

Telstra Super Pty Ltd
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Telstra Superannuation Scheme
ARN 85 502 108 833



10 February 2011

The Manager - Companies
ASX Limited
Level 45, South Tower, Rialto
525 Collins Street
Melbourne VIC 3000

By facsimile: 1300 135 638

Dear Sirs

Re: Notice of ceasing to be a Substantial Holder

We attach a form 605, Notice of ceasing to be a Substantial Holder, for your information.

Yours faithfully



Steven Miller
Company Secretary

Enc.

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**Id. Company Name/Scheme ARAFURA PEARLS HOLDINGS LTDACN/ARSN 092 266 067**1. Details of substantial holder(1)**Name TELSTRA SUPER PTY LTD, AS TRUSTEE FOR TELSTRA SUPERANNUATION
ACN/ARSN (if applicable) 007 422 522 SCHEME ("TELSTRA SUPER")The holder ceased to be a
substantial holder on8/2/2011

The previous notice was given to the company on

4/11/2010

The previous notice was dated

4/11/2010**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
<u>8/2/2011</u>	<u>TELSTRA SUPER</u>	<u>INCREASE IN ISSUED CAPITAL</u>	<u>N/A</u>	<u>48,752,000</u>	<u>48,752,000</u>

3. Changes in association

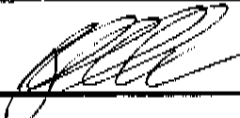
The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

4. Addresses

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

Name	Address
<u>TELSTRA SUPER</u>	<u>LEVEL 8, 215 SPRING ST, MELBOURNE, VIC 3000</u>
<u>NATIONAL NOMINEES</u>	<u>500 BOURKE ST, MELBOURNE, VIC 3000.</u>

Signatureprint name STEVEN MILLER capacity COMPANY SECRETARY
sign here  date 10/2/11