



Investment
Management

20 December 2012

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 Trade Me 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

{00003365.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

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme TRADE ME GROUP LIMITED

ACN/ARSN ABN 84 010 487 180

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 18/12/2012

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	31,718,227	31,718,227	8.01%

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.	794,778
BT Funds Management (NZ) Limited	NZ Guardian Nominees Ltd	BT Funds Management (NZ) 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.	852,459
BT Funds Management Limited	BT Portfolio Services Limited	BT Funds Management Limited is the manager of various	2,592,631

	HSBC Custody Nominees (Australia) Limited.	superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	
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.	1,281,179
BT Investment Management (RE) Limited	Permanent Trustee Australia Limited Australia and New Zealand Banking Group Limited National Custodian Nominees National Nominees Limited IAG Nominees Limited BNP Fund Services Australasia Pty Limited UBS Wealth Management Citicorp Nominees Pty Limited National Australian Custodian Services JP Morgan Chase Bank National Australia Bank Limited 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.	25,983,179
Westpac RE Limited	HSBC Custody Nominees (Australia) Limited.	Westpac RE Pty 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	214,001

		dispose of the 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	Persons entitled to be registered as holder (8)	Class and number of securities
Westpac RE Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
BT Funds Management (NZ) Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
BT Investment Management (RE) 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
Westpac RE 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 (NZ) Limited	Level 15 PwC Tower 188 Quay Street Auckland NZ
BT Funds Management No.2 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
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
TRADE ME GROUP LIMITED	Trade Me Group Limited (TME)

	C/- Fairfax Media Limited, Level 5, 1 Darling Island Road, Pymont, Australia, 2009 Ph: +64 4 803 2600 Fax: +64 4 803 2699
--	--

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 20/12/2012

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 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 : 18/08/2012 to 18/12/2012
SECURITY: TME

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
5/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,800	-5,382.00
21/09/2012	HSBC Custody Nominees (Australia) Limited.	15,324	47,657.64
28/09/2012	HSBC Custody Nominees (Australia) Limited.	-1,200	-3,804.00
23/10/2012	HSBC Custody Nominees (Australia) Limited.	109	370.60
23/10/2012	HSBC Custody Nominees (Australia) Limited.	58	196.04
23/10/2012	HSBC Custody Nominees (Australia) Limited.	110	371.80
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,015	-25,968.60
13/11/2012	HSBC Custody Nominees (Australia) Limited.	1,136	3,726.08
13/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,015	-26,529.65
14/11/2012	HSBC Custody Nominees (Australia) Limited.	41	135.30
15/11/2012	HSBC Custody Nominees (Australia) Limited.	1,344	4,435.20
15/11/2012	HSBC Custody Nominees (Australia) Limited.	-8,639	-28,681.48
19/11/2012	HSBC Custody Nominees (Australia) Limited.	6,368	21,014.40
19/11/2012	HSBC Custody Nominees (Australia) Limited.	253	845.02
20/11/2012	HSBC Custody Nominees (Australia) Limited.	12,042	40,581.54
20/11/2012	HSBC Custody Nominees (Australia) Limited.	-2,000	-6,680.00
21/11/2012	HSBC Custody Nominees (Australia) Limited.	7,642	25,524.28
21/11/2012	HSBC Custody Nominees (Australia) Limited.	10,190	33,932.70
23/11/2012	HSBC Custody Nominees (Australia) Limited.	5,094	17,370.54
23/11/2012	HSBC Custody Nominees (Australia) Limited.	2,293	7,819.13
27/11/2012	HSBC Custody Nominees (Australia) Limited.	36,886	124,674.68
11/12/2012	HSBC Custody Nominees (Australia) Limited.	-1,100	-3,641.00
18/12/2012	HSBC Custody Nominees (Australia) Limited.	24,456	74,835.36
18/12/2012	HSBC Custody Nominees (Australia) Limited.	475,755	1,455,810.30
	Total	568,332	1,758,613.88
	Advance Asset Management Limited Total :	568,332	1,758,613.88

BT Funds Management Limited

Date	Registered Company	Quantity	Value
5/12/2012	BT Portfolio Services Limited	1,148	3,918.47
5/12/2012	BT Portfolio Services Limited	4,605	15,552.47
5/12/2012	BT Portfolio Services Limited	2,061	6,991.12
5/12/2012	BT Portfolio Services Limited	2,446	8,314.20
5/12/2012	BT Portfolio Services Limited	2,610	8,838.77
5/12/2012	BT Portfolio Services Limited	1,689	5,739.22
5/12/2012	BT Portfolio Services Limited	904	3,097.28
5/12/2012	BT Portfolio Services Limited	3,684	12,453.03
5/12/2012	BT Portfolio Services Limited	1,052	3,595.42
5/12/2012	BT Portfolio Services Limited	1,656	5,628.08
5/12/2012	BT Portfolio Services Limited	1,707	5,799.70
5/12/2012	BT Portfolio Services Limited	5,029	16,974.38
5/12/2012	BT Portfolio Services Limited	1,222	4,167.51
5/12/2012	BT Portfolio Services Limited	2,517	8,525.83
5/12/2012	BT Portfolio Services Limited	1,994	6,765.64
5/12/2012	BT Portfolio Services Limited	3,230	10,925.15

5/12/2012	BT Portfolio Services Limited	3,069	10,383.35
5/12/2012	BT Portfolio Services Limited	1,035	3,492.71
5/12/2012	BT Portfolio Services Limited	898	3,030.48
5/12/2012	BT Portfolio Services Limited	2,268	7,687.61
14/12/2012	BT Portfolio Services Limited	664	2,219.62
14/12/2012	BT Portfolio Services Limited	437	1,479.64
14/12/2012	BT Portfolio Services Limited	471	1,590.47
14/12/2012	BT Portfolio Services Limited	854	2,839.04
14/12/2012	BT Portfolio Services Limited	616	2,063.17
14/12/2012	BT Portfolio Services Limited	588	1,971.86
14/12/2012	BT Portfolio Services Limited	2,321	7,621.47
14/12/2012	BT Portfolio Services Limited	831	2,759.09
14/12/2012	BT Portfolio Services Limited	488	1,645.88
14/12/2012	BT Portfolio Services Limited	1,408	4,645.13
14/12/2012	BT Portfolio Services Limited	908	3,010.11
	Total	54,410	183,725.90

Date	Registered Company	Quantity	Value
18/12/2012	HSBC Custody Nominees (Australia) Limited.	2,149,955	6,578,862.30
18/12/2012	HSBC Custody Nominees (Australia) Limited.	15,578	47,668.68
18/12/2012	HSBC Custody Nominees (Australia) Limited.	372,688	1,140,425.28
	Total	2,538,221	7,766,956.26
	BT Funds Management Limited Total :	2,592,631	7,950,682.16

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
20/08/2012	HSBC Custody Nominees (Australia) Limited.	22,115	67,450.75
18/09/2012	HSBC Custody Nominees (Australia) Limited.	30,960	98,762.40
19/09/2012	HSBC Custody Nominees (Australia) Limited.	12,384	39,628.80
20/09/2012	HSBC Custody Nominees (Australia) Limited.	18,576	58,885.92
25/09/2012	HSBC Custody Nominees (Australia) Limited.	4,455	13,899.60
25/09/2012	HSBC Custody Nominees (Australia) Limited.	3,818	11,912.16
26/09/2012	HSBC Custody Nominees (Australia) Limited.	1,806	5,670.84
27/09/2012	HSBC Custody Nominees (Australia) Limited.	11,576	36,695.92
28/09/2012	HSBC Custody Nominees (Australia) Limited.	853	2,729.60
1/10/2012	HSBC Custody Nominees (Australia) Limited.	1,739	5,634.36
2/10/2012	HSBC Custody Nominees (Australia) Limited.	1,505	4,876.20
10/10/2012	HSBC Custody Nominees (Australia) Limited.	5,257	17,085.25
10/10/2012	HSBC Custody Nominees (Australia) Limited.	29,583	96,144.75
11/10/2012	HSBC Custody Nominees (Australia) Limited.	5,626	18,340.76
12/10/2012	HSBC Custody Nominees (Australia) Limited.	459	1,496.34
15/10/2012	HSBC Custody Nominees (Australia) Limited.	348	1,134.48
16/10/2012	HSBC Custody Nominees (Australia) Limited.	10,441	33,933.25
17/10/2012	HSBC Custody Nominees (Australia) Limited.	3,291	10,893.21
18/10/2012	HSBC Custody Nominees (Australia) Limited.	5,270	17,601.80
18/10/2012	HSBC Custody Nominees (Australia) Limited.	3,354	11,168.82
19/10/2012	HSBC Custody Nominees (Australia) Limited.	47,913	160,987.68
19/10/2012	HSBC Custody Nominees (Australia) Limited.	3,641	12,088.12
22/10/2012	HSBC Custody Nominees (Australia) Limited.	2,396	8,026.60
22/10/2012	HSBC Custody Nominees (Australia) Limited.	11,978	40,126.30
7/11/2012	HSBC Custody Nominees (Australia) Limited.	11,144	35,437.92
12/11/2012	HSBC Custody Nominees (Australia) Limited.	3,559	11,495.57
18/12/2012	HSBC Custody Nominees (Australia) Limited.	373,843	1,143,959.58

18/12/2012	HSBC Custody Nominees (Australia) Limited.	239,062	731,529.72
	Total	866,952	2,697,596.70
	BT Funds Management No.2 Limited Total :	866,952	2,697,596.70

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
20/08/2012	Australia and New Zealand Banking Group Limited	2,308	7,039.40
18/09/2012	Australia and New Zealand Banking Group Limited	3,259	10,396.21
19/09/2012	Australia and New Zealand Banking Group Limited	1,303	4,169.60
20/09/2012	Australia and New Zealand Banking Group Limited	1,955	6,197.35
25/09/2012	Australia and New Zealand Banking Group Limited	463	1,444.56
25/09/2012	Australia and New Zealand Banking Group Limited	396	1,235.52
26/09/2012	Australia and New Zealand Banking Group Limited	180	565.20
27/09/2012	Australia and New Zealand Banking Group Limited	1,154	3,658.18
28/09/2012	Australia and New Zealand Banking Group Limited	85	272.00
1/10/2012	Australia and New Zealand Banking Group Limited	173	560.52
2/10/2012	Australia and New Zealand Banking Group Limited	150	486.00
10/10/2012	Australia and New Zealand Banking Group Limited	2,591	8,420.75
10/10/2012	Australia and New Zealand Banking Group Limited	461	1,498.25
11/10/2012	Australia and New Zealand Banking Group Limited	493	1,607.18
12/10/2012	Australia and New Zealand Banking Group Limited	40	130.40
15/10/2012	Australia and New Zealand Banking Group Limited	30	97.80
16/10/2012	Australia and New Zealand Banking Group Limited	915	2,973.75
17/10/2012	Australia and New Zealand Banking Group Limited	296	979.76
18/10/2012	Australia and New Zealand Banking Group Limited	474	1,583.16
18/10/2012	Australia and New Zealand Banking Group Limited	301	1,002.33
19/10/2012	Australia and New Zealand Banking Group Limited	327	1,085.64
19/10/2012	Australia and New Zealand Banking Group Limited	4,308	14,474.88
22/10/2012	Australia and New Zealand Banking Group Limited	1,077	3,607.95
22/10/2012	Australia and New Zealand Banking Group Limited	215	720.25
7/11/2012	Australia and New Zealand Banking Group Limited	1,561	4,963.98
12/11/2012	Australia and New Zealand Banking Group Limited	343	1,107.89

18/12/2012	Australia and New Zealand Banking Group Limited	36,885	112,868.10
	Total	61,743	193,146.61

Date	Registered Company	Quantity	Value
31/08/2012	BNP Fund Services Australasia Pty Limited	28,477	86,000.54
3/09/2012	BNP Fund Services Australasia Pty Limited	30,885	93,581.55
10/09/2012	BNP Fund Services Australasia Pty Limited	52,472	162,138.48
18/12/2012	BNP Fund Services Australasia Pty Limited	339,646	1,039,316.76
	Total	451,480	1,381,037.33

Date	Registered Company	Quantity	Value
31/08/2012	Citicorp Nominees Pty Limited	58,361	176,250.22
3/09/2012	Citicorp Nominees Pty Limited	63,295	191,783.85
10/09/2012	Citicorp Nominees Pty Limited	104,440	322,719.60
18/12/2012	Citicorp Nominees Pty Limited	718,651	2,199,072.06
	Total	944,747	2,889,825.73

Date	Registered Company	Quantity	Value
20/08/2012	HSBC Custody Nominees (Australia) Limited.	102,414	312,362.70
6/09/2012	HSBC Custody Nominees (Australia) Limited.	25,822	79,531.76
7/09/2012	HSBC Custody Nominees (Australia) Limited.	29,440	93,324.80
18/09/2012	HSBC Custody Nominees (Australia) Limited.	157,801	503,385.19
19/09/2012	HSBC Custody Nominees (Australia) Limited.	63,121	201,987.20
20/09/2012	HSBC Custody Nominees (Australia) Limited.	94,680	300,135.60
25/09/2012	HSBC Custody Nominees (Australia) Limited.	19,002	59,286.24
25/09/2012	HSBC Custody Nominees (Australia) Limited.	22,168	69,164.16
26/09/2012	HSBC Custody Nominees (Australia) Limited.	9,026	28,341.64
27/09/2012	HSBC Custody Nominees (Australia) Limited.	57,841	183,355.97
28/09/2012	HSBC Custody Nominees (Australia) Limited.	4,263	13,641.60
1/10/2012	HSBC Custody Nominees (Australia) Limited.	8,691	28,158.84
2/10/2012	HSBC Custody Nominees (Australia) Limited.	7,521	24,368.04
10/10/2012	HSBC Custody Nominees (Australia) Limited.	25,949	84,334.25
10/10/2012	HSBC Custody Nominees (Australia) Limited.	146,030	474,597.50
10/10/2012	HSBC Custody Nominees (Australia) Limited.	42,395	137,783.75
10/10/2012	HSBC Custody Nominees (Australia) Limited.	7,533	24,482.25
11/10/2012	HSBC Custody Nominees (Australia) Limited.	27,771	90,533.46
11/10/2012	HSBC Custody Nominees (Australia) Limited.	8,062	26,282.12
12/10/2012	HSBC Custody Nominees (Australia) Limited.	2,265	7,383.90
12/10/2012	HSBC Custody Nominees (Australia) Limited.	658	2,145.08
15/10/2012	HSBC Custody Nominees (Australia) Limited.	1,718	5,600.68
15/10/2012	HSBC Custody Nominees (Australia) Limited.	499	1,626.74
16/10/2012	HSBC Custody Nominees (Australia) Limited.	51,540	167,505.00
16/10/2012	HSBC Custody Nominees (Australia) Limited.	14,963	48,629.75
17/10/2012	HSBC Custody Nominees (Australia) Limited.	16,793	55,584.83
17/10/2012	HSBC Custody Nominees (Australia) Limited.	9,147	30,276.57
18/10/2012	HSBC Custody Nominees (Australia) Limited.	17,115	56,992.95
18/10/2012	HSBC Custody Nominees (Australia) Limited.	26,896	89,832.64
18/10/2012	HSBC Custody Nominees (Australia) Limited.	9,322	31,042.26
18/10/2012	HSBC Custody Nominees (Australia) Limited.	14,649	48,927.66
19/10/2012	HSBC Custody Nominees (Australia) Limited.	244,503	821,530.08
19/10/2012	HSBC Custody Nominees (Australia) Limited.	18,583	61,695.56
19/10/2012	HSBC Custody Nominees (Australia) Limited.	133,173	447,461.28
19/10/2012	HSBC Custody Nominees (Australia) Limited.	10,121	33,601.72
22/10/2012	HSBC Custody Nominees (Australia) Limited.	61,126	204,772.10

22/10/2012	HSBC Custody Nominees (Australia) Limited.	12,225	40,953.75
22/10/2012	HSBC Custody Nominees (Australia) Limited.	6,659	22,307.65
22/10/2012	HSBC Custody Nominees (Australia) Limited.	33,293	111,531.55
24/10/2012	HSBC Custody Nominees (Australia) Limited.	28,231	95,985.40
24/10/2012	HSBC Custody Nominees (Australia) Limited.	34,211	115,975.29
26/10/2012	HSBC Custody Nominees (Australia) Limited.	16,081	55,479.45
2/11/2012	HSBC Custody Nominees (Australia) Limited.	46,212	153,423.84
6/11/2012	HSBC Custody Nominees (Australia) Limited.	67,137	217,523.88
7/11/2012	HSBC Custody Nominees (Australia) Limited.	58,820	187,047.60
12/11/2012	HSBC Custody Nominees (Australia) Limited.	12,231	39,506.13
12/11/2012	HSBC Custody Nominees (Australia) Limited.	11,523	37,219.29
29/11/2012	HSBC Custody Nominees (Australia) Limited.	12,184	40,207.20
12/12/2012	HSBC Custody Nominees (Australia) Limited.	24,865	81,557.20
18/12/2012	HSBC Custody Nominees (Australia) Limited.	19,875	60,817.50
18/12/2012	HSBC Custody Nominees (Australia) Limited.	61,380	187,822.80
18/12/2012	HSBC Custody Nominees (Australia) Limited.	30,489	93,296.34
18/12/2012	HSBC Custody Nominees (Australia) Limited.	3,580,851	10,957,404.06
18/12/2012	HSBC Custody Nominees (Australia) Limited.	349,651	1,069,932.06
18/12/2012	HSBC Custody Nominees (Australia) Limited.	1,776,705	5,436,717.30
18/12/2012	HSBC Custody Nominees (Australia) Limited.	576,675	1,764,625.50
18/12/2012	HSBC Custody Nominees (Australia) Limited.	444,237	1,359,365.22
18/12/2012	HSBC Custody Nominees (Australia) Limited.	355,329	1,087,306.74
	Total	9,051,465	28,065,671.62

Date	Registered Company	Quantity	Value
31/08/2012	IAG Nominees Limited	13,799	41,672.98
31/08/2012	IAG Nominees Limited	13,862	41,863.24
3/09/2012	IAG Nominees Limited	14,965	45,343.95
3/09/2012	IAG Nominees Limited	15,034	45,553.02
10/09/2012	IAG Nominees Limited	24,621	76,078.89
10/09/2012	IAG Nominees Limited	24,648	76,162.32
18/12/2012	IAG Nominees Limited	175,166	536,007.96
18/12/2012	IAG Nominees Limited	175,577	537,265.62
	Total	457,672	1,399,947.98

Date	Registered Company	Quantity	Value
26/09/2012	JP Morgan Chase Bank	29,136	91,487.04
27/09/2012	JP Morgan Chase Bank	186,718	591,896.06
28/09/2012	JP Morgan Chase Bank	13,761	44,035.20
1/10/2012	JP Morgan Chase Bank	28,054	90,894.96
2/10/2012	JP Morgan Chase Bank	24,279	78,663.96
3/10/2012	JP Morgan Chase Bank	272,453	899,094.90
4/10/2012	JP Morgan Chase Bank	21,615	71,113.35
5/10/2012	JP Morgan Chase Bank	40,306	132,606.74
18/12/2012	JP Morgan Chase Bank	408,924	1,251,307.44
18/12/2012	JP Morgan Chase Bank	1,599,491	4,894,442.46
	Total	2,624,737	8,145,542.11

Date	Registered Company	Quantity	Value
31/08/2012	National Australia Bank Limited	10,501	31,713.02
3/09/2012	National Australia Bank Limited	11,389	34,508.67
10/09/2012	National Australia Bank Limited	18,819	58,150.71
11/09/2012	National Australia Bank Limited	134,992	414,425.44
26/09/2012	National Australia Bank Limited	16,696	52,425.44
27/09/2012	National Australia Bank Limited	107,000	339,190.00

28/09/2012	National Australia Bank Limited	7,886	25,235.20
1/10/2012	National Australia Bank Limited	16,077	52,089.48
2/10/2012	National Australia Bank Limited	13,914	45,081.36
3/10/2012	National Australia Bank Limited	57,547	189,905.10
4/10/2012	National Australia Bank Limited	4,566	15,022.14
5/10/2012	National Australia Bank Limited	8,513	28,007.77
10/10/2012	National Australia Bank Limited	153,482	498,816.50
10/10/2012	National Australia Bank Limited	27,273	88,637.25
11/10/2012	National Australia Bank Limited	29,189	95,156.14
12/10/2012	National Australia Bank Limited	2,381	7,762.06
15/10/2012	National Australia Bank Limited	1,806	5,887.56
16/10/2012	National Australia Bank Limited	54,170	176,052.50
17/10/2012	National Australia Bank Limited	33,293	110,199.83
18/10/2012	National Australia Bank Limited	53,322	178,095.48
18/10/2012	National Australia Bank Limited	33,932	112,993.56
19/10/2012	National Australia Bank Limited	36,841	122,680.53
19/10/2012	National Australia Bank Limited	484,745	1,628,743.20
22/10/2012	National Australia Bank Limited	24,237	81,193.95
22/10/2012	National Australia Bank Limited	121,187	405,976.45
24/10/2012	National Australia Bank Limited	127,771	433,143.69
24/10/2012	National Australia Bank Limited	105,439	358,492.60
24/10/2012	National Australia Bank Limited	140,970	477,888.30
24/10/2012	National Australia Bank Limited	116,330	395,522.00
26/10/2012	National Australia Bank Limited	58,919	203,270.55
12/11/2012	National Australia Bank Limited	46,943	151,625.89
12/11/2012	National Australia Bank Limited	44,257	142,950.11
29/11/2012	National Australia Bank Limited	56,773	187,350.90
29/11/2012	National Australia Bank Limited	53,546	176,701.80
30/11/2012	National Australia Bank Limited	87,349	293,492.64
12/12/2012	National Australia Bank Limited	115,860	380,020.80
12/12/2012	National Australia Bank Limited	109,275	358,422.00
18/12/2012	National Australia Bank Limited	133,911	409,767.66
18/12/2012	National Australia Bank Limited	1,530,617	4,683,688.02
18/12/2012	National Australia Bank Limited	1,682,995	5,149,964.70
	Total	5,874,713	18,600,251.00

Date	Registered Company	Quantity	Value
20/08/2012	National Australian Custodian Services	19,248	58,706.40
20/08/2012	National Australian Custodian Services	10,001	30,503.05
20/08/2012	National Australian Custodian Services	5,311	16,198.55
18/09/2012	National Australian Custodian Services	27,642	88,177.98
18/09/2012	National Australian Custodian Services	14,360	45,808.40
18/09/2012	National Australian Custodian Services	7,615	24,291.85
19/09/2012	National Australian Custodian Services	11,057	35,382.40
19/09/2012	National Australian Custodian Services	5,744	18,380.80
19/09/2012	National Australian Custodian Services	3,046	9,747.20
20/09/2012	National Australian Custodian Services	16,586	52,577.62
20/09/2012	National Australian Custodian Services	8,615	27,309.55
20/09/2012	National Australian Custodian Services	4,569	14,483.73
25/09/2012	National Australian Custodian Services	3,772	11,768.64
25/09/2012	National Australian Custodian Services	3,234	10,122.42
25/09/2012	National Australian Custodian Services	1,679	5,238.48
25/09/2012	National Australian Custodian Services	1,959	6,112.08
25/09/2012	National Australian Custodian Services	1,040	3,244.80
25/09/2012	National Australian Custodian Services	891	2,788.83

26/09/2012	National Australian Custodian Services	1,504	4,722.56
26/09/2012	National Australian Custodian Services	781	2,452.34
26/09/2012	National Australian Custodian Services	415	1,303.10
27/09/2012	National Australian Custodian Services	9,641	30,561.97
27/09/2012	National Australian Custodian Services	5,007	15,872.19
27/09/2012	National Australian Custodian Services	2,657	8,422.69
28/09/2012	National Australian Custodian Services	710	2,272.00
28/09/2012	National Australian Custodian Services	369	1,180.80
28/09/2012	National Australian Custodian Services	196	627.20
1/10/2012	National Australian Custodian Services	1,449	4,694.76
1/10/2012	National Australian Custodian Services	752	2,436.48
1/10/2012	National Australian Custodian Services	399	1,292.76
2/10/2012	National Australian Custodian Services	1,254	4,062.96
2/10/2012	National Australian Custodian Services	651	2,109.24
2/10/2012	National Australian Custodian Services	346	1,121.04
10/10/2012	National Australian Custodian Services	24,274	78,890.50
10/10/2012	National Australian Custodian Services	4,313	14,017.25
10/10/2012	National Australian Custodian Services	12,609	40,979.25
10/10/2012	National Australian Custodian Services	2,240	7,280.00
10/10/2012	National Australian Custodian Services	1,189	3,864.25
10/10/2012	National Australian Custodian Services	6,688	21,736.00
11/10/2012	National Australian Custodian Services	4,616	15,048.16
11/10/2012	National Australian Custodian Services	2,398	7,817.48
11/10/2012	National Australian Custodian Services	1,272	4,146.72
12/10/2012	National Australian Custodian Services	376	1,225.76
12/10/2012	National Australian Custodian Services	196	638.96
12/10/2012	National Australian Custodian Services	104	339.04
15/10/2012	National Australian Custodian Services	286	932.36
15/10/2012	National Australian Custodian Services	148	482.48
15/10/2012	National Australian Custodian Services	79	257.54
16/10/2012	National Australian Custodian Services	8,567	27,842.75
16/10/2012	National Australian Custodian Services	4,450	14,462.50
16/10/2012	National Australian Custodian Services	2,361	7,673.25
17/10/2012	National Australian Custodian Services	2,795	9,251.45
17/10/2012	National Australian Custodian Services	1,452	4,806.12
17/10/2012	National Australian Custodian Services	770	2,548.70
18/10/2012	National Australian Custodian Services	4,476	14,949.84
18/10/2012	National Australian Custodian Services	2,849	9,487.17
18/10/2012	National Australian Custodian Services	1,480	4,928.40
18/10/2012	National Australian Custodian Services	2,325	7,765.50
18/10/2012	National Australian Custodian Services	1,233	4,118.22
18/10/2012	National Australian Custodian Services	785	2,614.05
19/10/2012	National Australian Custodian Services	3,093	10,299.69
19/10/2012	National Australian Custodian Services	40,692	136,725.12
19/10/2012	National Australian Custodian Services	21,137	71,020.32
19/10/2012	National Australian Custodian Services	1,606	5,331.92
19/10/2012	National Australian Custodian Services	852	2,837.16
19/10/2012	National Australian Custodian Services	11,211	37,668.96
22/10/2012	National Australian Custodian Services	2,035	6,817.25
22/10/2012	National Australian Custodian Services	10,173	34,079.55
22/10/2012	National Australian Custodian Services	1,057	3,540.95
22/10/2012	National Australian Custodian Services	5,284	17,701.40
22/10/2012	National Australian Custodian Services	2,803	9,390.05
22/10/2012	National Australian Custodian Services	560	1,876.00
7/11/2012	National Australian Custodian Services	13,626	43,330.68

7/11/2012	National Australian Custodian Services	7,076	22,501.68
7/11/2012	National Australian Custodian Services	3,704	11,778.72
12/11/2012	National Australian Custodian Services	2,921	9,434.83
12/11/2012	National Australian Custodian Services	1,517	4,899.91
12/11/2012	National Australian Custodian Services	813	2,625.99
18/12/2012	National Australian Custodian Services	316,974	969,940.44
18/12/2012	National Australian Custodian Services	164,646	503,816.76
18/12/2012	National Australian Custodian Services	87,393	267,422.58
	Total	966,004	3,025,118.53

Date	Registered Company	Quantity	Value
20/08/2012	National Nominees Limited	5,827	17,772.35
18/09/2012	National Nominees Limited	8,363	26,677.97
19/09/2012	National Nominees Limited	3,345	10,704.00
20/09/2012	National Nominees Limited	5,019	15,910.23
25/09/2012	National Nominees Limited	980	3,067.40
25/09/2012	National Nominees Limited	1,143	3,566.16
26/09/2012	National Nominees Limited	456	1,431.84
27/09/2012	National Nominees Limited	2,921	9,259.57
28/09/2012	National Nominees Limited	215	688.00
1/10/2012	National Nominees Limited	439	1,422.36
2/10/2012	National Nominees Limited	380	1,231.20
10/10/2012	National Nominees Limited	7,348	23,881.00
10/10/2012	National Nominees Limited	1,306	4,244.50
11/10/2012	National Nominees Limited	1,397	4,554.22
12/10/2012	National Nominees Limited	114	371.64
15/10/2012	National Nominees Limited	86	280.36
16/10/2012	National Nominees Limited	2,593	8,427.25
17/10/2012	National Nominees Limited	846	2,800.26
18/10/2012	National Nominees Limited	862	2,870.46
18/10/2012	National Nominees Limited	1,355	4,525.70
19/10/2012	National Nominees Limited	12,318	41,388.48
19/10/2012	National Nominees Limited	936	3,116.88
22/10/2012	National Nominees Limited	3,079	10,314.65
22/10/2012	National Nominees Limited	616	2,063.60
7/11/2012	National Nominees Limited	4,069	12,939.42
12/11/2012	National Nominees Limited	893	2,884.39
18/12/2012	National Nominees Limited	96,013	293,799.78
	Total	162,919	510,193.67

Date	Registered Company	Quantity	Value
18/12/2012	National Custodian Nominees	165,668	506,944.08
	Total	165,668	506,944.08

Date	Registered Company	Quantity	Value
18/12/2012	Permanent Trustee Australia Limited	53,912	164,970.72
	Total	53,912	164,970.72

Date	Registered Company	Quantity	Value
22/08/2012	UBS Wealth Management	14,515	43,690.15
10/09/2012	UBS Wealth Management	-11,369	-34,902.83
18/09/2012	UBS Wealth Management	28,417	90,934.40
	Total	31,563	99,721.72

BT Investment Management (RE) Limited Total 20,846,623 64,982,371.10

:

Westpac RE Limited

Date	Registered Company	Quantity	Value
12/11/2012	HSBC Custody Nominees (Australia) Limited.	-14,881	-48,214.44
13/11/2012	HSBC Custody Nominees (Australia) Limited.	-14,880	-49,252.80
15/11/2012	HSBC Custody Nominees (Australia) Limited.	-16,038	-53,246.16
18/12/2012	HSBC Custody Nominees (Australia) Limited.	47,103	144,135.18
	Total	1,304	-6,578.22
	Westpac RE Limited Total :	1,304	-6,578.22

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 – 10/12/2012

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

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