



Investment  
Management

18 June 2013

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

Dear Sir/Madam,

**Notice of Initial Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of Skilled Group 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

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## Form 603

Corporations Law  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme SKILLED GROUP LIMITED

ACN/ARSN ABN 66 005 585 811

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

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

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

The holder became a substantial holder on 14/06/2013

#### 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	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	12,040,775	12,040,775	5.16%

#### 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	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.	1,212,160
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	130,767

		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.	
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.	60,305
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.	1,355,359
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited  National Nominees Limited  National Australian Custodian Services	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	2,629,061
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the 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.	6,653,123

**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	Persons entitled to be registered as holder (8)	Class and number of securities
BT Funds Management Limited	See Schedule	See Schedule	
Asgard Capital Management Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Investment Management (Fund Services) Limited	See Schedule	See Schedule	
BT Investment Management (Institutional) Limited	See Schedule	See Schedule	

#### 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	
WBC & associates	See Schedule	See Schedule		

#### 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

#### 7. 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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management 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 Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000

SKILLED GROUP LIMITED

Skilled Group Limited (SKE)  
2 Luton Lane  
HAWTHORN VIC 3122

Tel: +61 3 8646 6444  
Fax: +61 3 8646 6447

## Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 18/6/2013

## 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 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 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 scheme multiplied by 100.
  - (7) 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).
- See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (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.

SCHEDULE

Sales & Purchases for the period : 14/02/2013 to 14/06/2013  
SECURITY: SKE

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**Advance Asset Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
19/02/2013	HSBC Custody Nominees (Australia) Limited.	-30,000	-99,000.00
19/02/2013	HSBC Custody Nominees (Australia) Limited.	-30,000	-99,000.00
19/02/2013	HSBC Custody Nominees (Australia) Limited.	30,000	99,000.00
20/02/2013	HSBC Custody Nominees (Australia) Limited.	-9,000	-29,880.00
20/02/2013	HSBC Custody Nominees (Australia) Limited.	9,000	29,880.00
20/02/2013	HSBC Custody Nominees (Australia) Limited.	-9,000	-29,880.00
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-27,000	-90,180.00
21/02/2013	HSBC Custody Nominees (Australia) Limited.	-14,000	-46,760.00
25/02/2013	HSBC Custody Nominees (Australia) Limited.	-7,000	-23,730.00
26/02/2013	HSBC Custody Nominees (Australia) Limited.	-4,000	-13,480.00
28/02/2013	HSBC Custody Nominees (Australia) Limited.	-12,000	-40,800.00
6/03/2013	HSBC Custody Nominees (Australia) Limited.	-8,000	-28,240.00
8/03/2013	HSBC Custody Nominees (Australia) Limited.	-2,000	-7,060.00
14/03/2013	HSBC Custody Nominees (Australia) Limited.	-2,646	-9,181.62
15/03/2013	HSBC Custody Nominees (Australia) Limited.	177	635.43
15/03/2013	HSBC Custody Nominees (Australia) Limited.	-20,300	-70,644.00
19/04/2013	HSBC Custody Nominees (Australia) Limited.	2,935	8,775.65
30/04/2013	HSBC Custody Nominees (Australia) Limited.	20,000	57,800.00
2/05/2013	HSBC Custody Nominees (Australia) Limited.	10,000	27,900.00
3/05/2013	HSBC Custody Nominees (Australia) Limited.	8,000	21,440.00
3/05/2013	HSBC Custody Nominees (Australia) Limited.	17,000	46,920.00
3/05/2013	HSBC Custody Nominees (Australia) Limited.	17,000	46,580.00
14/05/2013	HSBC Custody Nominees (Australia) Limited.	13,000	35,230.00
15/05/2013	HSBC Custody Nominees (Australia) Limited.	7,000	18,200.00
16/05/2013	HSBC Custody Nominees (Australia) Limited.	26,000	66,820.00
17/05/2013	HSBC Custody Nominees (Australia) Limited.	5,000	12,950.00
20/05/2013	HSBC Custody Nominees (Australia) Limited.	22,000	57,640.00
21/05/2013	HSBC Custody Nominees (Australia) Limited.	13,000	32,630.00
21/05/2013	HSBC Custody Nominees (Australia) Limited.	9,000	22,500.00
23/05/2013	HSBC Custody Nominees (Australia) Limited.	5,000	12,300.00
24/05/2013	HSBC Custody Nominees (Australia) Limited.	21,000	51,450.00
24/05/2013	HSBC Custody Nominees (Australia) Limited.	5,000	12,000.00
28/05/2013	HSBC Custody Nominees (Australia) Limited.	13,000	31,330.00
29/05/2013	HSBC Custody Nominees (Australia) Limited.	955	2,339.75
5/06/2013	HSBC Custody Nominees (Australia) Limited.	8,000	19,280.00
7/06/2013	HSBC Custody Nominees (Australia) Limited.	7,000	16,940.00
12/06/2013	HSBC Custody Nominees (Australia) Limited.	4,000	9,440.00
13/06/2013	HSBC Custody Nominees (Australia) Limited.	23,000	49,910.00
	<b>Total</b>	<b>121,121</b>	<b>202,055.21</b>
	<b>Advance Asset Management Limited Total :</b>	<b>121,121</b>	<b>202,055.21</b>

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**Asgard Capital Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
12/03/2013	ASGARD Capital Management Limited	4,811	16,982.83
12/03/2013	ASGARD Capital Management Limited	-4,811	-16,982.83

15/04/2013	ASGARD Capital Management Limited	1,224	4,051.44
15/04/2013	ASGARD Capital Management Limited	-1,224	-4,051.44
8/05/2013	ASGARD Capital Management Limited	2,436	6,942.60
8/05/2013	ASGARD Capital Management Limited	2,869	8,176.65
8/05/2013	ASGARD Capital Management Limited	4,472	12,745.20
8/05/2013	ASGARD Capital Management Limited	-4,472	-12,745.20
8/05/2013	ASGARD Capital Management Limited	-2,436	-6,942.60
8/05/2013	ASGARD Capital Management Limited	-2,869	-8,176.65
9/05/2013	ASGARD Capital Management Limited	1,073	3,058.05
9/05/2013	ASGARD Capital Management Limited	-1,073	-3,058.05
21/05/2013	ASGARD Capital Management Limited	1,135	2,814.80
21/05/2013	ASGARD Capital Management Limited	-1,073	-2,671.77
21/05/2013	ASGARD Capital Management Limited	-1,135	-2,814.80
31/05/2013	ASGARD Capital Management Limited	-2,360	-5,782.00
	<b>Total</b>	<b>-3,433</b>	<b>-8,453.77</b>
	<b>Asgard Capital Management Limited Total :</b>	<b>-3,433</b>	<b>-8,453.77</b>

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#### **BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
18/02/2013	BT Portfolio Services Limited	4,561	14,905.35
21/02/2013	BT Portfolio Services Limited	-2,334	-7,700.80
8/03/2013	BT Portfolio Services Limited	750	2,668.88
12/03/2013	BT Portfolio Services Limited	-2,007	-7,048.38
14/03/2013	BT Portfolio Services Limited	2,829	10,022.58
11/04/2013	BT Portfolio Services Limited	-2,732	-9,990.10
15/04/2013	BT Portfolio Services Limited	5,000	16,536.50
15/04/2013	BT Portfolio Services Limited	5,000	16,536.50
15/05/2013	BT Portfolio Services Limited	1,000	2,706.30
14/06/2013	BT Portfolio Services Limited	2,283	5,036.07
	<b>Total</b>	<b>14,350</b>	<b>43,672.89</b>
	<b>BT Funds Management Limited Total :</b>	<b>14,350</b>	<b>43,672.89</b>

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#### **BT Funds Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/04/2013	HSBC Custody Nominees (Australia) Limited.	14,293	48,739.13
5/04/2013	HSBC Custody Nominees (Australia) Limited.	258	866.88
15/04/2013	HSBC Custody Nominees (Australia) Limited.	37,597	123,694.13
16/04/2013	HSBC Custody Nominees (Australia) Limited.	40,010	129,232.30
1/05/2013	HSBC Custody Nominees (Australia) Limited.	54,289	157,438.10
2/05/2013	HSBC Custody Nominees (Australia) Limited.	63,160	176,216.40
3/05/2013	HSBC Custody Nominees (Australia) Limited.	31,961	87,573.14
15/05/2013	HSBC Custody Nominees (Australia) Limited.	604	1,576.44
15/05/2013	HSBC Custody Nominees (Australia) Limited.	28,776	74,817.60
16/05/2013	HSBC Custody Nominees (Australia) Limited.	29,961	75,501.72
14/06/2013	HSBC Custody Nominees (Australia) Limited.	35,241	76,825.38
	<b>Total</b>	<b>336,150</b>	<b>952,481.22</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>336,150</b>	<b>952,481.22</b>

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#### **BT Investment Management (Fund Services) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/04/2013	Australia and New Zealand Banking Group Limited	3,234	11,027.94
5/04/2013	Australia and New Zealand Banking Group Limited	22	73.92
15/04/2013	Australia and New Zealand Banking Group Limited	3,242	10,666.18
16/04/2013	Australia and New Zealand Banking Group Limited	3,666	11,841.18
1/05/2013	Australia and New Zealand Banking Group Limited	5,784	16,773.60
2/05/2013	Australia and New Zealand Banking Group Limited	6,213	17,334.27
3/05/2013	Australia and New Zealand Banking Group Limited	3,107	8,513.18
15/05/2013	Australia and New Zealand Banking Group Limited	64	167.04
15/05/2013	Australia and New Zealand Banking Group Limited	3,062	7,961.20
16/05/2013	Australia and New Zealand Banking Group Limited	3,119	7,859.88
14/06/2013	Australia and New Zealand Banking Group Limited	4,837	10,544.66
	<b>Total</b>	<b>36,350</b>	<b>102,763.05</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/04/2013	National Australian Custodian Services	30,719	104,751.79
4/04/2013	National Australian Custodian Services	15,945	54,372.45
4/04/2013	National Australian Custodian Services	8,465	28,865.65
5/04/2013	National Australian Custodian Services	192	645.12
5/04/2013	National Australian Custodian Services	100	336.00
5/04/2013	National Australian Custodian Services	53	178.08
15/04/2013	National Australian Custodian Services	28,598	94,087.42
15/04/2013	National Australian Custodian Services	14,856	48,876.24
15/04/2013	National Australian Custodian Services	7,890	25,958.10
16/04/2013	National Australian Custodian Services	32,740	105,750.20
16/04/2013	National Australian Custodian Services	17,007	54,932.61
16/04/2013	National Australian Custodian Services	9,026	29,153.98
1/05/2013	National Australian Custodian Services	54,265	157,368.50
1/05/2013	National Australian Custodian Services	28,184	81,733.60
1/05/2013	National Australian Custodian Services	14,941	43,328.90
2/05/2013	National Australian Custodian Services	55,958	156,122.82
2/05/2013	National Australian Custodian Services	29,066	81,094.14
2/05/2013	National Australian Custodian Services	15,420	43,021.80
3/05/2013	National Australian Custodian Services	27,886	76,407.64
3/05/2013	National Australian Custodian Services	14,483	39,683.42
3/05/2013	National Australian Custodian Services	7,683	21,051.42
15/05/2013	National Australian Custodian Services	582	1,519.02
15/05/2013	National Australian Custodian Services	27,694	72,004.40
15/05/2013	National Australian Custodian Services	14,384	37,398.40
15/05/2013	National Australian Custodian Services	302	788.22
15/05/2013	National Australian Custodian Services	7,630	19,838.00
15/05/2013	National Australian Custodian Services	160	417.60
16/05/2013	National Australian Custodian Services	28,193	71,046.36
16/05/2013	National Australian Custodian Services	14,643	36,900.36



16/05/2013	National Australian Custodian Services	7,768	19,575.36
14/06/2013	National Australian Custodian Services	44,253	96,471.54
14/06/2013	National Australian Custodian Services	22,982	50,100.76
14/06/2013	National Australian Custodian Services	12,223	26,646.14
	<b>Total</b>	<b>594,291</b>	<b>1,680,426.04</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/04/2013	National Nominees Limited	9,285	31,661.85
5/04/2013	National Nominees Limited	58	194.88
15/04/2013	National Nominees Limited	8,711	28,659.19
16/04/2013	National Nominees Limited	9,936	32,093.28
1/05/2013	National Nominees Limited	16,360	47,444.00
2/05/2013	National Nominees Limited	16,931	47,237.49
3/05/2013	National Nominees Limited	8,453	23,161.22
15/05/2013	National Nominees Limited	176	459.36
15/05/2013	National Nominees Limited	8,381	21,790.60
16/05/2013	National Nominees Limited	8,533	21,503.16
14/06/2013	National Nominees Limited	13,391	29,192.38
	<b>Total</b>	<b>100,215</b>	<b>283,397.41</b>

**BT Investment Management (Fund Services)  
Limited Total :** **730,856 2,066,586.50**

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**BT Investment Management (Institutional) Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
4/04/2013	HSBC Custody Nominees (Australia) Limited.	118,059	402,581.19
5/04/2013	HSBC Custody Nominees (Australia) Limited.	1,040	3,494.40
15/04/2013	HSBC Custody Nominees (Australia) Limited.	119,269	392,395.01
16/04/2013	HSBC Custody Nominees (Australia) Limited.	165,729	535,304.67
1/05/2013	HSBC Custody Nominees (Australia) Limited.	326,177	945,913.30
2/05/2013	HSBC Custody Nominees (Australia) Limited.	313,252	873,973.08
3/05/2013	HSBC Custody Nominees (Australia) Limited.	156,427	428,609.98
15/05/2013	HSBC Custody Nominees (Australia) Limited.	154,931	402,820.60
15/05/2013	HSBC Custody Nominees (Australia) Limited.	3,254	8,492.94
16/05/2013	HSBC Custody Nominees (Australia) Limited.	157,783	397,613.16
14/06/2013	HSBC Custody Nominees (Australia) Limited.	229,348	499,978.64
	<b>Total</b>	<b>1,745,269</b>	<b>4,891,176.97</b>

**BT Investment Management (Institutional)  
Limited Total :** **1,745,269 4,891,176.97**

## ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 14/06/2013

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 2007-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2011-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-3 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2012-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2013-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Business Finance Pty Limited	Australia
Athena Finance 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	Tavarua Funding Trust III	USA
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Financial Group Pty Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	The Home Mortgage Company Limited	New Zealand
BT Funds Management Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management (Institutional) Limited	Australia	TIF International 1 Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Value Nominees Pty Limited	Australia
BT Investment Management Limited	Australia	W1 Investments Pty Limited	Australia
BT Life Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BT Portfolio Services Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Westpac Administration Pty Limited	Australia

BT Securities Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Short Term Income Fund	Australia	Westpac Americas Inc.	USA
BTIM UK Limited	UK	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Finance Pty Limited	Australia	Westpac Banking Corporation	Australia
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Markets LLC	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 44	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 48	Australia	Westpac Cash PIE Fund	New Zealand
Crusade CP Trust No. 49	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 60	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 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investments U.K. Limited	UK

Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Leasing Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Pacific Limited Partnership	Australia
JOHCMG Share Trustee Limited	UK	Westpac Private Equity Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Administration Limited	Australia
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
Packaging Properties 1 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 2 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Unit Trust	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac USA Inc.	USA

Note: Westpac retains 63% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (63%)			Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)			Australia