Australia |
| Canning Park Capital Pte. Ltd | Australia | Westpac Administration 4 Limited | Australia |
| Capital Corporate Finance Limited | Australia | Westpac Altitude Rewards Trust | Australia |
| Capital Finance (NZ) Limited | Australia | Westpac Americas Inc. | USA |
| Capital Finance Australia Limited | Australia | Westpac Asian Lending Pty Limited | Australia |
| Capital Finance New Zealand Limited | Australia | Westpac Bank-PNG-Limited | Papua New Guinea |
| Capital Fleetlease Limited | Australia | Westpac Capital Holdings Inc. | USA |
| Capital Motor Finance Limited | Australia | Westpac Capital Markets Holding Corp. | USA |
| Capital Rent Group Limited | New Zealand | Westpac Capital Markets LLC | USA |
| CBA Limited | Australia | Westpac Capital-NZ-Limited | New Zealand |
| Challenge Limited | Australia | Westpac Cash PIE Fund | Australia |

| | | | |
|--|-------------|--|-------------|
| Crusade ABS Series 2012 - 1 Trust | Australia | Westpac Cook Cove Trust I | Australia |
| Crusade ABS Series 2013 - 1 Trust | Australia | Westpac Cook Cove Trust II | Australia |
| Crusade ABS Series 2015 - 1 Trust | Australia | Westpac Covered Bond Trust | Australia |
| Crusade ABS Series 2016 - 1 Trust | Australia | Westpac Custodian Nominees Pty Limited | Australia |
| Crusade CP Management Pty Limited | Australia | Westpac Databank Pty Limited | Australia |
| Crusade CP No.1 Pty Limited | Australia | Westpac Debt Securities Pty Limited | Australia |
| Crusade CP Trust No. 53 | Australia | Westpac Delta LLC | USA |
| Crusade CP Trust No. 56 | Australia | Westpac Direct Equity Investments Pty Limited | Australia |
| Crusade CP Trust No. 57 | Australia | Westpac Equipment Finance Limited | Australia |
| Crusade CP Trust No. 58 | Australia | Westpac Equity Holdings Pty Limited | Australia |
| Crusade Euro Trust 1E of 2006 | Australia | Westpac Equity Investments NZ Limited | New Zealand |
| Crusade Euro Trust 1E of 2007 | Australia | Westpac Equity Pty Limited | Australia |
| Crusade Global Trust 1 of 2007 | Australia | Westpac Europe Limited | UK |
| Crusade Global Trust 2 of 2006 | Australia | Westpac Finance (HK) Limited | Hong Kong |
| Crusade Management Limited | Australia | Westpac Financial Consultants Limited | Australia |
| Crusade 2P Trust of 2008 | Australia | Westpac Financial Holdings Pty Limited | Australia |
| Danaby Pty Limited | Australia | Westpac Financial Services Group Limited | Australia |
| eQR Securities Pty. Limited | Australia | Westpac Financial Services Group-NZ-Limited | New Zealand |
| Europe Infrastructure Debt LP | UK | Westpac Financial Services Limited | Australia |
| General Credits Pty Limited | Australia | Westpac Funding Holdings Pty Limited | Australia |
| Halcyon Securities Pty Limited | Australia | Westpac Funds Financing Holdco Pty Limited | Australia |
| Hastings Advisers LLC | USA | Westpac Funds Financing Pty Limited | Australia |
| Hastings Forestry Investments Limited | New Zealand | Westpac General Insurance Limited | Australia |
| Hastings Forests Australia Pty Limited | Australia | Westpac General Insurance Services Limited | Australia |
| Hastings Funds Management (UK) Limited | Singapore | Westpac Global Capital Markets Pty Limited | Australia |
| Hastings Funds Management (USA) Inc. | UK | Westpac Group Investment-NZ-Limited | New Zealand |
| Hastings Funds Management Asia Pty. Limited | USA | Westpac Holdings-NZ-Limited | New Zealand |
| Hastings Funds Management Limited | Australia | Westpac Investment Capital Corporation | USA |
| Hastings Infrastructure 1 Limited | UK | Westpac Investment Vehicle No.2 Pty Limited | Australia |
| Hastings Infrastructure 2 Limited | UK | Westpac Investment Vehicle No.3 Pty Limited | Australia |
| Hastings Investment Capital LP | USA | Westpac Investment Vehicle Pty Limited | Australia |
| Hastings Investment Management (Europe) Ltd | USA | Westpac Leasing Nominees-Vic.-Pty Limited | Australia |
| Hastings Investment Management Pty Ltd | UK | Westpac Lenders Mortgage Insurance Limited | Australia |
| Hastings Investments GP LLC | Australia | Westpac Life Insurance Services Limited | Australia |
| Hastings Korea Company Limited | Korea | Westpac Life-NZ-Limited | New Zealand |
| Hastings Management Pty Limited | Australia | Westpac New Zealand Group Limited | New Zealand |
| Hastings Private Equity Fund IIA Pty Limited | Australia | Westpac New Zealand Limited | New Zealand |
| Hickory Trust | Australia | Westpac New Zealand Staff Superannuation Scheme Trustee Limited | New Zealand |
| Hitton Pty Limited | Australia | Westpac Nominees-NZ-Limited | New Zealand |
| HLT Custodian Trust | New Zealand | Westpac Notice Saver PIE Fund | Australia |
| Infrastructure GP LLP | UK | Westpac NZ Covered Bond Holdings Limited | New Zealand |
| Infrastructure GP 2 LLP | UK | Westpac NZ Covered Bond Limited | New Zealand |
| Infrastructure Research and Advisory Services Private Limited | India | Westpac NZ Operations Limited | New Zealand |
| Magnitude Group Pty Limited | Australia | Westpac NZ Securitisation Holdings Limited | New Zealand |
| MIF Custodian Trust | New Zealand | Westpac NZ Securitisation Limited | New Zealand |
| Mortgage Management Pty Limited | Australia | Westpac NZ Securitisation No. 2 Limited | New Zealand |

| | | | |
|--|-------------|---|-------------|
| Net Nominees Limited | Australia | Westpac Overseas Holdings No. 2 Pty Limited | Australia |
| Number 120 Limited | New Zealand | Westpac Overseas Holdings Pty Limited | Australia |
| Oniston Pty Limited | Australia | Westpac Properties Limited | Australia |
| Partnership Pacific Pty Limited | Australia | Westpac RE Limited | Australia |
| Partnership Pacific Securities Pty Limited | Australia | Westpac Securities Administration Limited | Australia |
| Pashley Investments Pty Limited | Australia | Westpac Securities Limited | Australia |
| Planwise AU Pty Limited | Australia | Westpac Securities NZ Limited | New Zealand |
| Qvalent Pty Limited | Australia | Westpac Securitisation Holdings Pty Limited | Australia |
| RAMS Financial Group Pty Limited | Australia | Westpac Securitisation Management Pty Limited | Australia |
| Reinventure Fund ILP | Australia | Westpac Singapore Limited | Singapore |
| Reinventure Fund II ILP | Australia | Westpac Structured Products Limited | Australia |
| RMS Warehouse Trust 2007-1 | Australia | Westpac Superannuation Nominees-NZ-Limited | New Zealand |
| Sallmoor Pty Limited | Australia | Westpac Syndications Management Pty Limited | Australia |
| Securitor Financial Group Limited | Australia | Westpac Term PIE Fund | New Zealand |
| Seed Pool Trust No. 2 | Australia | Westpac TPS Trust | Australia |
| Series 2008-1M WST Trust | Australia | Westpac Unit Trust | Australia |
| Series 2009-1 WST Trust | Australia | Westpac USA Inc. | USA |
| Series 2011-1 WST Trust | Australia | | |

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

| | |
|---|-----------|
| BT Investment Management Limited (30.0%) | Australia |
| BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited) | Australia |