

Form 604

Corporations Act 2001
Section 671B

Notice of Change of Interests of Substantial Holder

To Company Name/Scheme: **ARISTOCRAT LEISURE LTD (ALL)**
ACN/ARSN: **002 818 368**

1. Details of Substantial Holder

Name: **Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its Subsidiaries as listed in Annexure 3**
ACN/ARSN (if applicable) **N/A**

There was a change in the Interests of the Substantial Holder on: **10th September 2012**

The previous notice was given to the company on: **5th July 2012**

The previous notice was dated: **2nd July 2012**

2. Previous & 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 had a relevant interest 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	Previous Notice		Present Notice	
	Person's Votes	Voting Power	Person's Votes	Voting Power
Fully Paid Ordinary	27,763,047	5.04%	34,141,067	6.20%

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	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
Refer Annexure 1					

4. Present Relevant Interest

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	Persons Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Persons Votes
Refer Annexure 2					

5. Changes in Association

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

Name & ACN/ARSN (if applicable)	Nature of Association

6. Addresses

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

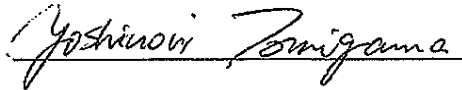
Name	Address
Tyndall Investment Management Ltd (TIML)	Level 61, MLC Centre, 19 Martin Place, Sydney NSW 2000
Sumitomo Mitsui Trust Holdings Inc. (SMTH)	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan
Sumitomo Mitsui Trust Bank, Limited (SMTB)	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan
Nikko Asset Management Co., Ltd (NAM)	Midtown Tower 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan

Signature

Print Name: **Yoshinori Tomiyama**

Capacity: **Senior Manager,
Risk Management Dept.
Sumitomo Mitsui Trust
Holdings, Inc**

Signed:



Date: 14/9/2012

ANNEXURE 1 - Changes in Relevant Interests

This is Annexure 1 of 1 pages referred to in the Form 604 - Notice of Change of Interests of Substantial Holder

Date Range of Change	Person whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
3 rd July 2012 to 10 th September 2012	Tyndall Investment Management Ltd	Purchase of Shares	\$16,610,458.46	Fully Paid Ordinary & 6,762,152	6,762,152
	Tyndall Investment Management Ltd	Sale of Shares	\$993,971.31	Fully Paid Ordinary & 394,266	394,266
	Nikko Asset Management Co., Ltd	Purchase of Shares	\$ 24,879.88	Fully Paid Ordinary & 10,134	10,134

SIGNED:  DATE: 14/9/2012

NAME: Yoshinori Tomiyama
Senior Manager, Risk Management Dep., Sumitomo Mitsui Trust Holdings, Inc.

ANNEXURE 2 - Present Relevant Interest

This is Annexure 2 of 2 pages referred to in the Form 604 – Notice of Change of Interests of Substantial Holder

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 36	Investment Manager	Fully Paid Ordinary Shares & 37,227	37,227
TIML	Citicorp Nominees Pty Limited	Account 75	Investment Manager	Fully Paid Ordinary Shares & 6,507,661	6,507,661
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 44	Investment Manager	Fully Paid Ordinary Shares & 1,806,733	1,806,733
TIML	NAB Custodian Services	Account 53	Investment Manager	Fully Paid Ordinary Shares & 5,224,190	5,224,190
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 48	Investment Manager	Fully Paid Ordinary Shares & 6,570,906	6,570,906
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 55	Investment Manager	Fully Paid Ordinary Shares & 164,361	164,361
TIML	Suncorp Custodian Services Pty Limited	Account 65	Investment Manager	Fully Paid Ordinary Shares & 174,796	174,796
TIML	Suncorp Custodian Services Pty Limited	Account 82	Investment Manager	Fully Paid Ordinary Shares & 1,321,576	1,321,576
TIML	Suncorp Custodian Services Pty Limited	Account 80	Investment Manager	Fully Paid Ordinary Shares & 374,622	374,622
TIML	Suncorp Custodian Services Pty Limited	Account 81	Investment Manager	Fully Paid Ordinary Shares & 711,324	711,324
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 7	Investment Manager	Fully Paid Ordinary Shares & 322,416	322,416
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 3	Investment Manager	Fully Paid Ordinary Shares & 8,306,516	8,306,516
TIML	NAB Custodian Services	Account 76	Investment Manager	Fully Paid Ordinary Shares & 410,720	410,720
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 47	Investment Manager	Fully Paid Ordinary Shares & 299,436	299,436
TIML	JP Morgan Nominees	Account 54	Investment Manager	Fully Paid Ordinary Shares & 420,048	420,048

TIML	Australia Ltd	Account 57	Investment Manager	Shares & 420,048 Fully Paid Ordinary Shares & 217,611	217,611
TIML	BNP Paribas Fund Services Australasia Pty Ltd	Account 9	Investment Manager	Fully Paid Ordinary Shares & 836,520	836,520
TIML	Citicorp Nominees Pty Limited	Account 59	Investment Manager	Fully Paid Ordinary Shares & 379,647	379,647
Nikko Asset Management Co., Ltd	Mizuho Trust & Banking Co., Ltd. 1-2-1 Yaesu, Chuo-ku, Tokyo 103-8670, Japan	Trust of Fund 1	Investment Manager	Fully Paid Ordinary & 54,757	54,757

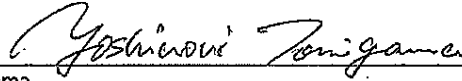
SIGNED:  DATE: 14/9/2012

NAME: Yoshinori Tomiyama
Senior Manager, Risk Management Dept., Sumitomo Mitsui Trust Holdings, Inc.

Annexure 3 - SMTH subsidiaries

This is Annexure 3 of 2 pages referred to in the Form 604 Notice of Changes of Interests of a Substantial Holder

Signed by me and dated 14 September 2012



Yoshinori Tomiyama

Senior Manager, Risk Management Dept, Sumitomo Mitsui Trust Holdings, Inc.

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:

Sumitomo Mitsui Trust Bank, Limited

Sumitomo Mitsui Trust General Service Co., Ltd.

Sumitomo Mitsui Trust Career Partners Co., Ltd.

Sumitomo Mitsui Trust Business Service Co., Ltd.

Sumishin Information Service Company Limited

Chuo Mitsui Information Technology Co., Ltd.

Sumitomo Mitsui Trust Guarantee Co., Ltd.

Sumishin Guaranty Company Limited

Sumitomo Mitsui Trust Wealth Partners Co., Ltd.

Sumitomo Mitsui Trust Card Co., Ltd.

Sumitomo Mitsui Trust Loan & Finance Co., Ltd.

Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.

Japan Machinery Leasing and Sales Co., Ltd.

Sumitomo Mitsui Trust Investment Co., Ltd.

Tokyo Securities Transfer Agent Co., Ltd.

Japan Securities Agents, Ltd.

JBIS Business Service, Inc.

Japan TA Solution, Ltd.

Sumitomo Mitsui Trust Realty Co., Ltd.

Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.

Nikko Asset Management Co., Ltd.

SBI Sumishin Net Bank, Ltd.

SBI Sumishin Net Bank Card Co., Ltd.

HR One Corporation

Aon Hewitt HR One

BUSINEXT CORPORATION

Sumishin Life Card Company, Limited

Japan Stockholders Data Service Company, Limited

Top REIT Asset Management Co., Ltd.

Mitsui & Co., Logistics Partners Ltd.

Japan Pension Operation Service, Ltd.

NewSmith Japan Limited

Sumitomo Mitsui Trust(Hong Kong) Limited

STB Consulting (China) Co., Ltd.

Chuo Mitsui Investments Hong Kong Ltd.

Sumitomo Mitsui Trust International Limited

Sumitomo Mitsui Trust Bank (Luxembourg) S.A.

Sumitomo Mitsui Trust Bank (U.S.A.) Limited

SMTB Global Investor Services Co., Ltd.

STB Omega Investment Ltd.

STB AM Investment (UK) Limited

Fresco Asset Funding Corporation

Crecer Asset Funding Corporation

OIF(PANAMA) S.A.

STL AIRCRAFT S.A.

Maritime International Oceanus S.A.
Lucid Rainbow S.A.
Nikko Asset Management Americas, Inc.
Nikko Asset Management Asia Limited
Tyndall Asset Management Limited
Nikko Asset Management Europe Ltd
Tyndall Investment Management Limited
Nikko Asset Management International Limited
DBS Asset Management (United States) Pte Ltd
Asian Islamic Investment Management Sdn. Bhd.
Tyndall Investment Management New Zealand Limited
SIM Funds Management Limited
Nikko AM Americas Holding Co., Inc.
Nikko AM Global Holdings Limited
Nikko Asset Management Hong Kong Limited
Nikko AM Global Cayman Limited
Old TEAL Pty Limited
Nikko AM (Cayman) Ltd
Nikko Asset Management Luxembourg S.A.
Tyndall Equities Australia Pty Limited
Zijin Trust Co., Ltd
NewSmith LLP
New Smith Asset Management LLP
New Smith Services Limited
Nikko AM Global Umbrella Fund
Singapore Consortium Investment Management Limited
Hwang Investment Management Berhad
Rongtong Fund Management Co., Ltd.
Sumitomo Mitsui Trust Capital Co., Ltd.
Sumitomo Mitsui Trust Research Institute Co., Ltd.
Sumitomo Mitsui Trust Asset Management Co., Ltd.
Japan Trustee Services Bank, Ltd.
Ambit Investment Advisors Private Limited
Ambit Mauritius Investment Managers Private Limited