

**Facsimile Transmission****HYPERION**  
ASSET MANAGEMENT

**To:** Company Announcements Office  
**Company:** ASX  
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**Date:** 1 April, 2010  
**Subject:** Notice of initial substantial holder  
**Pages** (incl. Cover): 6

**Hyperion Asset Management Limited**  
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**Karen Munro**  
Direct 07 3212 1005

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Attached is a Form 603 Notice of initial substantial holder, for holdings in WOTIF.COM Holdings Limited (WTF) held by Hyperion Asset Management Limited.

*KMunro*

**Karen Munro**  
Company Secretarial Dept.

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme Wotif.com Holdings LimitedACN/ARSN 093 000 456**1. Details of substantial holder (1)**Name Hyperion Asset Management Limited (Hyperion)ACN/ARSN (if applicable) ACN 080 135 897The holder became a substantial holder on 30/03/2010**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	10,615,705	10,615,705	5.07%

**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)	Class and number of securities
Refer Annexure A		

**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	Person entitled to be registered as holder (8)	Class and number of securities
Refer Annexure B			

**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	
Refer Annexure C				

**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
Hyperion Holdings Limited ACN 109 308 894	Hyperion Asset Management Limited ACN 080 135 897 is a controlled body of Hyperion Holdings Limited within the meaning of Section 608(3) of the Corporations Act.

**7. Addresses**

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

Name	Address
Hyperion Asset Management Limited	Level 38, 71 Eagle Street, Brisbane, QLD 4000

**Signature**

print name      **Mr Ian Harrison**      capacity      **Company Secretary**

sign here            date      **1/04/2010**

**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 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 or 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 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 ( eg. 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.

**Wotif.Com Holdings Limited  
Annexure A**

**Holder of Relevant Interest      Nature of Relevant Interest      Class and number of securities**

Hyperion Asset Management Limited

Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.

10615705 Ordinary Fully Paid

This is Annexure "A" of 1 page(s) as mentioned in form 603 Notice of initial substantial holder

*Ian Harrison*

Ian William Harrison  
Company Secretary

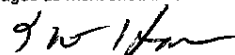
Date: 1/4/10

## Wotif.Com Holdings Limited

## Annexure B

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Persons Votes
Hyperion	Various Private Clients	Individually Managed Accounts	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	1554701 Ordinary Fully Paid	1554701
Hyperion	National Australia Bank Ltd <Hyperion Australian Growth Companies Fund>	Hyperion Australian Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	413710 Ordinary Fully Paid	413710
Hyperion	JP Morgan Nominees Australia Limited <Auscoal Superannuation Pty Ltd>	Auscoal Superannuation Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	1039430 Ordinary Fully Paid	1039430
Hyperion	Citicorp Nominees Pty Ltd <CBA Officers Superannuation Fund Pty Ltd>	CBA Officers Superannuation Fund Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	1373116 Ordinary Fully Paid	1373116
Hyperion	JP Morgan Nominees Australia Limited <Coal Mining (Long Service Leave) Funding Corporation>	Coal Mining (Long Service Leave) Funding Corporation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	296100 Ordinary Fully Paid	296100
Hyperion	JP Morgan Nominees Australia Limited <CoINVEST Limited>	CoINVEST Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	212010 Ordinary Fully Paid	212010
Hyperion	JP Morgan Nominees Australia Limited <Health Super Pty Ltd>	Health Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	1970033 Ordinary Fully Paid	1970033
Hyperion	BNP Paribas Australia Limited <Optimix Wholesale Australian Share Trust>	Optimix Wholesale Australian Share Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	1467295 Ordinary Fully Paid	1467295
Hyperion	State Street Australia Limited <Tower Australia>	Tower Australia	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	168920 Ordinary Fully Paid	168920
Hyperion	HSBC Custodial Services <Parvest Australia>	Parvest Australia	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	1351800 Ordinary Fully Paid	1351800
Hyperion	National Australia Bank Ltd <Military Superannuation>	Military Superannuation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	680980 Ordinary Fully Paid	680980
Hyperion	National Australia Bank Ltd <Hyperion Small Growth Companies Fund>	Hyperion Small Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	87610 Ordinary Fully Paid	87610

This is Annexure "B" of 1 pages as mentioned in form 604 Notice of change of interests of substantial holder

  
 Ian William Harrison  
 Company Secretary

Date: 1/4/10

**Wotif.Com Holdings Limited**  
**Annexure C**

<b>Holder of Relevant Interest</b>	<b>Date of Acquisition</b>	<b>Consideration</b>	<b>Class and Number of Securities</b>
Hyperion Australian Growth Companies Fund	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
Auscoal Superannuation Pty Ltd	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
CBA Officers Superannuation Fund Pty Ltd	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
Coal Mining (Long Service Leave) Funding Corporation	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
CoINVEST Limited	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
Health Super Pty Ltd	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
Optimix Wholesale Australian Share Trust	01/03/2010 - 30/03/2010	6,610,196	881420 Ordinary Fully Paid
Parvest Australia	01/03/2010 - 30/03/2010	1,777,160	232000 Ordinary Fully Paid
Tower Australia	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
Military Superannuation	01/03/2010 - 30/03/2010	0	0 Ordinary Fully Paid
Hyperion Small Growth Companies Fund	01/03/2010 - 30/03/2010	54,195	7200 Ordinary Fully Paid
Individually Managed Accounts	01/03/2010 - 30/03/2010	-1,994,736	-261380 Ordinary Fully Paid

This is Annexure "A" of 1 pages as mentioned in form 604 Notice of change substantial holder

*g w Wilson*

Ian William Harrison  
 Company Secretary

Date: 1/4/10