

14 May 2013

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street

SYDNEY NSW 2000

By electronic lodgement

Sydney

Level 15, 255 Pitt Street
Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001
www.challenger.com.au

Telephone 02 9994 7000
Facsimile 02 9994 7777

Dear Sir

Re: Notice of change of interests of substantial holder ~ Calliden Group Limited (CIX)

We enclose notice of change of interests of substantial holder in Calliden Group Limited. This notice is given by Challenger Limited and each of its subsidiaries named in Annexure 1 to this notice.

Yours faithfully



Andrew Brown
Company Secretary

attach

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 9, 241 Adelaide Street GPO Box 3234, Brisbane QLD 4001 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 2, 168 St Georges Terrace, Perth WA 6000 Telephone 08 9261 7412 Facsimile 08 9321 5277
Adelaide Level 7, Suite 714, 147 Pirie Street Adelaide SA 5000 Telephone 08 7071 7042 Facsimile 08 8227 0395

Challenger Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307
Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 Howard Commercial Lending Limited ABN 65 000 033 143
Challenger Listed Investments Limited ABN 94 055 293 644 AFSL 236 887 Challenger Diversified Property Trust 1 ARSN 121 484 606
Challenger Diversified Property Trust 2 ARSN 121 484 713 Challenger Management Services Limited ABN 29 092 382 842 AFSL 234 678
Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL295642 RSE Licence No. L0001304
Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company name/Scheme **Calliden Group Limited**
ACN/ARSN **061 215 601**

1. Details of substantial holder (1)

Name **Challenger Limited (and the entities listed in Annexure 1)**
ACN/ARSN (if applicable) **106 842 371**

There was a change in the interests of the substantial holder on **09.05.2013**
The previous notice was given to the company on **29.01.2013**
The previous notice was dated **29.01.2013**

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 Fully Paid	17,577,459	7.75%	20,732,061	9.15%

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 2	Challenger Limited And each other entity named in Annexure 1	Refer Annexure 2	Refer Annexure 2	Refer Annexure 2	Refer Annexure 2

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	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Challenger Limited And each other entity named in Annexure 1	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	Ordinary fully paid shares purchased on market by Greencape Capital Pty Ltd and NovaPort Capital Pty Ltd, in which Challenger Limited and the entities listed in Annexure 1, obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	6,211,466 (ordinary fully paid)	6,211,466
As above	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	Ordinary fully paid shares purchased on market by Greencape Capital Pty Ltd, in which Challenger Limited and the entities listed in Annexure 1, obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	3,901,204 (ordinary fully paid)	3,901,204

As above	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	Ordinary fully paid shares purchased on market by Greencap Capital Pty Ltd, in which Challenger Limited and the entities listed in Annexure 1, obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	9,897,595 (ordinary fully paid)	9,897,595
As above	National Nominees Limited	National Nominees Limited	Ordinary fully paid shares purchased on market by Greencap Capital Pty Ltd, in which Challenger Limited and the entities listed in Annexure 1, obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	721,796 (ordinary fully paid)	721,796

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
Challenger Limited And each other entity named in Annexure 1	Level 15, 255 Pitt Street, Sydney NSW 2000

Signature

print name **Andrew Brown** capacity **Company Secretary**

date **14/05/2013**



Annexure 1

This is page 1 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 14/05/2013



Andrew Brown
Company Secretary

Company/Scheme	ABN/ARSN
Challenger Limited	85 106 842 371
Allfine Holdings Pty Ltd	84 100 231 918
Bluezen Pty Ltd	94 100 220 175
CDPG Australia Pty Limited	124 498 095
Cescade Pty Limited	76 096 097 399
CFSG Holdings No. 2 Victoria Pty Limited	107 601 605
Challenger Direct Pty Ltd	52 006 475 501
Challenger Diversified Property Development Pty Limited	121 624 833
Challenger Financial Services Limited	38 087 464 131
Challenger FM 2 Holdings Pty Limited	85 080 036 657
Challenger FM Nominees Pty Limited	130 035 353
Challenger Funds Management Holdings Pty Limited	107 728 030
Challenger Group Holdings Limited	50 002 993 302
Challenger Group Pty Ltd	85 003 374 196
Challenger Group Services Pty Ltd	91 085 657 307
Challenger Home Loan Corporation Pty Limited	058 891 302
Challenger Inventory Finance Servicing Pty Limited	36 107 706 810
Challenger LBC Terminals Australia Pty Limited	125 211 770
Challenger Life Company Holdings Pty Ltd	60 006 381 193
Challenger Life Company Limited	44 072 486 938
Challenger Life Fund Property Investments Pty Ltd	161 212 693
Challenger Life Nominees No.2 Limited	34 078 627 013
Challenger Life Nominees No.3 Pty Limited	151 482 147
Challenger Life Nominees Pty Ltd	39 091 336 793
Challenger Life Subsidiary Holdings Ltd	38 099 742 122
Challenger Listed Investments Limited	94 055 293 644
Challenger Managed Investments (International) Pty Ltd	120 871 212
Challenger Management Services Limited	29 092 382 842
Challenger Margin Lending Pty Limited	47 091 338 822
Challenger Mortgage Management Pty Limited	72 087 271 109
Challenger Non-Conforming Finance Pty Ltd	107 725 486
Challenger Originator Finance Pty Ltd	095 085 466
Challenger Property Asset Management Pty Ltd	90 077 569 021
Challenger Retirement and Investment Services Limited	115 534 453
Challenger Securitisation Management Pty Limited	56 100 346 898
Challenger Skybridge (Group) Holding Company Pty Ltd	130 888 327
Challenger Skybridge (Hastings) Holding Company Pty Ltd	130 888 274
Challenger Special Servicing Pty Ltd	77 107 707 415
Challenger Treasury Limited	47 093 307 996
Challenger Wind Holdings Pty Limited	151 496 061
Challenger Wholesale Finance Holdings Pty Limited	087 284 240
CPHIC Investments Pty Ltd	95 093 340 526
CSPP1 Broadbeach Pty Ltd	122 460 977

Annexure 1

This is page 2 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 14/05/2013



Andrew Brown
Company Secretary

Company/Scheme	ABN/ARSN
CSPP1 Investment Company 1 Pty Limited	120 463 023
CSPP1 Maitland Pty Ltd	122 460 968
CSPP1 Mavis Court Pty Ltd	122 461 983
EMIF Holdings Pty Ltd	130 565 169
Endowment Warrants Limited	45 009 568 503
Fidante Partners Alphinity Holdings Pty Ltd	140 716 016
Fidante Partners Ardea Holdings Pty Ltd	133 865 853
Fidante Partners Bentham Holdings Pty Ltd	140 715 573
Fidante Partners Five Oceans Holdings Pty Ltd	143 836 373
Fidante Partners Holdings Pty Limited	123 318 650
Fidante Partners Kapstream Holdings Pty Limited	123 319 460
Fidante Partners Kinetic Holdings Pty Limited	152 375 436
Fidante Partners Limited	94 002 835 592
Fidante Partners Merlon Holdings Pty Ltd	140 715 662
Fidante Partners Metisq Holdings Pty Ltd	143 376 961
Fidante Partners NovaPort Holdings Pty Ltd	140 715 797
Fidante Partners Services Limited	44 119 605 373
Fidante Partners Wavestone Holdings Pty Limited	133 626 276
GasValpo Finance Pty Ltd	003 376 529
Howard Commercial Lending Limited	65 000 033 143
Inexus Australian Holdings Company Limited	115 840 661
LANV Pty Ltd	147 224 502
Maitland Nominee Holdings Pty Limited	122 853 114
Mavis Court Development Co Pty Limited	124 112 956
Mawbury Pty Limited	95 096 097 479
Metisq Capital Holdings Pty Ltd	158 011 351
Metisq Capital Pty Ltd	104 642 613
MIR Nominee Holdings Pty Limited	154 029 259
Oaklands Hill Pty Ltd	149 814 559
Oaklands Hill Wind Farm Pty Ltd	126 595 935
Talavera Herring Pty Limited	34 086 068 984
The Liberty Group Consortium Pty Ltd	79 082 564 289
TLG Services Pty Limited	20 092 500 608
TLGH Pty Limited	85 092 927 467
TRE Data Centres Canberra Pty Ltd	141 881 227
US LLC Holdings Pty Ltd	130 888 292
Waterford County Pty Limited	122 853 089

Annexure 1

This is page 3 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 14/05/2013



Andrew Brown
Company Secretary

Overseas Companies
Appia Europe Limited
Appia Finance 2 Limited
Appia Finance Limited
Appia Group Limited (Jersey)
Appia Investments Limited
CDPG Luxembourg Holdings SARL
CDPG Luxembourg II SARL
CDPG Luxembuorg SARL
CDPG Malta Limited
Challenger Connections Limited
Challenger Connections Mid Company Limited
Challenger DPG France II SAS
Challenger DPG France SAS
Challenger Group Services (UK) Limited
Challenger Harbourmasters Holdings Jersey Limited
Challenger Holding (Vagyonkezeló) KFT
Challenger Jersey I3 Limited
Challenger Jersey Management Limited
Challenger LBC Terminals Holding Company Limited
Challenger LBC Terminals Jersey Limited
Challenger LBC Terminals Limited
Challenger Life (UK) Limited
Challenger Luxembourg Holding No. 1A SARL
Challenger Luxembourg Holding No. 1B SARL
Challenger Luxembourg Holding No. 2 SARL
Challenger Management Services (UK) Limited
Challenger MBK Emerging Market Infrastructure Fund Pte. Ltd
Challenger MBK Fund Management Pte. Ltd
Challenger Northern Gas Ltd (Jersey)
Challenger SCR LLP Member Limited
Challenger SkyBridge Fund (LP) Limited
Challenger SkyBridge Fund (SLP) Limited
Challenger Southern Water Limited
Challenger Structured Credit Management Limited
Challenger Towers Ltd (Jersey)
Challenger UK Tank Storage Limited
Challenger UK Terminals Ltd
Challenger Wales and the West Gas Ltd (Jersey)
Challenger Welcome Break Limited

Annexure 1

This is page 4 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 14/05/2013



Andrew Brown
Company Secretary

Overseas Companies
Clashfern Investments (UK) Limited
CMS (UK) Pty Limited
GasValpo Jersey Holding Company Limited
Greensands Holdings Jersey Limited
GV Cayman Company Limited
GV Chile Holding Limitada
GV Chile Limitada
GV Jersey Trustee Company Limited
GV Jersey Trustee Company No. 2 Limited
Inexus Group Holdings
Inexus Group Limited
Interstar Home Loan Corporation NZ Limited (Foreign)
Kabushiki Kaisha C & K
Lazor
Mangro
Namroc
Oikos Limited
Oikos Storage Limited
Rozal
Rozalia Park
Sabrand Limited
SCI Aulnay Invest
SCI Gennevilliers Invest
Structured Credit Research LLP

Annexure 2

This is page 1 of 1 page of Annexure 2 referred to in Form 604 signed by me and dated

14/05/2013



 Andrew Brown
Transactions:
Calliden Group Limited (CIX)
Ordinary Fully Paid
As at 09/05/13

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
25/01/2013	Challenger Limited (the entities listed in Annexure 1)	Buy	73.61	459	459
25/01/2013	As above	Buy	407.45	2,541	2,541
31/01/2013	As above	Buy	2,970.00	18,000	18,000
01/02/2013	As above	Buy	5,203.00	31,516	31,516
27/02/2013	As above	Buy	1,650.00	10,000	10,000
28/02/2013	As above	Buy	720.40	4,000	4,000
01/03/2013	As above	Buy	69,744.02	360,388	360,388
01/03/2013	As above	Buy	13,229.55	68,361	68,361
01/03/2013	As above	Buy	3,150.97	16,282	16,282
15/03/2013	As above	Buy	32,463.46	161,961	161,961
15/03/2013	As above	Buy	6,157.92	30,722	30,722
15/03/2013	As above	Buy	1,466.62	7,317	7,317
27/03/2013	As above	Buy	11,869.39	60,735	60,735
27/03/2013	As above	Buy	2,251.54	11,521	11,521
27/03/2013	As above	Buy	536.26	2,744	2,744
28/03/2013	As above	Buy	9,722.95	48,588	48,588
28/03/2013	As above	Buy	1,844.41	9,217	9,217
28/03/2013	As above	Buy	439.24	2,195	2,195
09/05/2013	As above	Buy	418,098.64	1,940,376	1,940,376
09/05/2013	As above	Buy	79,224.90	367,679	367,679
				3,154,602.00	