

Form 604Corporations Act 2011
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme **Austock Group Limited**
 ACN/ARSN **087 334 370**

1. Details of substantial holder (1)

Name **Austock Employee Share Custodian Pty Ltd and the other parties listed in the Annexure A**
 ACN/ARSN (if applicable) **137 097 664**

There was a change in the interests of the substantial holder on **21 February 2012**
 The previous notice was given to the company on **22 December 2011**
 The previous notice was dated **22 December 2011**

2. Previous and present voting power

The total number of votes attached to all 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 be 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 and partly paid ordinary shares	21,468,977	16.02%	17,198,106	12.84%

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
Various	Austock Employee Share Custodian Pty Ltd and the other parties listed in the Annexure A	Disposal of fully paid ordinary shares	Refer Annexure B	Refer Annexure B	Refer Annexure B

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 (8)	Person entitled to be registered as holder	Nature of relevant interest (6)	Class and number of securities	Person's votes
Austock Employee Share Custodian Pty Ltd	Austock Employee Share Custodian Pty Ltd	N/a	Legal ownership	17,184,631 fully paid ordinary shares and 1,280,160 partly paid ordinary shares	17,198,106
Austock Group Limited	Austock Employee Share Custodian Pty Ltd	N/a	Control of Austock Employee Share Custodian Pty Ltd	17,184,631 fully paid ordinary shares and 1,280,160 partly paid ordinary shares	17,198,106
The other parties listed in the Annexure A	Austock Employee Share Custodian Pty Ltd	N/a	Their associate, Austock Group Limited, has control of Austock Employee Share Custodian Pty Ltd	17,184,631 fully paid ordinary shares and 1,280,160 partly paid ordinary shares	17,198,106

5. Changes in association

The persons who have become associates (2) of, ceased to be associates or, or have changed the nature of their association (9) 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
n/a	

6. Addresses

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

Name	Address
Austock Employee Share Custodian Pty Ltd and the other parties listed in the Annexure A	Level 12, 15 William Street, Melbourne, VIC, 3000

Signature

print name **Amanda Gawne** capacity **Company Secretary**

sign here  date **13 March 2012**

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 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.
 - (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.
-

**AUSTOCK GROUP LIMITED – ASIC FORM 604 DATED 13 MARCH 2012
ANNEXURE A**

AUSTOCK GROUP OF COMPANIES

Company	ACN
Austock Group Limited	087 334 370
Austock Employee Share Custodian Pty Ltd	137 097 664
Austock Insurance Brokers Pty Ltd	110 840 901
Austock Life Limited	092 843 902
Austock Securities Ltd	053 513 438
ACN 101 074 015 Pty Ltd	101 074 015
Austock Capital Management Pty Ltd	137 870 725
Millennium Wealth Limited	123 023 745
Austock Nominees Pty Ltd	054 990 359
Registry Nominees Pty Ltd	132 288 450
Austock Services Pty Ltd	101 471 327
AG Fund Pty Ltd (50%)	118 753 058
Austock Private Equity Pty Ltd	113 924 842
Pemeca Pty Ltd (25%)	128 102 643
Pemeca No. 2 Pty Ltd (20%)	113 924 824
Austock Property Funds Management Pty Ltd	120 289 394
Austock RE Pty Ltd	106 512 716
Austock Property Services Pty Ltd	126 732 581
Austock Funds Management Ltd	094 185 092
Austock Real Estate Management Pty Ltd	120 383 628
Austock Property Investment Management Pty Ltd	121 791 062
Austock Property Management Ltd	111 338 937
Austock GET Management Pty Ltd	121 791 099
Austock GET USA Management Pty Ltd	121 791 124

**Austock Group Limited – ASIC Form 604 dated 13 March 2012
Annexure B**

Part 3 – Changes in relevant interests

Transactions during the period from 23 December 2011 to 13 March 2012

<i>Date of transaction</i>	<i>Quantity of fully paid ordinary shares / Person's votes affected</i>		<i>Consideration</i>
	<i>Acquired</i>	<i>Disposed</i>	
21 February 2012 - 12 March 2012		4,270,871	Transfer upon vesting to Participants of the Austock Employee Share Plan