
Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Decmil Group Limited

ACN/ARSN ABN 35 111 210 390

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ABN 33 007 457 141

There was a change in the interests of the substantial holder on 29/02/2012

The previous notice was given to the company on 14/12/2011

The previous notice was dated 12/12/2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power	Person's votes	Voting Power (5)
ORDINARY SHARES	8,567,798	5.52%	11,158,131	6.73%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29/02/2012	WBC & its Associates Westpac Financial Services Group Limited (WFSG), Westpac RE Limited, BT Funds Management Limited, BT Funds Management No.2 Limited, BT Investment Management (RE) Limited	See Schedule	See Schedule	See Schedule	See Schedule

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited. BT Portfolio Services 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.	95,312
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.	1,365,756
BT Investment Management (RE) Limited	National Australia Bank Limited Australia and New Zealand Banking Group Limited IAG Nominees Limited BNP Fund Services Australasia Pty Limited National Nominees Limited Citicorp Nominees Pty Limited National Australian Custodian Services 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.	9,629,063
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 dispose of the shares.	68,000

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. 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
BT Funds 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
BT Investment Management (RE) Limited	Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Decmil Group Limited	Decmil Group Limited (DCG) 20 Parkland Road Osborne Park, WA 6017 Tel: (08) 9368 8877 Fax: (08) 9368 8878

Signature

print name Tim Hartin capacity Company Secretary

sign here _____ date 2/3/2012

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 person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) 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).
- (7) 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.
- (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) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

TRANSACTION HISTORY

SECURITY: DCG

Date	Registered Company	Quantity	Value
23/12/2011	BT Portfolio Services Limited	1,100	2,255.00
23/12/2011	BT Portfolio Services Limited	667	1,367.35
23/12/2011	BT Portfolio Services Limited	334	684.70
23/12/2011	BT Portfolio Services Limited	1,000	2,050.00
10/01/2012	BT Portfolio Services Limited	2,525	5,041.92
12/01/2012	BT Portfolio Services Limited	2,500	4,961.25
12/01/2012	BT Portfolio Services Limited	5,025	10,149.50
27/01/2012	BT Portfolio Services Limited	1,250	2,986.38
31/01/2012	BT Portfolio Services Limited	7,000	17,399.20
9/02/2012	BT Portfolio Services Limited	8,000	20,996.00
13/02/2012	BT Portfolio Services Limited	7,000	18,597.60
14/02/2012	BT Portfolio Services Limited	-7,000	-18,372.20
21/02/2012	BT Portfolio Services Limited	7,000	18,586.40
21/02/2012	BT Portfolio Services Limited	7,000	17,956.40
21/02/2012	BT Portfolio Services Limited	-2,500	-6,513.75
22/02/2012	BT Portfolio Services Limited	3,040	8,116.19
23/02/2012	BT Portfolio Services Limited	-15,000	-37,783.50
27/02/2012	BT Portfolio Services Limited	6,000	16,776.60
28/02/2012	BT Portfolio Services Limited	-2,667	-7,484.67
	Total	32,274	77,770.36

Date	Registered Company	Quantity	Value
16/01/2012	HSBC Custody Nominees (Australia) Limited.	525	1,076.25
22/02/2012	HSBC Custody Nominees (Australia) Limited.	129	337.98
	Total	654	1,414.23

BT Funds Management Limited Total :	32.928	79,184.59
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Date	Registered Company	Quantity	Value
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-2,724	-5,584.20
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-6,014	-12,328.70
3/01/2012	HSBC Custody Nominees (Australia) Limited.	-11,262	-23,087.10
11/01/2012	HSBC Custody Nominees (Australia) Limited.	50,684	96,806.44
11/01/2012	HSBC Custody Nominees (Australia) Limited.	3,221	6,152.11
12/01/2012	HSBC Custody Nominees (Australia) Limited.	14,886	29,325.42
12/01/2012	HSBC Custody Nominees (Australia) Limited.	3,911	7,822.00
13/01/2012	HSBC Custody Nominees (Australia) Limited.	1,352	2,731.04
16/01/2012	HSBC Custody Nominees (Australia) Limited.	3,278	6,719.90
30/01/2012	HSBC Custody Nominees (Australia) Limited.	81,357	199,324.65
31/01/2012	HSBC Custody Nominees (Australia) Limited.	13,223	32,793.04
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-698	-1,751.98

20/02/2012	HSBC Custody Nominees (Australia) Limited.	-1,261	-3,165.11
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-624	-1,566.24
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-9,428	-23,664.28
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-3,989	-10,012.39
24/02/2012	HSBC Custody Nominees (Australia) Limited.	49,792	133,940.48
28/02/2012	HSBC Custody Nominees (Australia) Limited.	43,561	123,277.63
28/02/2012	HSBC Custody Nominees (Australia) Limited.	21,780	61,855.20
29/02/2012	HSBC Custody Nominees (Australia) Limited.	45,280	129,048.00
29/02/2012	HSBC Custody Nominees (Australia) Limited.	33,146	94,797.56
	Total	329,471	843,433.47

BT Funds Management No.2 Limited Total : **329,471** **843,433.47**

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value
3/01/2012	Australia and New Zealand Banking Group Limited	320	656.00
11/01/2012	Australia and New Zealand Banking Group Limited	3,805	7,267.55
11/01/2012	Australia and New Zealand Banking Group Limited	242	462.22
12/01/2012	Australia and New Zealand Banking Group Limited	1,272	2,505.84
12/01/2012	Australia and New Zealand Banking Group Limited	334	668.00
13/01/2012	Australia and New Zealand Banking Group Limited	116	234.32
16/01/2012	Australia and New Zealand Banking Group Limited	280	574.00
30/01/2012	Australia and New Zealand Banking Group Limited	8,145	19,955.25
31/01/2012	Australia and New Zealand Banking Group Limited	1,227	3,042.96
24/02/2012	Australia and New Zealand Banking Group Limited	4,350	11,701.50
28/02/2012	Australia and New Zealand Banking Group Limited	3,872	10,957.76
28/02/2012	Australia and New Zealand Banking Group Limited	1,936	5,498.24
29/02/2012	Australia and New Zealand Banking Group Limited	4,571	13,027.35
29/02/2012	Australia and New Zealand Banking Group Limited	3,346	9,569.56
	Total	33,816	86,120.55

Date	Registered Company	Quantity	Value
14/12/2011	BNP Fund Services Australasia Pty Limited	4,327	9,692.48
23/01/2012	BNP Fund Services Australasia Pty Limited	-3,495	-7,584.15
	Total	832	2,108.33

Date	Registered Company	Quantity	Value
14/12/2011	Citicorp Nominees Pty Limited	8,102	18,148.48
23/01/2012	Citicorp Nominees Pty Limited	-4,394	-9,534.98
	Total	3,708	8,613.50

Date	Registered Company	Quantity	Value
3/01/2012	HSBC Custody Nominees (Australia) Limited.	13,914	28,523.70
11/01/2012	HSBC Custody Nominees (Australia) Limited.	11,409	21,791.19
11/01/2012	HSBC Custody Nominees (Australia) Limited.	179,511	342,866.01
12/01/2012	HSBC Custody Nominees (Australia) Limited.	16,396	32,792.00
12/01/2012	HSBC Custody Nominees (Australia) Limited.	62,409	122,945.73
13/01/2012	HSBC Custody Nominees (Australia) Limited.	5,668	11,449.36
16/01/2012	HSBC Custody Nominees (Australia) Limited.	13,742	28,171.10
30/01/2012	HSBC Custody Nominees (Australia) Limited.	401,132	982,773.40
31/01/2012	HSBC Custody Nominees (Australia) Limited.	61,360	152,172.80
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-17,549	-44,047.99
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-15,081	-37,853.31

20/02/2012	HSBC Custody Nominees (Australia) Limited.	-3,072	-7,710.72
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-5,550	-13,930.50
20/02/2012	HSBC Custody Nominees (Australia) Limited.	-2,748	-6,897.48
24/02/2012	HSBC Custody Nominees (Australia) Limited.	210,253	565,580.57
28/02/2012	HSBC Custody Nominees (Australia) Limited.	188,351	533,033.33
28/02/2012	HSBC Custody Nominees (Australia) Limited.	94,175	267,457.00
29/02/2012	HSBC Custody Nominees (Australia) Limited.	174,114	497,966.04
29/02/2012	HSBC Custody Nominees (Australia) Limited.	237,857	677,892.45
	Total	1,626,291	4,154,974.68

Date	Registered Company	Quantity	Value
14/12/2011	IAG Nominees Limited	1,445	3,236.80
14/12/2011	IAG Nominees Limited	-15,232	-34,119.68
21/12/2011	IAG Nominees Limited	183	375.15
23/01/2012	IAG Nominees Limited	7,130	15,472.10
23/01/2012	IAG Nominees Limited	886	1,922.62
	Total	-5,588	-13,113.01

Date	Registered Company	Quantity	Value
14/12/2011	National Australia Bank Limited	1,358	3,041.92
23/01/2012	National Australia Bank Limited	-127	-275.59
	Total	1,231	2,766.33

Date	Registered Company	Quantity	Value
3/01/2012	National Australian Custodian Services	2,745	5,627.25
3/01/2012	National Australian Custodian Services	1,426	2,923.30
3/01/2012	National Australian Custodian Services	758	1,553.90
11/01/2012	National Australian Custodian Services	1,997	3,814.27
11/01/2012	National Australian Custodian Services	31,430	60,031.30
11/01/2012	National Australian Custodian Services	16,327	31,184.57
11/01/2012	National Australian Custodian Services	1,038	1,982.58
11/01/2012	National Australian Custodian Services	550	1,050.50
11/01/2012	National Australian Custodian Services	8,661	16,542.51
12/01/2012	National Australian Custodian Services	2,683	5,366.00
12/01/2012	National Australian Custodian Services	10,211	20,115.67
12/01/2012	National Australian Custodian Services	5,304	10,448.88
12/01/2012	National Australian Custodian Services	1,394	2,788.00
12/01/2012	National Australian Custodian Services	2,816	5,547.52
12/01/2012	National Australian Custodian Services	740	1,480.00
13/01/2012	National Australian Custodian Services	927	1,872.54
13/01/2012	National Australian Custodian Services	482	973.64
13/01/2012	National Australian Custodian Services	256	517.12
16/01/2012	National Australian Custodian Services	2,248	4,608.40
16/01/2012	National Australian Custodian Services	1,168	2,394.40
16/01/2012	National Australian Custodian Services	620	1,271.00
30/01/2012	National Australian Custodian Services	64,010	156,824.50
30/01/2012	National Australian Custodian Services	33,248	81,457.60
30/01/2012	National Australian Custodian Services	17,677	43,308.65
31/01/2012	National Australian Custodian Services	9,694	24,041.12
31/01/2012	National Australian Custodian Services	5,035	12,486.80
31/01/2012	National Australian Custodian Services	2,674	6,631.52
24/02/2012	National Australian Custodian Services	34,351	92,404.19
24/02/2012	National Australian Custodian Services	17,848	48,011.12
24/02/2012	National Australian Custodian Services	9,498	25,549.62

28/02/2012	National Australian Custodian Services	30,581	86,544.23
28/02/2012	National Australian Custodian Services	15,889	44,965.87
28/02/2012	National Australian Custodian Services	8,451	23,916.33
28/02/2012	National Australian Custodian Services	15,291	43,426.44
28/02/2012	National Australian Custodian Services	7,944	22,560.96
28/02/2012	National Australian Custodian Services	4,226	12,001.84
29/02/2012	National Australian Custodian Services	37,135	105,834.75
29/02/2012	National Australian Custodian Services	27,184	77,746.24
29/02/2012	National Australian Custodian Services	14,149	40,466.14
29/02/2012	National Australian Custodian Services	19,328	55,084.80
29/02/2012	National Australian Custodian Services	7,473	21,372.78
29/02/2012	National Australian Custodian Services	10,210	29,098.50
	Total	485,677	1,235,827.35

Date	Registered Company	Quantity	Value
3/01/2012	National Nominees Limited	837	1,715.85
11/01/2012	National Nominees Limited	9,582	18,301.62
11/01/2012	National Nominees Limited	609	1,163.19
12/01/2012	National Nominees Limited	3,102	6,110.94
12/01/2012	National Nominees Limited	815	1,630.00
13/01/2012	National Nominees Limited	282	569.64
16/01/2012	National Nominees Limited	683	1,400.15
30/01/2012	National Nominees Limited	19,359	47,429.55
31/01/2012	National Nominees Limited	2,939	7,288.72
24/02/2012	National Nominees Limited	10,450	28,110.50
28/02/2012	National Nominees Limited	9,295	26,304.85
28/02/2012	National Nominees Limited	4,648	13,200.32
29/02/2012	National Nominees Limited	11,181	31,865.85
29/02/2012	National Nominees Limited	8,185	23,409.10
	Total	81,967	208,500.28

BT Investment Management (RE) Limited Total : 2,227,934 5,685,798.01

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 4 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC– 29/02/2012

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 Limited ¹	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		2012

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