

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

**Notice of initial substantial holder**

To Company Name/Scheme **ARISTOCRAT LEISURE LTD (ALL)**  
ACN/ARSN **002 818 368**

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

Name **Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its subsidiaries as set out in Annexure C.**  
ACN/ARSN (if applicable) **N/A**

The holder became a substantial holder on 2<sup>nd</sup> July 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 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
Fully Paid Ordinary Shares	27,763,047	27,763,047	5.04%

**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.	27,718,424 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.	27,763,047 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.	27,763,047 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.
Nikko Asset Management Co., Ltd. (NAM)	Ultimate parent company of TIML and a subsidiary of SMTB.
Sumitomo Mitsui Trust Bank, Limited (SMTB)	Ultimate parent company of NAM and a subsidiary of SMTH.
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, SIM and TAML	Level 61, MLC Centre, 19 Martin Place, Sydney NSW 2000
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*

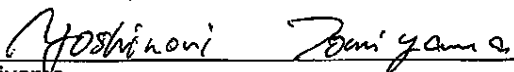
date

5/7/2012

## Annexure A – Details of present registered holders

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

Signed by me and dated 5 July 2012

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

### Details of present registered holders

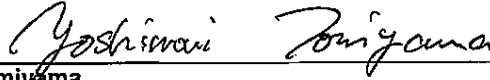
Holder of relevant interest	Registered holder of securities	Registration details	Person's votes
Tyndall Investment Management Limited	BNP Paribas Security Services	<Account 36> BNP Paribas 60 Castlereagh St Sydney NSW 2000	37,227
Tyndall Investment Management Limited	BNP Paribas Security Services	<Account 44> BNP Paribas 60 Castlereagh St Sydney NSW 2000	1,469,690
Tyndall Investment Management Limited	National Nominees Ltd	<Account 53> NAB 5 <sup>th</sup> Floor South 271 Collins Street Melbourne VIC 3000	4,740,780
Tyndall Investment Management Limited	BNP Paribas Security Services	<Account 48> BNP Paribas 60 Castlereagh St Sydney NSW 2000	5,935,467
Tyndall Investment Management Limited	BNP Paribas Security Services	<Account 55> BNP Paribas 60 Castlereagh St Sydney NSW 2000	139,790
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited	<Account 65> Suncorp Custodian Services GPO Box 5078 Sydney NSW 2001	154,302
Tyndall Investment Management Limited	BNP Paribas Security Services	<Account 7> BNP Paribas 60 Castlereagh St Sydney NSW 2000	250,833
Tyndall Investment Management Limited	BNP Paribas Security Services	<Account 3> BNP Paribas 60 Castlereagh St Sydney NSW 2000	6,907,046
Tyndall Investment Management Limited	Citicorp Nominees Pty Limited	<Account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	336,016
Tyndall Investment Management Limited	Citicorp Nominees Pty Limited	<Account 75> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	5,387,189
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited	<Account 82> Suncorp Custodian Services GPO Box 5078 Sydney NSW 2001	1,073,393
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited	<Account 80> Suncorp Custodian Services GPO Box 5078 Sydney NSW 2001	412,764
Tyndall Investment Management Limited	Suncorp Custodian Services Pty Limited	<Account 81> Suncorp Custodian Services GPO Box 5078 Sydney NSW 2001	575,106
Tyndall Investment Management Limited	National Nominees Ltd	<Account 76> NAB 5 <sup>th</sup> Floor South 271 Collins Street Melbourne VIC 3000	298,821

Holder of relevant interest	Registered holder of securities	Registration details	Person's votes
NAM	Mizuho Trust & Banking Co., Ltd.	<Trust of Fund 1> 1-2-1 Yaesu, Chuo-ku, Tokyo 103-8670, Japan	44,623
TOTAL UNITS			27,763,047

## 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 5 July 2012



Yoshinori Tomiyama

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

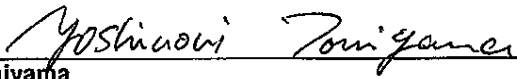
Holder of relevant interest	Date of acquisition	Consideration	Class	Number of securities
Tyndall Investment Management Limited	15/06/2012 to 02/07/2012	\$1,363,461.03	Fully Paid Ordinary	554,289

Please note - Form 605 Notice of Ceasing to be a Substantial Shareholder lodged 20/6/12 for cease date 15/6/12.

## 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 5 July 2012

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

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:
Sumitomo Mitsui Trust Bank, Limited
SBI Sumishin Net Bank, Ltd.
SBI Sumishin Net Bank Card Co., Ltd.
Sumitomo Mitsui Trust General Service Co., Ltd.
Sumitomo Mitsui Trust Career Partners Co., Ltd.
HR One Corporation
Aon Hewitt HR One
Sumitomo Mitsui Trust Business Service Co., Ltd.
Sumishin Information Service Company Limited
Chuo Mitsui Information Technology 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 & Finance Co., Ltd.
Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.
Japan Machinery Leasing and Sales Co., Ltd.
BUSINEXT CORPORATION
Sumishin Life Card Company, Limited
Japan Confidence Information Center CO.
Sumitomo Mitsui Trust Capital Co., Ltd.
Sumitomo Mitsui Trust Investment Co., Ltd.
Sumitomo Mitsui Trust(Hong Kong) Limited
STB Consulting (China) Co., Ltd.
Chuo Mitsui Investments Hong Kong Ltd.
Zijin Trust Co., Ltd
Tokyo Securities Transfer Agent Co., Ltd.
Japan Securities Agents, Ltd.
JBIS Business Service, Inc.
Japan TA Solution, Ltd.
Japan Stockholders Data Service Company, Limited
Sumitomo Mitsui Trust Research Institute Co., Ltd.
Sumitomo Mitsui Trust Realty Co., Ltd.
Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.
Top REIT Asset Management Co., Ltd.
Mitsui & Co., Logistics Partners Ltd.
Sumitomo Mitsui Trust Asset Management Co., Ltd.
Nikko Asset Management Co., Ltd.
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

DBS Asset Management (United States) Pte Ltd
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.
Sumitomo Mitsui Trust International Limited
NewSmith LLP
NewSmith Japan Limited
New Smith Asset Management LLP
New Smith Services Limited
Japan Trustee Services Bank, Ltd.
Sumitomo Mitsui Trust Bank (Luxembourg) S.A.
Sumitomo Mitsui Trust Bank (U.S.A.) Limited
SMTB Global Investor Services Co., Ltd.
Japan Pension Operation Service, Ltd.
STB Omega Investment Ltd.
STB AM Investment (UK) Limited
Fresco Asset Funding Corporation.
Creceer Asset Funding Corporation