

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme  
**ACN/ARSN**

WOTIF.COM HOLDINGS LIMITED (ASX code: WTF)  
093 000 456

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

Name

Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its Subsidiaries as listed in Annexure C

ACN/ARSN (if applicable)

n/a

The holder became a substantial holder on 10<sup>th</sup> May 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary Shares	10,789,027	10,789,027	5.10%

**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	Nature of relevant interest	Class and number of securities
Tyndall Investment Management Limited (TIML)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	10,722,795 fully paid ordinary shares
Tyndall Investment Management New Zealand Limited (TIMNZ)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	45,800 fully paid ordinary shares
Nikko Asset Management Co., Ltd. (NAM)	Under section 608(1) and 608(3) of the Corporations Act by virtue of direct control of TIML and as fund manager.	20,432 fully paid ordinary shares
Sumitomo Mitsui Trust Bank, Limited (SMTB) and Sumitomo Mitsui Trust Holdings Inc. (SMTH)	Under section 608(3) of the Corporations Act by virtue of direct control of the above mentioned entities.	10,789,027 fully paid ordinary shares

**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	Person entitled to be registered as holder	Class and number of securities
Each person named in section 3 above	As set out in Annexure A		

**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	Class and number of securities
As set out in Annexure B			

#### 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
Tyndall Investment Management Limited (TIML) ABN: 99 003 376 252	Ultimately a subsidiary of NAM.
Tyndall Investment Management New Zealand Limited (TIMNZ)	Ultimately a subsidiary of NAM.
Nikko Asset Management Co., Ltd. (NAM)	Ultimate parent company of TIML and subsidiary of SMTB..
SMTH's subsidiaries as set out in Annexure C	Each subsidiary is a related body corporate of SMTH.

#### 7. Addresses

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

Name	Address
TIML	Level 61, MLC Centre, 19 Martin Place, Sydney NSW 2000
TIMNZ	Level 9, Vero Centre, 48 Shortland Street, Auckland, New Zealand,
SMTH	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan
SMTB	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan
NAM	Midtown Tower 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan

#### Signature

print name Yoshinori Tomiyama

capacity Senior Manager, Risk Management Dept.

sign here

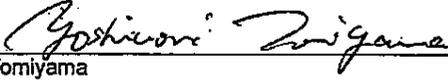
*Yoshinori Tomiyama*

date 16/5/2013

## Annexure A – Details of present registered holders

This is Annexure A of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 16/5/2013

  
Yoshinori Tomiyama

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

### Details of present registered holders

Holder of relevant interest	Registered holder of securities	Registration details	Person's votes
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	21,203
Tyndall Investment Management Limited	Citicorp Nominees Pty Limited	<Account 75 > Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	1,634,918
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 44 > BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	574,775
Tyndall Investment Management Limited	National Australia Bank Limited (NAB Custodian Services)	<Account 53> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	1,204,206
Tyndall Investment Management Limited	JP Morgan Nominees Australia Ltd	<Account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	39,514
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 48> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	2,348,463
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 55> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	50,903
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited (SCUS)	<Account 82> Suncorp Custodian Services Pty Limited (SCUS) GPO Box 5078 Sydney NSW 2001	363,794
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited (SCUS)	<Account 80> Suncorp Custodian Services Pty Limited (SCUS) GPO Box 5078 Sydney NSW 2001	92,931
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited (SCUS)	<Account 81> Suncorp Custodian Services Pty Limited (SCUS) GPO Box 5078 Sydney NSW 2001	204,278
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 9 > BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	40,664
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	335,234
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	2,504,145
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 36> BNP Paribas Security Services Pty Ltd	60,753

		60 Castlereagh Street Sydney NSW 2000	
Tyndall Investment Management Limited	National Australia Bank Limited (NAB Custodian Services)	<Account 85 > National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW. 2000 Australia	784,143
Tyndall Investment Management Limited	National Australia Bank Limited (NAB Custodian Services)	<Account 86> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	58,023
Tyndall Investment Management Limited	National Australia Bank Limited (NAB Custodian Services)	<Account 76> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	102,600
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	222,753
Tyndall Investment Management Limited	Citicorp Nominees Pty Limited	<Account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	62,641
Tyndall Investment Management Limited	BNP Paribas Security Services Pty Ltd	<Account 57> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	16,854
Tyndall Investment Management New Zealand Limited	BNP Paribas Security Services Pty Ltd	<Account 1K> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	22,500
Tyndall Investment Management New Zealand Limited	National Australia Bank Ltd (via National Nominees Ltd)	<Account 2K> National Australia Bank Ltd (via National Nominees Ltd) Asset Servicing 12 <sup>th</sup> Floor, 500 Bourke Street Melbourne, VIC, 3000	23,300
Nikko Asset Management Co., Ltd.	Mizuho Trust & Banking Co., Ltd.	1-2-1 Yaesu, Chuo-ku, Tokyo 103-8670, Japan	20,432
		<b>TOTAL UNITS</b>	<b>10,789,027</b>

## Annexure B – Consideration

This is Annexure B of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 16/5/2013.

*Yoshinori Tomiyama*

Yoshinori Tomiyama

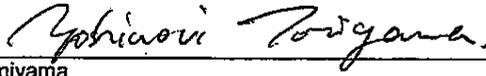
Senior Manager, Risk Management Dept, Sumitomo Mitsui Trust Holdings, Inc.

Holder of relevant interest	Date of acquisition	Consideration	Class	Number of securities
Tyndall Investment Management Limited	21 <sup>st</sup> November 2012 – 10 <sup>th</sup> May 2013.	9,764,767.34	Fully Paid Ordinary	1,827,915
Tyndall Investment Management New Zealand Limited	21 <sup>st</sup> November 2012 – 10 <sup>th</sup> May 2013.	252,490.94	Fully Paid Ordinary	50,200
Nikko Asset Management Co., Ltd.	21 <sup>st</sup> November 2012 – 10 <sup>th</sup> May 2013.	86,529.93	Fully Paid Ordinary	16,015

**Annexure C – SMTH subsidiaries**

This is Annexure C of 2 pages referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 16/5/2013



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.

Sumitomo Mitsui Trust Systems &amp; Services 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 &amp; 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.

Top REIT Asset 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

Sumishin Life Card Company, Limited

Japan Stockholders Data Service Company, Limited

Mitsui &amp; Co., Logistics Partners Ltd.

Japan Pension Operation Service, Ltd.

NewSmith Japan Limited

Sumitomo Mitsui Trust(Hong Kong) Limited

STB Consulting (China) Co., Ltd.

Sumitomo Mitsui Trust International Limited

Sumitomo Mitsui Trust Bank (Luxembourg)S.A.

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

STB Omega Investment Ltd.

STB AM Investment (UK) Limited

Fresco Asset Funding Corporation

Creceer Asset Funding Corporation

Sumitomo Mitsui Trust (Ireland) Limited

SMT Fund Services (Ireland) Limited

SMT Trustees (Ireland) Limited

G.A.S. (Cayman) Limited

Sumitomo Mitsui Trust (UK) Limited

SMT Fund Services (UK) Limited

OIF(PANAMA) S.A.

STL AIRCRAFT S.A.
Maritime International Oceanus S.A.
Lucid Rainbow S.A.
SILVER SAIL (PANAMA) S.A.
SLOC(PANAMA) 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
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
Nikko AM (Cayman) Ltd
Nikko Asset Management Luxembourg S.A.
Tyndall Equities Australia Pty Limited
Ambit Mauritius Investment Managers Private Limited
Zijin Trust Co., Ltd
NewSmith LLP
New Smith Asset Management LLP
New Smith Services Limited
NewSmith US LP
NewSmith US GP LLC
Nikko AM Global Umbrella Fund
Singapore Consortium Investment Management Limited
Hwang Investment Management Berhad
Rongtong Fund Management Co., Ltd.
Ambit Investment Advisors Private Limited
Sumitomo Mitsui Trust Asset Management Co., Ltd.
Sumitomo Mitsui Trust Research Institute Co., Ltd.
Sumitomo Mitsui Trust Capital Co., Ltd.
Japan Trustee Services Bank, Ltd.
Ambit Investment Advisors Private Limited
Ambit Mauritius Investment Managers Private Limited