

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Carindale Property Trust (ASX: CDP)**

ACN/ARSN **ARSN 093 261 744**

1. Details of substantial holder (1)

Name **Scentre Management Limited as responsible entity of Scentre Group Trust 1 ("Scentre Management Limited") and each of its related bodies corporate listed in Annexure B**

ACN/ARSN (if applicable) **ARSN 090 849 746**

There was a change in the interests of the substantial holder on

14 / 09 / 2016

The previous notice was given to the company on

22 / 08 / 2000

The previous notice was dated

22 / 08 / 2000

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 to 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)
Ordinary Units	35,000,000	50.00%	36,965,568	52.81%

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
Refer Annexure A.					

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Scentre Management Limited	Scentre Management Limited	Scentre Management Limited	Registered holder – section 608(1)(a)	35,000,000 Ordinary Units	35,000,000
Scentre Management Limited	Unknown	Scentre Management Limited	Enforceable right to acquire the shares purchased by special crossing – section 608(8)	1,965,568 Ordinary Units	1,965,568 Ordinary Units

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, 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	N/A

6. Addresses

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

Name	Address
Scentre Management Limited	Level 30, 85 Castlereagh St, Sydney NSW 2000
Related bodies corporate of Scentre Management Limited	See Annexure B

Signature

print name PAUL GIUGNI

Capacity COMPANY SECRETARY

sign here



date 16 / 09 / 2016

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.

"ANNEXURE A"

This is Annexure A of 1 page, referred to in Form 604 – Notice of change of interests of substantial holder



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PAUL GIUGNI, COMPANY SECRETARY
DATE: 16 SEPTEMBER 2016

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
24/02/2016	Scentre Management Limited	On-market purchase	\$141,595.35	19,277 Ordinary Units	19,277
25/02/2016	Scentre Management Limited	On-market purchase	\$546,867.43	73,904 Ordinary Units	73,904
02/03/2016	Scentre Management Limited	On-market purchase	\$1,845,443.22	242,879 Ordinary Units	242,879
22/03/2016	Scentre Management Limited	On-market purchase	\$225,441.12	29,508 Ordinary Units	29,508
08/04/2016	Scentre Management Limited	On-market purchase	\$760,000.00	100,000 Ordinary Units	100,000
14/09/2016	Scentre Management Limited	Special Crossing	\$12,180,000.00	1,500,000 Ordinary Units	1,500,000

“ANNEXURE B”

This is Annexure B of 4 pages, referred to in Form 604 – Notice of change of interests of substantial holder



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PAUL GIUGNI, COMPANY SECRETARY
DATE: 16 SEPTEMBER 2016

	Related Body Corporate	Company number	Registered Office address
1	Adurant Pty. Limited	003 155 628	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
2	Alphen Pty. Limited	052 136 348	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
3	Amondi Pty Limited	087 465 763	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
4	Annsa Pty Ltd	093 890 236	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
5	Gaural Pty. Limited	003 101 924	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
6	Lourens Pty. Limited	076 681 797	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
7	Lycus Pty. Limited	002 253 161	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
8	Marchet Pty Limited	008 625 250	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
9	Orta Pty. Limited	008 617 810	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
10	Parliv Pty Limited	056 002 558	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
11	RE Holding Company Pty Limited	145 734 489	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
12	RE Nominee Company Pty Limited	146 211 930	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
13	RE1 Limited	145 743 862	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
14	RE2 Limited	145 744 065	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
15	Regional Shopping Centre Nominees Pty. Limited	050 044 785	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
16	Samel Pty. Limited	008 620 586	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
17	Scentre Alliances Carindale Pty Limited	098 563 252	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
18	Scentre Alliances Pty Limited	098 357 521	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
19	Scentre Capital Assets Pty Limited	003 146 307	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
20	Scentre Capital Corporation Pty Limited	008 589 384	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
21	Scentre Capital Financial Services Pty Limited	008 618 166	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia

	Related Body Corporate	Company number	Registered Office address
22	Scentre Custodian Pty Limited	098 698 652	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
23	Scentre Design and Construction Pty Limited	000 267 265	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
24	Scentre Digital Pty Limited	141 708 125	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
25	Scentre Finance (Aust) Limited	093 642 865	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
26	Scentre Funds Management Limited	003 613 410	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
27	Scentre Group Limited	001 671 496	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
28	Scentre Holdings Pty Limited	110 587 338	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
29	Scentre Hubs Pty Limited	607 607 376	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
30	Scentre Investments Pty Limited	062 325 786	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
31	Scentre Limited	000 317 279	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
32	Scentre No 1 Pty Limited	098 357 558	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
33	Scentre No 4 Pty Limited	100 458 437	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
34	Scentre Parramatta Pty Limited	000 856 682	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
35	Scentre Projects (Australia) Pty Limited	008 598 409	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
36	Scentre Promotion Fund Management Pty Ltd	011 047 215	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
37	Scentre QLD No 1 Pty Limited	120 921 182	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
38	Scentre QLD No 2 Pty Limited	120 921 155	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
39	Scentre Services Pty Limited	002 861 690	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
40	Scentre Shopping Centre Management (ACT) Pty Ltd	008 612 002	Westfield Shoppingtown Belconnen, Centre Management Office Level 3, Belconnen Mall Benjamin Way, Belconnen ACT 2617, Australia
41	Scentre Shopping Centre Management (QLD) Pty Ltd	010 310 059	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
42	Scentre Shopping Centre Management (SA) Pty Ltd	008 139 580	Westfield Shoppingtown Tea Tree Plaza, Centre Manager's Office, 976 North East Road, Modbury SA 5092, Australia
43	Scentre Shopping Centre Management (VIC) Pty Ltd	007 280 908	Westfield Shoppingtown Southland, Level 1 Westfield Shoppingtown Southland, 1239 Nepean Highway, Cheltenham VIC 3192, Australia
44	Scentre Shopping Centre Management (WA) Pty Ltd	060 037 621	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
45	Scentre Shopping Centre Management Pty Ltd	000 712 710	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
46	SCG1 Finance (Aust) Pty Limited	108 806 711	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
47	Titania Services Pty. Ltd.	010 746 273	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia

	Related Body Corporate	Company number	Registered Office address
48	WASCF Alliances Pty Limited	121 555 708	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
49	Westfield Gift Cards No 2 Pty Limited	130 151 861	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
50	Westfield Gift Cards Pty Limited	113 171 663	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
51	WestUS Pty. Limited	008 588 458	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
52	WSF Fund Pty Limited	120 154 663	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
53	Zed Investments Pty. Limited.	003 713 362	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
54	Abyssinian Holdings Limited	1049375	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
55	Chartwell Shopping Centre Limited	88142	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
56	Downtown Shopping Centre (No. 2) Limited	886134	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
57	Downtown Shopping Centre Limited	86422	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
58	Glenfield Mall Limited	412840	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
59	Johnsonville Shopping Centre Limited	411162	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
60	Kroftfield Properties Limited	869948	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
61	Petavid Investments Limited	976700	Level 30, Vero Centre, 48 Shortland Street, Auckland , New Zealand
62	Re (NZ) Finance Limited	3183148	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
63	Re (NZ) Finance No 2 Limited	3214987	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
64	Redisville Enterprises Limited	691809	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
65	Scentre (New Zealand) Limited	847547	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
66	Scentre Finance (NZ) Limited	1527864	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
67	Scentre Leasing (NZ) Limited	839474	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
68	Scentre NZ Holdings Limited	3183309	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
69	Scentre Properties (New Zealand) Limited	839472	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
70	Scentre Shopping Centre Management (NZ) Limited	843321	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
71	Scentre Trust (NZ) Limited	934131	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
72	SCG1 Finance (NZ) Limited	1528068	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
73	SCG1 Finance (NZ) No 2 Limited	3214914	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
74	Shore City Centre (1993) Limited	611244	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand

	Related Body Corporate	Company number	Registered Office address
75	St Lukes Group (No. 3) Limited	1851716	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
76	St Lukes Group Holdings Limited	523140	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
77	St Lukes Group Limited	523138	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
78	The Plaza Pakuranga Limited	411163	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
79	WestCity Shopping Centre Limited	611243	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand