



Investment  
Management

16 November 2012

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of SAI Global Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard  
Company Secretary

{00003114.DOC}BT Investment  
Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 2001  
Australia

The Chifley Tower  
Level 15, 2 Chifley Square  
Sydney NSW 2000  
Australia  
Tel 612 8253 2999

[www.btim.com.au](http://www.btim.com.au)

---

## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

---

To Company Name/Scheme SAI GLOBAL LIMITED

ACN/ARSN ABN 67 050 611 642

#### 1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

There was a change in the interests of the substantial holder on 14/11/2012

The previous notice was given to the company on 11/10/2012

The previous notice was dated 9/10/2012

#### 2. Previous and 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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
ORDINARY SHARES	12,523,945	6.06%	10,377,373	5.02%

#### 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
14/11/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Asgard Capital Management Limited, BT Funds Management Limited, Westpac RE Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (RE)	See Schedule	See Schedule	See Schedule	See Schedule

	Limited				
--	---------	--	--	--	--

#### 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	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,921,081
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	14,132
BT Funds Management Limited	BT Portfolio Services 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.	57,441
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be 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.	933,845
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited  National Nominees Limited  UBS Wealth Management  National Australian Custodian Services  HSBC Custody Nominees (Australia) Limited.	BT Investment Management (RE) Limited is the RE and fund 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.	7,308,706
Westpac RE Limited	HSBC Custody Nominees	Westpac RE Pty Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in	142,168

	(Australia) Limited.	that capacity, can exercise the power to vote or dispose of the shares.	
--	----------------------	---	--

**5. Changes in association**

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the holder in relation to voting interests in the company or scheme are as follows:

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

**6. Addresses**

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 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 (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
SAI GLOBAL LTD	SAI Global Limited (SAI) 286 Sussex Street SYDNEY NSW 2000  Tel: +61 02 8206 6060 Fax: +61 02 8206 6011

**Signature**

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 16/11/2012

## **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 6of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (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 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 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).
- (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 changes in that association since the last substantial holding notice.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 10/10/2012 to 14/11/2012

SECURITY: SAI

---

**Advance Asset Management Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
10/10/2012	HSBC Custody Nominees (Australia) Limited.	12,000	48,240.00
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,548	-10,344.88
11/10/2012	HSBC Custody Nominees (Australia) Limited.	26,000	102,960.00
11/10/2012	HSBC Custody Nominees (Australia) Limited.	9,533	37,464.69
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-7,686	-30,129.12
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-3,764	-14,754.88
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-16,639	-65,224.88
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-6,322	-24,782.24
15/10/2012	HSBC Custody Nominees (Australia) Limited.	-109,666	-420,020.78
29/10/2012	HSBC Custody Nominees (Australia) Limited.	-26,220	-100,684.80
29/10/2012	HSBC Custody Nominees (Australia) Limited.	-24,590	-94,425.60
30/10/2012	HSBC Custody Nominees (Australia) Limited.	17,797	69,764.24
30/10/2012	HSBC Custody Nominees (Australia) Limited.	6,418	25,543.64
1/11/2012	HSBC Custody Nominees (Australia) Limited.	35,550	142,200.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	20,933	84,359.99
2/11/2012	HSBC Custody Nominees (Australia) Limited.	2,395	9,460.25
5/11/2012	HSBC Custody Nominees (Australia) Limited.	18,537	73,221.15
6/11/2012	HSBC Custody Nominees (Australia) Limited.	26,633	104,401.36
6/11/2012	HSBC Custody Nominees (Australia) Limited.	15,980	62,481.80
	<b>Total</b>	<b>-5,659</b>	<b>-270.06</b>
	<b>Advance Asset Management Limited Total :</b>	<b>-5,659</b>	<b>-270.06</b>

---

**Asgard Capital Management Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
22/10/2012	ASGARD Capital Management Limited	-867	-3,468.00
	<b>Total</b>	<b>-867</b>	<b>-3,468.00</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>-867</b>	<b>-3,468.00</b>

---

**BT Funds Management Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
7/11/2012	BT Portfolio Services Limited	2,500	9,750.00
7/11/2012	BT Portfolio Services Limited	-2,500	-9,750.00
9/11/2012	BT Portfolio Services Limited	1,216	4,999.46
	<b>Total</b>	<b>1,216</b>	<b>4,999.46</b>
	<b>BT Funds Management Limited Total :</b>	<b>1,216</b>	<b>4,999.46</b>

---

**BT Funds Management No.2 Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-4,444	-17,287.16
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-4,678	-18,197.42
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,346	-9,125.94
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-11,670	-45,396.30
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-11,873	-46,185.97
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-3,266	-12,704.74
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-7,782	-30,972.36
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-25,990	-105,259.50
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-11,772	-47,676.60
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-2,805	-11,360.25
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-12,231	-49,535.55
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-18,964	-77,562.76
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-14,261	-58,327.49
	<b>Total</b>	<b>-132,082</b>	<b>-529,592.04</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>-132,082</b>	<b>-529,592.04</b>

---

#### **BT Investment Management (RE) Limited**

---

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
17/10/2012	Australia and New Zealand Banking Group Limited	-134	-526.62
17/10/2012	Australia and New Zealand Banking Group Limited	-709	-2,786.37
17/10/2012	Australia and New Zealand Banking Group Limited	-1,358	-5,336.94
25/10/2012	Australia and New Zealand Banking Group Limited	-2,815	-10,950.35
25/10/2012	Australia and New Zealand Banking Group Limited	-20	-77.80
8/11/2012	Australia and New Zealand Banking Group Limited	-127	-505.46
9/11/2012	Australia and New Zealand Banking Group Limited	-5,013	-20,302.65
12/11/2012	Australia and New Zealand Banking Group Limited	-813	-3,325.17
12/11/2012	Australia and New Zealand Banking Group Limited	-2,317	-9,476.53
	<b>Total</b>	<b>-13,306</b>	<b>-53,287.89</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
14/11/2012	BNP Fund Services Australasia Pty Limited	-3,253	-13,109.59
14/11/2012	BNP Fund Services Australasia Pty Limited	-1,715	-6,911.45
14/11/2012	BNP Fund Services Australasia Pty Limited	-5,467	-22,032.01
14/11/2012	BNP Fund Services Australasia Pty Limited	-8,446	-34,037.38
14/11/2012	BNP Fund Services Australasia Pty Limited	-5,911	-23,821.33
14/11/2012	BNP Fund Services Australasia Pty Limited	-3,012	-12,138.36
14/11/2012	BNP Fund Services Australasia Pty Limited	-2,624	-10,574.72
14/11/2012	BNP Fund Services Australasia Pty Limited	-25,369	-102,237.07
14/11/2012	BNP Fund Services Australasia Pty Limited	-5,133	-20,685.99
14/11/2012	BNP Fund Services Australasia Pty Limited	-1,648	-6,641.44
	<b>Total</b>	<b>-62,578</b>	<b>-252,189.34</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
14/11/2012	Citicorp Nominees Pty Limited	-2,334	-9,406.02

14/11/2012	Citicorp Nominees Pty Limited	-5,622	-22,656.66
14/11/2012	Citicorp Nominees Pty Limited	-21,048	-84,823.44
14/11/2012	Citicorp Nominees Pty Limited	-14,083	-56,754.49
14/11/2012	Citicorp Nominees Pty Limited	-4,261	-17,171.83
14/11/2012	Citicorp Nominees Pty Limited	-4,612	-18,586.36
14/11/2012	Citicorp Nominees Pty Limited	-27,850	-112,235.50
14/11/2012	Citicorp Nominees Pty Limited	-3,248	-13,089.44
14/11/2012	Citicorp Nominees Pty Limited	-4,804	-19,360.12
14/11/2012	Citicorp Nominees Pty Limited	-15,180	-61,175.40
14/11/2012	Citicorp Nominees Pty Limited	-10,397	-41,899.91
14/11/2012	Citicorp Nominees Pty Limited	-5,347	-21,548.41
14/11/2012	Citicorp Nominees Pty Limited	-7,760	-31,272.80
	<b>Total</b>	<b>-126,546</b>	<b>-509,980.38</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-5,636	-22,825.80
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,519	-10,201.95
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-22,245	-90,092.25
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-29,421	-119,155.05
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-37,658	-152,514.90
10/10/2012	HSBC Custody Nominees (Australia) Limited.	-5,131	-20,780.55
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-6,542	-25,710.06
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-187	-734.91
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-3,078	-12,096.54
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,386	-5,446.98
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-482	-1,894.26
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-793	-3,116.49
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-3,841	-15,095.13
11/10/2012	HSBC Custody Nominees (Australia) Limited.	-188,912	-742,424.16
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-63,927	-248,676.03
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-17,687	-68,802.43
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-3,513	-13,665.57
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-24,620	-95,771.80
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-2,800	-10,892.00
25/10/2012	HSBC Custody Nominees (Australia) Limited.	-7,096	-27,674.40
26/10/2012	HSBC Custody Nominees (Australia) Limited.	-4,365	-16,717.95
26/10/2012	HSBC Custody Nominees (Australia) Limited.	-12,954	-49,613.82
26/10/2012	HSBC Custody Nominees (Australia) Limited.	-1,163	-4,454.29
26/10/2012	HSBC Custody Nominees (Australia) Limited.	-46,650	-178,669.50
30/10/2012	HSBC Custody Nominees (Australia) Limited.	23,423	92,755.08
31/10/2012	HSBC Custody Nominees (Australia) Limited.	41,341	165,777.41
31/10/2012	HSBC Custody Nominees (Australia) Limited.	-6,989	-28,375.34
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-6,183	-24,732.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,150	-20,600.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,214	-20,856.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-923	-3,692.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-227	-908.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,812	-35,248.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-658	-2,632.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-7,300	-29,200.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-7,053	-28,212.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,913	-15,652.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-49,308	-197,232.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,542	-22,168.00



1/11/2012	HSBC Custody Nominees (Australia) Limited.	-156,082	-624,328.00
1/11/2012	HSBC Custody Nominees (Australia) Limited.	-52,253	-209,012.00
2/11/2012	HSBC Custody Nominees (Australia) Limited.	-486	-1,944.00
2/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,896	-7,584.00
2/11/2012	HSBC Custody Nominees (Australia) Limited.	-14,338	-57,352.00
2/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,967	-23,868.00
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,727	-6,890.73
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,472	-5,873.28
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-2,314	-9,232.86
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-1,465	-5,845.35
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-2,962	-11,818.38
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-14,302	-57,064.98
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-36,558	-145,866.42
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-69,290	-276,467.10
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-36,532	-145,762.68
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-46,346	-184,457.08
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-21,468	-85,442.64
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,813	-23,135.74
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-11,327	-45,081.46
8/11/2012	HSBC Custody Nominees (Australia) Limited.	-4,811	-19,147.78
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-13,092	-53,022.60
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-11,542	-46,745.10
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,344	-13,543.20
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-40,521	-164,110.05
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-34,556	-139,951.80
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-40,380	-163,539.00
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-7,355	-29,787.75
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-30,512	-123,573.60
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-21,713	-87,937.65
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-49,320	-199,746.00
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-9,606	-38,424.00
9/11/2012	HSBC Custody Nominees (Australia) Limited.	-5,279	-21,116.00
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,000	-32,720.00
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,000	-32,720.00
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-4,657	-19,047.13
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-44,766	-183,092.94
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,854	-15,762.86
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-50,580	-206,872.20
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-3,000	-12,270.00
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-2,426	-9,922.34
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-32,175	-131,595.75
		-	-
	<b>Total</b>	<b>1,447,201</b>	<b>5,779,676.12</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
14/11/2012	IAG Nominees Limited	-3,188	-12,847.64
14/11/2012	IAG Nominees Limited	-929	-3,743.87
14/11/2012	IAG Nominees Limited	-2,982	-12,017.46
14/11/2012	IAG Nominees Limited	-4,117	-16,591.51
14/11/2012	IAG Nominees Limited	-1,328	-5,351.84
14/11/2012	IAG Nominees Limited	-726	-2,925.78
14/11/2012	IAG Nominees Limited	-497	-2,002.91
14/11/2012	IAG Nominees Limited	-4,548	-18,328.44
14/11/2012	IAG Nominees Limited	-1,643	-6,621.29

14/11/2012	IAG Nominees Limited	-814	-3,280.42
14/11/2012	IAG Nominees Limited	-5,609	-22,604.27
14/11/2012	IAG Nominees Limited	-3,033	-12,222.99
14/11/2012	IAG Nominees Limited	-4,142	-16,692.26
14/11/2012	IAG Nominees Limited	-2,205	-8,886.15
14/11/2012	IAG Nominees Limited	-1,234	-4,973.02
14/11/2012	IAG Nominees Limited	-5,962	-24,026.86
14/11/2012	IAG Nominees Limited	-4,895	-19,726.85
14/11/2012	IAG Nominees Limited	-1,332	-5,367.96
14/11/2012	IAG Nominees Limited	-3,610	-14,548.30
14/11/2012	IAG Nominees Limited	-3,056	-12,315.68
14/11/2012	IAG Nominees Limited	-727	-2,929.81
14/11/2012	IAG Nominees Limited	-860	-3,465.80
14/11/2012	IAG Nominees Limited	-1,477	-5,952.31
	<b>Total</b>	<b>-58,914</b>	<b>-237,423.42</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
14/11/2012	National Australia Bank Limited	-433	-1,744.99
14/11/2012	National Australia Bank Limited	-553	-2,228.59
14/11/2012	National Australia Bank Limited	-3,010	-12,130.30
14/11/2012	National Australia Bank Limited	-765	-3,082.95
14/11/2012	National Australia Bank Limited	-1,014	-4,086.42
14/11/2012	National Australia Bank Limited	-2,587	-10,425.61
14/11/2012	National Australia Bank Limited	-4,701	-18,945.03
14/11/2012	National Australia Bank Limited	-3,152	-12,702.56
14/11/2012	National Australia Bank Limited	-1,668	-6,722.04
14/11/2012	National Australia Bank Limited	-2,325	-9,369.75
14/11/2012	National Australia Bank Limited	-817	-3,292.51
14/11/2012	National Australia Bank Limited	-1,425	-5,742.75
	<b>Total</b>	<b>-22,450</b>	<b>-90,473.50</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
25/10/2012	National Australian Custodian Services	-22,031	-85,700.59
25/10/2012	National Australian Custodian Services	-4,248	-16,524.72
25/10/2012	National Australian Custodian Services	-7,219	-28,081.91
25/10/2012	National Australian Custodian Services	-4,136	-16,089.04
25/10/2012	National Australian Custodian Services	-1,983	-7,713.87
8/11/2012	National Australian Custodian Services	-1,104	-4,393.92
8/11/2012	National Australian Custodian Services	-576	-2,292.48
8/11/2012	National Australian Custodian Services	-304	-1,209.92
9/11/2012	National Australian Custodian Services	-42,835	-173,053.40
9/11/2012	National Australian Custodian Services	-22,250	-90,112.50
9/11/2012	National Australian Custodian Services	-3,896	-15,739.84
9/11/2012	National Australian Custodian Services	-7,909	-31,952.36
12/11/2012	National Australian Custodian Services	-3,861	-15,791.49
12/11/2012	National Australian Custodian Services	-22,936	-93,808.24
12/11/2012	National Australian Custodian Services	-1,843	-7,537.87
12/11/2012	National Australian Custodian Services	-12,066	-49,349.94
12/11/2012	National Australian Custodian Services	-343	-1,402.87
12/11/2012	National Australian Custodian Services	-5,264	-21,529.76
12/11/2012	National Australian Custodian Services	-1,025	-4,192.25
12/11/2012	National Australian Custodian Services	-82	-335.38
12/11/2012	National Australian Custodian Services	-74	-302.66
12/11/2012	National Australian Custodian Services	-596	-2,437.64

	<b>Total</b>	<b>-166,581</b>	<b>-669,552.65</b>
<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
25/10/2012	National Nominees Limited	-6,724	-26,156.36
8/11/2012	National Nominees Limited	-342	-1,361.16
9/11/2012	National Nominees Limited	-12,964	-52,374.56
12/11/2012	National Nominees Limited	-7,838	-32,057.42
12/11/2012	National Nominees Limited	-259	-1,059.31
	<b>Total</b>	<b>-28,127</b>	<b>-113,008.81</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
10/10/2012	NCS (National Bank Custodian Services)	-7,634	-30,917.70
10/10/2012	NCS (National Bank Custodian Services)	-81	-328.05
11/10/2012	NCS (National Bank Custodian Services)	-15,429	-60,635.97
1/11/2012	NCS (National Bank Custodian Services)	-3,931	-15,724.00
1/11/2012	NCS (National Bank Custodian Services)	-11,124	-44,496.00
1/11/2012	NCS (National Bank Custodian Services)	-10,903	-43,612.00
1/11/2012	NCS (National Bank Custodian Services)	-6,622	-26,488.00
1/11/2012	NCS (National Bank Custodian Services)	-1,456	-5,824.00
1/11/2012	NCS (National Bank Custodian Services)	-686	-2,744.00
1/11/2012	NCS (National Bank Custodian Services)	-545	-2,180.00
2/11/2012	NCS (National Bank Custodian Services)	-2,669	-10,676.00
8/11/2012	NCS (National Bank Custodian Services)	-2,426	-9,679.74
8/11/2012	NCS (National Bank Custodian Services)	-2,101	-8,382.99
8/11/2012	NCS (National Bank Custodian Services)	-428	-1,707.72
8/11/2012	NCS (National Bank Custodian Services)	-1,520	-6,064.80
8/11/2012	NCS (National Bank Custodian Services)	-231	-921.69
8/11/2012	NCS (National Bank Custodian Services)	-1,934	-7,716.66
8/11/2012	NCS (National Bank Custodian Services)	-2,185	-8,718.15
8/11/2012	NCS (National Bank Custodian Services)	-2,224	-8,873.76
8/11/2012	NCS (National Bank Custodian Services)	-4,438	-17,707.62
8/11/2012	NCS (National Bank Custodian Services)	-3,109	-12,404.91
9/11/2012	NCS (National Bank Custodian Services)	-1,801	-7,204.00
	<b>Total</b>	<b>-83,477</b>	<b>-333,007.76</b>

<b>BT Investment Management (RE) Limited Total</b>	<b>-</b>	<b>-</b>
<b>:</b>	<b>2,009,180</b>	<b>8,038,599.87</b>

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 14/11/2012

Westpac Banking Corporation	Australia	RMS Warehouse Trust 2007-1	Australia
1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2005-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2007-1G WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2011-3 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2012-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Southern Cross Inc.	USA
Athena Finance Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Life Limited	Australia
BLE Capital Limited	Australia	St.George Motor Finance Limited	Australia
BLE Development Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Australia Pty Limited	Australia	Tasman LLC	USA
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management (NZ) Limited	New Zealand	Teuton Pty Limited	Australia
BT Funds Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management Limited	Australia	TIF International 1 Pty Limited	Australia
BT Life Limited	Australia	Value Nominees Pty Limited	Australia
BT Long Term Income Fund	Australia	W1 Investments Pty Limited	Australia
BT Portfolio Services Limited	Australia	Waratah Receivables Corp Pty Limited	Australia

BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Waratah Securities Australia Limited	Australia
BT Securities Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Short Term Income Fund	Australia	Westpac Administration Pty Limited	Australia
BTIM UK Limited	UK	Westpac Altitude Rewards Trust	Australia
Castlereagh Trust	Australia	Westpac Americas Inc.	USA
CBA Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
Codrington S.a.r.l.	Luxembourg	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade ABS Series 2008-2	Australia	Westpac Capital Corporation	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 49	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 54	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2004	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 2004	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2005	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Limited	Australia
Crusade Management Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Services Limited	Australia
FAI Trust No 2	Australia	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
Gemini Trust	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Investment Capital Corporation	USA

General Credits Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investments U.K. Limited	UK
Hastings Forests Australia Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Leasing Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation No. 2 Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac Overseas Holdings No. 2 Pty Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Pacific Limited Partnership	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Private Equity Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securities Administration Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Inc.	USA
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited1	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Orion Trust	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 1 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Packaging Properties 3 Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
Phoenix Trust	Australia	Westpac USA Inc.	USA
Qvalent Pty Limited	Australia	WFAL No.1 Loan Trust	Hong Kong
RAMS Financial Group Pty Limited	Australia		

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%) Australia

BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited) Australia