

25 January 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 Primary Healthcare 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

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme PRIMARY HEALTHCARE LTD

ACN/ARSN ACN 064 530 516

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 23/01/2012

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	25,168,143	25,168,143	5.03%

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.	11,799,001
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON	139,691

		Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	
BT Funds Management Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	BT Funds Management 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.	2,525,998
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.	222,298
BT Investment Management (RE) Limited	Permanent Trustee Australia Limited National Custodian Nominees National Australia Bank Limited IAG Nominees Limited BNP Fund Services Australasia Pty Limited Citicorp Nominees Pty Limited JP Morgan Chase Bank 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.	9,031,877
Westpac Financial Services Group Limited	HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Group Limited Registered Holder of Securities. ABN: 50 000 326 312	340,832
Westpac Staff Superannuation Plan PTY LTD	HSBC Custody Nominees (Australia) Limited.	Westpac Staff Superannuation Plan PTY LTD	1,108,446

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
Equity Desk - (WIB) Westpac Institutional Bank *	See Schedule	See Schedule	
Asgard Capital Management Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
Westpac Financial Services Group Limited	See Schedule	See Schedule	
Westpac Staff Superannuation Plan PTY LTD	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
BT Investment Management (RE) Limited	See Schedule	See Schedule	
Advance Asset Management 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
Equity Desk - (WIB) Westpac Institutional Bank *	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Financial Services Group Limited	Level 20, Westpac Place, 275 Kent Street, Sydney

	NSW 2000
Westpac Staff Superannuation Plan PTY LTD	Level 20, Westpac Place, 275 Kent St Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
PRIMARY HEALTHCARE LTD	Primary Healthcare Ltd (PRY) Level 1, 30-38 Short Street, LEICHHARDT, NSW, AUSTRALIA, 2040 Ph: 02 9561 3300 Fax 02 9561 3301

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 25/1/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 (e.g. 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 : 23/09/2011 to 23/01/2012

SECURITY: PRY

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
26/09/2011	HSBC Custody Nominees (Australia) Limited.	-100,000	-301,000.00
26/09/2011	HSBC Custody Nominees (Australia) Limited.	-50,000	-150,500.00
29/09/2011	HSBC Custody Nominees (Australia) Limited.	25,385	76,662.70
30/09/2011	HSBC Custody Nominees (Australia) Limited.	25,539	76,617.00
4/10/2011	HSBC Custody Nominees (Australia) Limited.	25,800	77,142.00
4/10/2011	HSBC Custody Nominees (Australia) Limited.	-50,000	-151,000.00
11/10/2011	HSBC Custody Nominees (Australia) Limited.	22,183	69,654.62
17/10/2011	HSBC Custody Nominees (Australia) Limited.	884	2,775.76
19/10/2011	HSBC Custody Nominees (Australia) Limited.	-100,000	-317,000.00
20/10/2011	HSBC Custody Nominees (Australia) Limited.	-100,000	-315,000.00
21/10/2011	HSBC Custody Nominees (Australia) Limited.	-326,000	-1,069,280.00
21/10/2011	HSBC Custody Nominees (Australia) Limited.	-12,000	-39,360.00
21/10/2011	HSBC Custody Nominees (Australia) Limited.	-90,000	-295,200.00
24/10/2011	HSBC Custody Nominees (Australia) Limited.	-50,000	-167,500.00
24/10/2011	HSBC Custody Nominees (Australia) Limited.	-20,000	-67,000.00
4/11/2011	HSBC Custody Nominees (Australia) Limited.	-126,244	-410,293.00
4/11/2011	HSBC Custody Nominees (Australia) Limited.	-1,956	-6,357.00
14/11/2011	HSBC Custody Nominees (Australia) Limited.	-1,088	-3,731.84
15/11/2011	HSBC Custody Nominees (Australia) Limited.	-2,016	-6,894.72
15/11/2011	HSBC Custody Nominees (Australia) Limited.	-22,759	-77,835.78
16/11/2011	HSBC Custody Nominees (Australia) Limited.	-5,387	-18,423.54
17/11/2011	HSBC Custody Nominees (Australia) Limited.	-30,000	-102,600.00
17/11/2011	HSBC Custody Nominees (Australia) Limited.	-24,204	-82,535.64
17/11/2011	HSBC Custody Nominees (Australia) Limited.	-24,991	-85,219.31
21/11/2011	HSBC Custody Nominees (Australia) Limited.	-22,408	-75,963.12
22/11/2011	HSBC Custody Nominees (Australia) Limited.	-50,000	-166,500.00
22/11/2011	HSBC Custody Nominees (Australia) Limited.	-30,000	-99,900.00
29/11/2011	HSBC Custody Nominees (Australia) Limited.	35,962	114,359.16
2/12/2011	HSBC Custody Nominees (Australia) Limited.	25,741	84,687.89
7/12/2011	HSBC Custody Nominees (Australia) Limited.	-100,000	-330,000.00
9/12/2011	HSBC Custody Nominees (Australia) Limited.	25,796	83,579.04
13/12/2011	HSBC Custody Nominees (Australia) Limited.	17,242	55,346.82
16/12/2011	HSBC Custody Nominees (Australia) Limited.	33,766	106,025.24
16/12/2011	HSBC Custody Nominees (Australia) Limited.	33,766	105,687.58
16/12/2011	HSBC Custody Nominees (Australia) Limited.	-33,766	-106,025.24
20/12/2011	HSBC Custody Nominees (Australia) Limited.	-28,278	-87,944.58

20/12/2011	HSBC Custody Nominees (Australia) Limited.	-53,175	-165,374.25
20/12/2011	HSBC Custody Nominees (Australia) Limited.	-5,780	-17,975.80
4/01/2012	HSBC Custody Nominees (Australia) Limited.	25,475	79,482.00
		-	
	Total	1,162,513	-3,784,394.01
		-	
	Advance Asset Management Limited Total :	1,162,513	-3,784,394.01

BT Funds Management Limited

Date	Registered Company	Quantity	Value
26/09/2011	BT Portfolio Services Limited	-490	-1,438.54
28/09/2011	BT Portfolio Services Limited	-1,983	-5,992.03
28/09/2011	BT Portfolio Services Limited	-1,090	-3,288.20
5/10/2011	BT Portfolio Services Limited	1,400	4,278.40
10/10/2011	BT Portfolio Services Limited	-1,479	-4,563.31
11/10/2011	BT Portfolio Services Limited	-2,758	-8,632.82
21/10/2011	BT Portfolio Services Limited	-1,450	-4,763.11
26/10/2011	BT Portfolio Services Limited	1,091	3,611.21
26/10/2011	BT Portfolio Services Limited	-1,091	-3,611.21
28/10/2011	BT Portfolio Services Limited	-1,000	-3,353.70
1/11/2011	BT Portfolio Services Limited	9,000	29,286.00
2/11/2011	BT Portfolio Services Limited	-728	-2,336.95
8/11/2011	BT Portfolio Services Limited	-1,228	-3,979.21
10/11/2011	BT Portfolio Services Limited	-2,060	-6,901.00
11/11/2011	BT Portfolio Services Limited	957	3,253.80
11/11/2011	BT Portfolio Services Limited	-957	-3,253.80
14/11/2011	BT Portfolio Services Limited	-2,486	-8,465.82
16/11/2011	BT Portfolio Services Limited	-9,000	-30,654.00
16/11/2011	BT Portfolio Services Limited	-625	-2,048.75
16/11/2011	BT Portfolio Services Limited	-957	-3,180.88
18/11/2011	BT Portfolio Services Limited	-4,270	-14,439.01
23/11/2011	BT Portfolio Services Limited	-863	-2,758.41
24/11/2011	BT Portfolio Services Limited	10,000	32,736.00
24/11/2011	BT Portfolio Services Limited	-994	-3,215.29
25/11/2011	BT Portfolio Services Limited	-1,811	-5,740.69
28/11/2011	BT Portfolio Services Limited	-1,820	-5,587.40
28/11/2011	BT Portfolio Services Limited	-2,467	-7,537.43
29/11/2011	BT Portfolio Services Limited	-7,000	-21,943.60
1/12/2011	BT Portfolio Services Limited	12,371	40,119.15
1/12/2011	BT Portfolio Services Limited	-946	-3,038.17
6/12/2011	BT Portfolio Services Limited	-10,000	-33,464.00
8/12/2011	BT Portfolio Services Limited	610	2,024.96
9/12/2011	BT Portfolio Services Limited	-1,660	-5,342.05
9/12/2011	BT Portfolio Services Limited	-1,080	-3,473.71

15/12/2011	BT Portfolio Services Limited	-1,407	-4,367.61
19/12/2011	BT Portfolio Services Limited	-3,680	-11,437.44
20/12/2011	BT Portfolio Services Limited	-2,161	-6,567.50
21/12/2011	BT Portfolio Services Limited	838	2,726.35
22/12/2011	BT Portfolio Services Limited	-1,786	-5,536.06
11/01/2012	BT Portfolio Services Limited	1,510	4,536.19
11/01/2012	BT Portfolio Services Limited	-838	-2,469.25
19/01/2012	BT Portfolio Services Limited	-2,500	-7,563.75
19/01/2012	BT Portfolio Services Limited	-1,064	-3,198.17
20/01/2012	BT Portfolio Services Limited	-2,371	-7,147.85
20/01/2012	BT Portfolio Services Limited	-1,443	-4,321.50
	Total	-41,766	-133,040.15

Date	Registered Company	Quantity	Value
10/10/2011	HSBC Custody Nominees (Australia) Limited.	17,826	53,478.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	132	396
26/10/2011	HSBC Custody Nominees (Australia) Limited.	91,008	301,236.48
26/10/2011	HSBC Custody Nominees (Australia) Limited.	36,404	120,133.20
26/10/2011	HSBC Custody Nominees (Australia) Limited.	682	2,257.42
26/10/2011	HSBC Custody Nominees (Australia) Limited.	273	900.9
27/10/2011	HSBC Custody Nominees (Australia) Limited.	51,875	175,337.50
27/10/2011	HSBC Custody Nominees (Australia) Limited.	389	1,314.82
28/10/2011	HSBC Custody Nominees (Australia) Limited.	118,311	402,257.40
28/10/2011	HSBC Custody Nominees (Australia) Limited.	887	3,015.80
10/11/2011	HSBC Custody Nominees (Australia) Limited.	98,499	330,956.64
10/11/2011	HSBC Custody Nominees (Australia) Limited.	776	2,607.36
14/12/2011	HSBC Custody Nominees (Australia) Limited.	4,107	13,101.33
14/12/2011	HSBC Custody Nominees (Australia) Limited.	30	95.7
15/12/2011	HSBC Custody Nominees (Australia) Limited.	280,265	888,440.05
15/12/2011	HSBC Custody Nominees (Australia) Limited.	2,034	6,447.78
20/12/2011	HSBC Custody Nominees (Australia) Limited.	26,919	82,102.95
20/12/2011	HSBC Custody Nominees (Australia) Limited.	71,497	218,780.82
20/12/2011	HSBC Custody Nominees (Australia) Limited.	164	500.2
20/12/2011	HSBC Custody Nominees (Australia) Limited.	448	1,370.88
17/01/2012	HSBC Custody Nominees (Australia) Limited.	131,133	382,908.36
17/01/2012	HSBC Custody Nominees (Australia) Limited.	1,175	3,431.00
18/01/2012	HSBC Custody Nominees (Australia) Limited.	25,273	75,819.00
18/01/2012	HSBC Custody Nominees (Australia) Limited.	383	1,149.00
23/01/2012	HSBC Custody Nominees (Australia) Limited.	65,755	195,949.90
23/01/2012	HSBC Custody Nominees (Australia) Limited.	298	888.04
	Total	1,026,543	3,264,876.53

BT Funds Management Limited Total : 984,777 3,131,836.38

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
10/10/2011	HSBC Custody Nominees (Australia) Limited.	1,916	5,748.00
26/10/2011	HSBC Custody Nominees (Australia) Limited.	9,489	31,408.59
26/10/2011	HSBC Custody Nominees (Australia) Limited.	3,795	12,523.50
27/10/2011	HSBC Custody Nominees (Australia) Limited.	5,408	18,279.04
28/10/2011	HSBC Custody Nominees (Australia) Limited.	12,335	41,939.00
10/11/2011	HSBC Custody Nominees (Australia) Limited.	10,612	35,656.32
14/12/2011	HSBC Custody Nominees (Australia) Limited.	443	1,413.17
15/12/2011	HSBC Custody Nominees (Australia) Limited.	30,261	95,927.37
20/12/2011	HSBC Custody Nominees (Australia) Limited.	6,121	18,730.26
20/12/2011	HSBC Custody Nominees (Australia) Limited.	2,233	6,810.65
17/01/2012	HSBC Custody Nominees (Australia) Limited.	15,110	44,121.20
18/01/2012	HSBC Custody Nominees (Australia) Limited.	3,931	11,793.00
23/01/2012	HSBC Custody Nominees (Australia) Limited.	5,682	16,932.36
	Total	107,336	341,282.46
BT Funds Management No.2 Limited Total :		107,336	341,282.46

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
10/10/2011	BNP Fund Services Australasia Pty Limited	3,136	9,408.00
26/10/2011	BNP Fund Services Australasia Pty Limited	5,726	18,895.80
26/10/2011	BNP Fund Services Australasia Pty Limited	14,316	47,385.96
27/10/2011	BNP Fund Services Australasia Pty Limited	8,160	27,580.80
28/10/2011	BNP Fund Services Australasia Pty Limited	18,611	63,277.40
10/11/2011	BNP Fund Services Australasia Pty Limited	15,912	53,464.32
14/12/2011	BNP Fund Services Australasia Pty Limited	676	2,156.44
15/12/2011	BNP Fund Services Australasia Pty Limited	45,338	143,721.46
20/12/2011	BNP Fund Services Australasia Pty Limited	4,716	14,383.80
20/12/2011	BNP Fund Services Australasia Pty Limited	12,469	38,155.14
17/01/2012	BNP Fund Services Australasia Pty Limited	21,349	62,339.08
18/01/2012	BNP Fund Services Australasia Pty Limited	3,558	10,674.00
23/01/2012	BNP Fund Services Australasia Pty Limited	11,741	34,988.18
	Total	165,708	526,430

Date	Registered Company	Quantity	Value
10/10/2011	Citicorp Nominees Pty Limited	5,577	16,731.00
26/10/2011	Citicorp Nominees Pty Limited	11,219	37,022.70
26/10/2011	Citicorp Nominees Pty Limited	28,048	92,838.88
27/10/2011	Citicorp Nominees Pty Limited	15,987	54,036.06
28/10/2011	Citicorp Nominees Pty Limited	36,462	123,970.80
10/11/2011	Citicorp Nominees Pty Limited	32,957	110,735.52
14/12/2011	Citicorp Nominees Pty Limited	1,308	4,172.52
15/12/2011	Citicorp Nominees Pty Limited	90,066	285,509.22
20/12/2011	Citicorp Nominees Pty Limited	20,326	62,197.56

20/12/2011	Citicorp Nominees Pty Limited	7,555	23,042.75
17/01/2012	Citicorp Nominees Pty Limited	54,326	158,631.92
18/01/2012	Citicorp Nominees Pty Limited	20,767	62,301.00
23/01/2012	Citicorp Nominees Pty Limited	8,090	24,108.20
Total		332,688	1,055,298

Date	Registered Company	Quantity	Value
10/10/2011	HSBC Custody Nominees (Australia) Limited.	247	741
10/10/2011	HSBC Custody Nominees (Australia) Limited.	708	2,124.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	377	1,131.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	27,774	83,322.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	1,668	5,004.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	4,166	12,498.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	1,471	4,413.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	2,847	8,541.00
21/10/2011	HSBC Custody Nominees (Australia) Limited.	119,616	395,928.96
26/10/2011	HSBC Custody Nominees (Australia) Limited.	141,376	467,954.56
26/10/2011	HSBC Custody Nominees (Australia) Limited.	56,550	186,615.00
26/10/2011	HSBC Custody Nominees (Australia) Limited.	9,552	31,521.60
26/10/2011	HSBC Custody Nominees (Australia) Limited.	23,879	79,039.49
26/10/2011	HSBC Custody Nominees (Australia) Limited.	16,038	53,085.78
26/10/2011	HSBC Custody Nominees (Australia) Limited.	6,415	21,169.50
27/10/2011	HSBC Custody Nominees (Australia) Limited.	80,585	272,377.30
27/10/2011	HSBC Custody Nominees (Australia) Limited.	13,611	46,005.18
27/10/2011	HSBC Custody Nominees (Australia) Limited.	9,141	30,896.58
28/10/2011	HSBC Custody Nominees (Australia) Limited.	183,791	624,889.40
28/10/2011	HSBC Custody Nominees (Australia) Limited.	31,042	105,542.80
28/10/2011	HSBC Custody Nominees (Australia) Limited.	20,849	70,886.60
31/10/2011	HSBC Custody Nominees (Australia) Limited.	22,701	75,594.33
3/11/2011	HSBC Custody Nominees (Australia) Limited.	145,768	466,457.60
10/11/2011	HSBC Custody Nominees (Australia) Limited.	164,719	553,455.84
10/11/2011	HSBC Custody Nominees (Australia) Limited.	26,284	88,314.24
10/11/2011	HSBC Custody Nominees (Australia) Limited.	14,799	49,724.64
18/11/2011	HSBC Custody Nominees (Australia) Limited.	965	3,271.35
21/11/2011	HSBC Custody Nominees (Australia) Limited.	1,480	5,017.20
24/11/2011	HSBC Custody Nominees (Australia) Limited.	1,543	5,061.04
25/11/2011	HSBC Custody Nominees (Australia) Limited.	1,637	5,156.55
25/11/2011	HSBC Custody Nominees (Australia) Limited.	3,611	11,374.65
5/12/2011	HSBC Custody Nominees (Australia) Limited.	837	2,787.21
5/12/2011	HSBC Custody Nominees (Australia) Limited.	4,500	14,985.00
14/12/2011	HSBC Custody Nominees (Australia) Limited.	6	19.14
14/12/2011	HSBC Custody Nominees (Australia) Limited.	2	6.38
14/12/2011	HSBC Custody Nominees (Australia) Limited.	5,771	18,409.49
14/12/2011	HSBC Custody Nominees (Australia) Limited.	653	2,083.07
14/12/2011	HSBC Custody Nominees (Australia) Limited.	648	2,067.12
15/12/2011	HSBC Custody Nominees (Australia) Limited.	702	2,183.22

15/12/2011	HSBC Custody Nominees (Australia) Limited.	372,219	1,179,934.23
15/12/2011	HSBC Custody Nominees (Australia) Limited.	32,783	103,922.11
15/12/2011	HSBC Custody Nominees (Australia) Limited.	43,744	138,668.48
16/12/2011	HSBC Custody Nominees (Australia) Limited.	-4,051	-12,760.65
20/12/2011	HSBC Custody Nominees (Australia) Limited.	497	1,515.85
20/12/2011	HSBC Custody Nominees (Australia) Limited.	1,596	4,883.76
20/12/2011	HSBC Custody Nominees (Australia) Limited.	90,547	277,073.82
20/12/2011	HSBC Custody Nominees (Australia) Limited.	33,219	101,317.95
20/12/2011	HSBC Custody Nominees (Australia) Limited.	33,409	102,231.54
20/12/2011	HSBC Custody Nominees (Australia) Limited.	13,440	40,992.00
20/12/2011	HSBC Custody Nominees (Australia) Limited.	9,849	30,137.94
20/12/2011	HSBC Custody Nominees (Australia) Limited.	3,629	11,068.45
22/12/2011	HSBC Custody Nominees (Australia) Limited.	4,680	14,788.80
23/12/2011	HSBC Custody Nominees (Australia) Limited.	28,393	90,573.67
30/12/2011	HSBC Custody Nominees (Australia) Limited.	63,929	198,819.19
17/01/2012	HSBC Custody Nominees (Australia) Limited.	249,754	729,281.68
17/01/2012	HSBC Custody Nominees (Australia) Limited.	22,322	65,180.24
17/01/2012	HSBC Custody Nominees (Australia) Limited.	27,390	79,978.80
18/01/2012	HSBC Custody Nominees (Australia) Limited.	88,235	264,705.00
18/01/2012	HSBC Custody Nominees (Australia) Limited.	10,242	30,726.00
20/01/2012	HSBC Custody Nominees (Australia) Limited.	30,363	92,303.52
23/01/2012	HSBC Custody Nominees (Australia) Limited.	4,963	14,789.74
23/01/2012	HSBC Custody Nominees (Australia) Limited.	2,497	7,441.06
23/01/2012	HSBC Custody Nominees (Australia) Limited.	50,652	150,942.96
23/01/2012	HSBC Custody Nominees (Australia) Limited.	20,835	62,088.30
23/01/2012	HSBC Custody Nominees (Australia) Limited.	4,503	13,418.94
Total		2,387,968	7,603,678

Date	Registered Company	Quantity	Value
10/10/2011	IAG Nominees Limited	1,013	3,039.00
10/10/2011	IAG Nominees Limited	1,536	4,608.00
26/10/2011	IAG Nominees Limited	2,213	7,302.90
26/10/2011	IAG Nominees Limited	5,532	18,310.92
26/10/2011	IAG Nominees Limited	3,359	11,084.70
26/10/2011	IAG Nominees Limited	8,396	27,790.76
27/10/2011	IAG Nominees Limited	3,153	10,657.14
27/10/2011	IAG Nominees Limited	4,786	16,176.68
28/10/2011	IAG Nominees Limited	7,191	24,449.40
28/10/2011	IAG Nominees Limited	10,915	37,111.00
10/11/2011	IAG Nominees Limited	8,791	29,537.76
10/11/2011	IAG Nominees Limited	3,713	12,475.68
14/12/2011	IAG Nominees Limited	243	775.17
14/12/2011	IAG Nominees Limited	-16,236	-51,792.84
15/12/2011	IAG Nominees Limited	16,371	51,896.07
15/12/2011	IAG Nominees Limited	20,000	63,400.00
20/12/2011	IAG Nominees Limited	1,706	5,203.30

20/12/2011	IAG Nominees Limited	4,473	13,687.38
20/12/2011	IAG Nominees Limited	2,866	8,741.30
20/12/2011	IAG Nominees Limited	7,302	22,344.12
21/12/2011	IAG Nominees Limited	46,729	148,130.93
17/01/2012	IAG Nominees Limited	11,107	32,432.44
18/01/2012	IAG Nominees Limited	3,669	11,007.00
23/01/2012	IAG Nominees Limited	2,726	8,123.48
Total		161,554	516,492

Date	Registered Company	Quantity	Value
10/10/2011	JP Morgan Chase Bank	2,852	8,556.00
10/10/2011	JP Morgan Chase Bank	11,974	35,922.00
10/10/2011	JP Morgan Chase Bank	3,576	10,728.00
21/10/2011	JP Morgan Chase Bank	376,983	1,247,813.73
21/10/2011	JP Morgan Chase Bank	73,448	243,112.88
24/10/2011	JP Morgan Chase Bank	249,102	839,473.74
26/10/2011	JP Morgan Chase Bank	15,254	50,490.74
26/10/2011	JP Morgan Chase Bank	6,101	20,133.30
26/10/2011	JP Morgan Chase Bank	76,120	251,957.20
26/10/2011	JP Morgan Chase Bank	30,448	100,478.40
27/10/2011	JP Morgan Chase Bank	8,695	29,389.10
27/10/2011	JP Morgan Chase Bank	43,388	146,651.44
28/10/2011	JP Morgan Chase Bank	19,830	67,422.00
28/10/2011	JP Morgan Chase Bank	98,956	336,450.40
10/11/2011	JP Morgan Chase Bank	17,605	59,152.80
22/11/2011	JP Morgan Chase Bank	-12,073	-40,444.55
7/12/2011	JP Morgan Chase Bank	63,113	209,535.16
14/12/2011	JP Morgan Chase Bank	675	2,153.25
15/12/2011	JP Morgan Chase Bank	47,489	150,540.13
20/12/2011	JP Morgan Chase Bank	11,495	35,174.70
20/12/2011	JP Morgan Chase Bank	4,345	13,252.25
21/12/2011	JP Morgan Chase Bank	139,448	444,839.12
17/01/2012	JP Morgan Chase Bank	32,045	93,571.40
18/01/2012	JP Morgan Chase Bank	14,709	44,127.00
Total		1,335,578	4,400,480

Date	Registered Company	Quantity	Value
10/10/2011	National Australia Bank Limited	921	2,763.00
10/10/2011	National Australia Bank Limited	1,491	4,473.00
10/10/2011	National Australia Bank Limited	6,091	18,273.00
26/10/2011	National Australia Bank Limited	1,943	6,411.90
26/10/2011	National Australia Bank Limited	4,856	16,073.36
26/10/2011	National Australia Bank Limited	7,947	26,304.57
26/10/2011	National Australia Bank Limited	3,179	10,490.70
26/10/2011	National Australia Bank Limited	32,109	106,280.79
26/10/2011	National Australia Bank Limited	12,844	42,385.20

27/10/2011	National Australia Bank Limited	2,768	9,355.84
27/10/2011	National Australia Bank Limited	4,530	15,311.40
27/10/2011	National Australia Bank Limited	18,302	61,860.76
28/10/2011	National Australia Bank Limited	6,314	21,467.60
28/10/2011	National Australia Bank Limited	10,332	35,128.80
28/10/2011	National Australia Bank Limited	41,742	141,922.80
10/11/2011	National Australia Bank Limited	5,528	18,574.08
10/11/2011	National Australia Bank Limited	9,231	31,016.16
15/11/2011	National Australia Bank Limited	-12,844	-43,926.48
15/11/2011	National Australia Bank Limited	-41,742	-142,757.64
15/11/2011	National Australia Bank Limited	-32,109	-109,812.78
15/11/2011	National Australia Bank Limited	-18,302	-62,592.84
15/11/2011	National Australia Bank Limited	-10,851	-37,110.42
15/11/2011	National Australia Bank Limited	-39,018	-133,441.56
15/11/2011	National Australia Bank Limited	-36,790	-125,821.80
15/11/2011	National Australia Bank Limited	-22,491	-76,919.22
15/11/2011	National Australia Bank Limited	-2,833	-9,688.86
15/11/2011	National Australia Bank Limited	-6,091	-20,831.22
15/11/2011	National Australia Bank Limited	-56,127	-191,954.34
15/11/2011	National Australia Bank Limited	-145,869	-498,871.98
15/11/2011	National Australia Bank Limited	-51,505	-176,147.10
14/12/2011	National Australia Bank Limited	231	736.89
14/12/2011	National Australia Bank Limited	370	1,180.30
15/12/2011	National Australia Bank Limited	16,370	51,892.90
15/12/2011	National Australia Bank Limited	26,048	82,572.16
20/12/2011	National Australia Bank Limited	1,493	4,553.65
20/12/2011	National Australia Bank Limited	3,944	12,068.64
20/12/2011	National Australia Bank Limited	2,391	7,292.55
20/12/2011	National Australia Bank Limited	6,323	19,348.38
17/01/2012	National Australia Bank Limited	8,171	23,859.32
17/01/2012	National Australia Bank Limited	13,136	38,357.12
18/01/2012	National Australia Bank Limited	2,504	7,512.00
18/01/2012	National Australia Bank Limited	3,966	11,898.00
23/01/2012	National Australia Bank Limited	2,368	7,056.64
23/01/2012	National Australia Bank Limited	3,920	11,681.60
Total		-215,209	-781,773

Date	Registered Company	Quantity	Value
10/10/2011	National Custodian Nominees	1,318	3,954.00
26/10/2011	National Custodian Nominees	8,317	27,529.27
26/10/2011	National Custodian Nominees	3,327	10,979.10
27/10/2011	National Custodian Nominees	4,741	16,024.58
28/10/2011	National Custodian Nominees	10,813	36,764.20
10/11/2011	National Custodian Nominees	8,689	29,195.04
14/12/2011	National Custodian Nominees	328	1,046.32
15/12/2011	National Custodian Nominees	22,599	71,638.83

20/12/2011	National Custodian Nominees	2,602	7,936.10
20/12/2011	National Custodian Nominees	6,761	20,688.66
17/01/2012	National Custodian Nominees	11,692	34,140.64
18/01/2012	National Custodian Nominees	3,280	9,840.00
23/01/2012	National Custodian Nominees	3,954	11,782.92
	Total	88,421	281,520

Date	Registered Company	Quantity	Value
10/10/2011	Permanent Trustee Australia Limited	579	1,737.00
12/10/2011	Permanent Trustee Australia Limited	-1,944	-6,026.40
24/10/2011	Permanent Trustee Australia Limited	-2,004	-6,753.48
26/10/2011	Permanent Trustee Australia Limited	1,099	3,626.70
26/10/2011	Permanent Trustee Australia Limited	2,749	9,099.19
27/10/2011	Permanent Trustee Australia Limited	1,567	5,296.46
28/10/2011	Permanent Trustee Australia Limited	3,572	12,144.80
10/11/2011	Permanent Trustee Australia Limited	2,033	6,830.88
16/11/2011	Permanent Trustee Australia Limited	-2,545	-8,678.45
30/11/2011	Permanent Trustee Australia Limited	-2,592	-8,268.48
7/12/2011	Permanent Trustee Australia Limited	-2,050	-6,826.50
14/12/2011	Permanent Trustee Australia Limited	109	347.71
15/12/2011	Permanent Trustee Australia Limited	7,870	24,947.90
17/01/2012	Permanent Trustee Australia Limited	4,673	13,645.16
18/01/2012	Permanent Trustee Australia Limited	2,161	6,483.00
	Total	15,277	47,605

Date	Registered Company	Quantity	Value
24/10/2011	UBS Wealth Management	34,200	115,254.00
24/10/2011	UBS Wealth Management	-34,200	-113,899.68
	Total	0	1,354

BT Investment Management (RE) Limited Total : 4,437,693 1,354.32

Westpac Financial Services Group Limited

Date	Registered Company	Quantity	Value
10/10/2011	HSBC Custody Nominees (Australia) Limited.	2,966	8,898.00
26/10/2011	HSBC Custody Nominees (Australia) Limited.	5,553	18,324.90
26/10/2011	HSBC Custody Nominees (Australia) Limited.	13,884	45,956.04
27/10/2011	HSBC Custody Nominees (Australia) Limited.	7,914	26,749.32
28/10/2011	HSBC Custody Nominees (Australia) Limited.	18,047	61,359.80
10/11/2011	HSBC Custody Nominees (Australia) Limited.	14,852	49,902.72
14/12/2011	HSBC Custody Nominees (Australia) Limited.	636	2,028.84
15/12/2011	HSBC Custody Nominees (Australia) Limited.	41,984	133,089.28
20/12/2011	HSBC Custody Nominees (Australia) Limited.	5,164	15,750.20
20/12/2011	HSBC Custody Nominees (Australia) Limited.	13,440	41,126.40
17/01/2012	HSBC Custody Nominees (Australia) Limited.	23,787	69,458.04

18/01/2012	HSBC Custody Nominees (Australia) Limited.	6,763	20,289.00
23/01/2012	HSBC Custody Nominees (Australia) Limited.	7,875	23,467.50
Total		162,865	516,400.04

Westpac Financial Services Group Limited Total : 162,865 516,400.04

Equity Desk - (WIB) Westpac Institutional Bank *

Date	Registered Company	Quantity	Value
24/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	49,506	166,840.17
24/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	494	1,664.83
24/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	49,506	166,840.17
24/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	50,494	170,169.83
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,100	3,608.11
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	318	1,043.07
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	404	1,325.16
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	2,200	7,216.22
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	142	465.77
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,010	3,312.90
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	5,000	16,400.50
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	367	1,203.80
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	4,206	13,796.10
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	643	2,109.10
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	314	1,029.95
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	304	997.15
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	23	75.44
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	4,510	14,793.25
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	27	88.56
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	2,894	9,492.61
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	297	974.19
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	320	1,049.63
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	535	1,754.85
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	310	1,016.83
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	22	72.16
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,306	4,283.81
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	36	118.08
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,500	4,920.15
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	110	360.81
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	23	75.44
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,200	3,936.12
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	5,000	16,400.50
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	29	95.12

25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	33	108.24
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	217	711.78
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	68	223.05
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,232	4,041.08
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	9,152	30,019.48
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	110	360.81
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	324	1,062.75
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	22	72.16
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	322	1,056.19
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,510	4,952.95
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	158	518.26
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,858	6,094.43
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	655	2,148.47
25/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	21	68.88
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	650	2,171.00
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,370	4,589.64
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1	3.35
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	971	3,204.40
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	3	10.05
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	971	3,204.40
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	3	10.05
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	3	10.05
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	971	3,204.40
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	519	1,733.46
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	971	3,204.40
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	1,194	3,940.32
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	3	10.05
28/10/2011	Equity Desk - (WIB) Westpac Institutional Bank	331	1,092.33
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-1,800	-5,850.00
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-126	-409.5
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-196	-637
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-1,790	-5,817.50
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-1,000	-3,250.00
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-45	-146.25
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-31	-100.75
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-200,000	-650,000.00
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-840	-2,730.00
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-51	-165.75
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-82	-266.5
1/11/2011	Equity Desk - (WIB) Westpac Institutional Bank	-2,000	-6,500.00
Total			20,034.64

Equity Desk - (WIB) Westpac Institutional Bank * Total :

20,034.64

Westpac Staff Superannuation Plan PTY LTD

Date	Registered Company	Quantity	Value
10/10/2011	HSBC Custody Nominees (Australia) Limited.	1,817	5,451.00
10/10/2011	HSBC Custody Nominees (Australia) Limited.	16,757	50,271.00
28/10/2011	HSBC Custody Nominees (Australia) Limited.	390	1,326.00
15/11/2011	HSBC Custody Nominees (Australia) Limited.	-14,514	-49,637.88
15/11/2011	HSBC Custody Nominees (Australia) Limited.	-13,424	-45,910.08
15/11/2011	HSBC Custody Nominees (Australia) Limited.	-6,712	-22,887.92
16/11/2011	HSBC Custody Nominees (Australia) Limited.	-16,780	-57,052.00
16/11/2011	HSBC Custody Nominees (Australia) Limited.	-2,683	-9,175.86
17/11/2011	HSBC Custody Nominees (Australia) Limited.	-1,937	-6,643.91
21/11/2011	HSBC Custody Nominees (Australia) Limited.	-4,673	-15,794.74
2/12/2011	HSBC Custody Nominees (Australia) Limited.	28,271	93,011.59
16/12/2011	HSBC Custody Nominees (Australia) Limited.	5,626	17,721.90
16/01/2012	HSBC Custody Nominees (Australia) Limited.	1,802	5,117.68
	Total	-6,060	-34,203.22
	Westpac Staff Superannuation Plan PTY LTD		
	Total :	-6,060	-34,203.22

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 4 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Group Company Secretary WBC – 23/01/2012

Westpac Banking Corporation	Australia	St.George Business Finance Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Equity Finance Limited	Australia
1925 Advances Pty Limited	Australia	St.George Finance Holdings Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	St.George Finance Limited	Australia
Advance Asset Management Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
Altitude Administration Pty Limited	Australia	St.George Financial Services Limited	Australia
Altitude Rewards Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Insurance Australia Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Life Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Motor Finance Limited	Australia
Ascalon Funds Seed Pool Trust No. 2	Australia	Hastings Forestry Investments Limited	New Zealand
Asgard Capital Management Limited	Australia	HLT Custodian Trust	New Zealand
Asgard Wealth Solutions Limited	Australia	MIF Custodian Trust	New Zealand
Assirt Software Pty Limited	Australia	Number 120 Limited1	New Zealand
Athena Finance Pty Limited	Australia	St.George New Zealand Limited	New Zealand
Australian Infrastructure Fund International 1 Pty Limited	Australia	Hastings Funds Management (UK) Limited	UK
Australian Loan Processing Security Company Pty Limited	Australia	Hastings Advisers LLC	USA
Australian Loan Processing Security Trust	Australia	Hastings Funds Management (USA) Inc.	USA
Autodirect Pty Limited	Australia	Hastings Investment Capital LP	USA
Beech Trust	Australia	Hastings Investment LLC	USA
Belliston Pty Limited	Australia	Southern Cross Inc.	USA
Bill Acceptance Corporation Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Wealth Management Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BLE Holdings Pty Limited	Australia	Sydney Capital Corp Inc	USA
BT (Queensland) Pty Limited	Australia	Tasman LLC	USA
BT Australia Pty Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
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	TBNZ Investments (UK) Limited	UK
BT Funds Management Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Investment Management (RE) Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management No.2 Limited	Australia	TIF International 1 Pty Limited	Australia
BT Life Limited	Australia	TPC Services Australia Pty Limited	Australia

BT Portfolio Services Limited	Australia	Value Nominees Pty Limited	Australia
BT Securities Limited	Australia	W1 Investments Pty Limited	Australia
Canberra Advance Property Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Castlereagh Trust	Australia	Waratah Securities Australia Limited	Australia
CBA Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Challenge Finance Pty Limited	Australia	Westpac Administration Pty Limited	Australia
Challenge Limited	Australia	Westpac Altitude Rewards Trust	Australia
Codrington S.a.r.l.	Luxembourg	Westpac Americas Inc.	USA
Crusade ABS Series 2008-1	Australia	Westpac Asian Lending Pty Limited	Australia
Crusade ABS Series 2008-2	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Management Pty Limited	Australia	Westpac Bank of Tonga	Tonga
Crusade CP No.1 Pty Limited	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 41	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade CP Trust No. 44	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 49	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 52	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 53	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 54	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 55	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Crusade CP Trust No. 56	Australia	Westpac NZ Covered Bond Limited	New Zealand
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2003	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2003	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac General Insurance Limited	Australia

eQR Securities Pty. Limited (formerly Pact Accountants Investment Group Pty Limited)	Australia	Westpac General Insurance Services Limited	Australia
FAI No. 2 Trust	Australia	Westpac Group Investment-NZ-Limited	New Zealand
First Residential Property Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Gemini Trust	Australia	Westpac Investment Capital Corporation	USA
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Group Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Private Equity Fund IIB Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hickory Trust	Australia	Westpac Matching Gifts Limited	Australia
Hitton Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Infrastructure Australia (No.3) Limited	Australia	Westpac New Zealand Limited	New Zealand
Infrastructure Australia (No.4) Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Mortgage Management Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oakjet Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
Orion Trust	Australia	Westpac Private Equity Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Properties Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac RE Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Residential Property Trust	Australia
Partnership Pacific Limited	Australia	Westpac Residential Real Estate Investment Trust I	Australia
Partnership Pacific Securities Limited	Australia	Westpac Residential Real Estate Investment Trust II	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Phoenix Trust	Australia	Westpac Securities Inc.	USA
Qvalent Pty Limited	Australia	Westpac Securities Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Real Estate Investment Trust B	Australia	Westpac Securitisation Holdings Pty Limited	Australia
RESI-Statewide Mortgage Corporation Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Singapore Limited	Singapore
Sallmoor Pty Limited	Australia	Westpac Structured Products Limited	Australia

Securitor Financial Group Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Series 2005-1G WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2007-1G WST Trust	Australia	Westpac Term PIE Fund	New Zealand
Series 2008-1M WST Trust	Australia	Westpac TPS Trust	Australia
Series 2009-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac USA Inc.	USA
Sixty Martin Place (Holdings) Pty Limited	Australia	WFAL No.1 Loan Trust	Australia
St.George APL 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