



Investment
Management

10 May 2013

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of WHK 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

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme WHK GROUP LIMITED

ACN/ARSN ABN 93 006 650 693

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

There was a change in the interests of the substantial holder on 08/05/2013

The previous notice was given to the company on 07/08/2012

The previous notice was dated 02/08/2012

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	16,034,475	6.05%	20,435,382	7.71%

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
8/05/2013	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Funds Management Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) 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
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.	3,088,115
BT Funds Management 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.	391,190
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.	2,183,869
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited National Australian Custodian Services	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	4,174,444
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the 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.	10,597,764

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
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
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
WHK GROUP LIMITED	WHK Group Limited (WHG) Level 9, 473 Bourke Street MELBOURNE VIC 3000 Tel: +61 3 9522 0888 Fax: +61 3 9522 0899

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 10/5/2013

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 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 (eg. 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.

SCHEDULE

TRANSACTION HISTORY

Sales & Purchases for the period : 3/08/2012 to 8/05/2013

SECURITY: WHG

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
27/08/2012	HSBC Custody Nominees (Australia) Limited.	4,175	3,757.50
31/08/2012	HSBC Custody Nominees (Australia) Limited.	-15,453	-14,371.29
31/08/2012	HSBC Custody Nominees (Australia) Limited.	-29,053	-27,019.29
31/08/2012	HSBC Custody Nominees (Australia) Limited.	-35,494	-33,009.42
2/10/2012	HSBC Custody Nominees (Australia) Limited.	4,700	4,418.00
3/10/2012	HSBC Custody Nominees (Australia) Limited.	3,331	3,231.07
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-21,497	-20,852.09
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-16,480	-15,985.60
27/12/2012	HSBC Custody Nominees (Australia) Limited.	-10,500	-10,185.00
31/12/2012	HSBC Custody Nominees (Australia) Limited.	5,804	5,745.96
3/01/2013	HSBC Custody Nominees (Australia) Limited.	11,435	11,206.30
30/01/2013	HSBC Custody Nominees (Australia) Limited.	2,197	2,284.88
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-3,991	-4,150.64
4/02/2013	HSBC Custody Nominees (Australia) Limited.	-15,666	-16,292.64
1/03/2013	HSBC Custody Nominees (Australia) Limited.	1,454	1,541.24
8/03/2013	HSBC Custody Nominees (Australia) Limited.	79,268	84,024.08
12/03/2013	HSBC Custody Nominees (Australia) Limited.	56,284	60,223.88
13/03/2013	HSBC Custody Nominees (Australia) Limited.	1,908	2,060.64
15/03/2013	HSBC Custody Nominees (Australia) Limited.	-39,506	-42,666.48
15/03/2013	HSBC Custody Nominees (Australia) Limited.	-30,000	-32,400.00
15/03/2013	HSBC Custody Nominees (Australia) Limited.	-20,494	-22,133.52
30/04/2013	HSBC Custody Nominees (Australia) Limited.	19,408	16,302.72
1/05/2013	HSBC Custody Nominees (Australia) Limited.	8,190	6,879.60
3/05/2013	HSBC Custody Nominees (Australia) Limited.	39,470	32,365.40
8/05/2013	HSBC Custody Nominees (Australia) Limited.	140,000	93,800.00
	Total	139,490	88,775.30
	Advance Asset Management Limited Total :	139,490	88,775.30

BT Funds Management Limited

Date	Registered Company	Quantity	Value
3/08/2012	BT Portfolio Services Limited	30,000	27,036.00
3/08/2012	BT Portfolio Services Limited	15,000	13,536.00
13/08/2012	BT Portfolio Services Limited	2,215	2,007.68
23/08/2012	BT Portfolio Services Limited	3,000	2,781.00
27/08/2012	BT Portfolio Services Limited	-25,000	-22,337.50
27/08/2012	BT Portfolio Services Limited	-3,498	-3,115.32
29/08/2012	BT Portfolio Services Limited	1,976	1,824.64
3/10/2012	BT Portfolio Services Limited	-1,595	-1,494.83
19/10/2012	BT Portfolio Services Limited	-8,600	-8,563.88
24/10/2012	BT Portfolio Services Limited	980	996.76
15/11/2012	BT Portfolio Services Limited	-10,000	-10,513.00

22/11/2012	BT Portfolio Services Limited	4,000	4,240.00
22/11/2012	BT Portfolio Services Limited	-4,000	-4,240.00
29/11/2012	BT Portfolio Services Limited	3,956	4,031.96
29/11/2012	BT Portfolio Services Limited	-5,800	-5,937.46
30/11/2012	BT Portfolio Services Limited	45,464	45,927.73
3/12/2012	BT Portfolio Services Limited	200	202.20
4/12/2012	BT Portfolio Services Limited	380	386.04
4/12/2012	BT Portfolio Services Limited	30,000	30,486.00
13/12/2012	BT Portfolio Services Limited	15,000	14,736.00
13/12/2012	BT Portfolio Services Limited	20,000	19,636.00
14/12/2012	BT Portfolio Services Limited	8,500	8,196.55
5/02/2013	BT Portfolio Services Limited	2,000	2,090.00
6/02/2013	BT Portfolio Services Limited	-3,884	-3,983.43
13/02/2013	BT Portfolio Services Limited	-2,000	-2,060.00
27/02/2013	BT Portfolio Services Limited	7,500	8,098.50
4/03/2013	BT Portfolio Services Limited	20,000	21,236.00
28/03/2013	BT Portfolio Services Limited	-2,643	-2,646.44
19/04/2013	BT Portfolio Services Limited	-4,000	-4,096.80
29/04/2013	BT Portfolio Services Limited	-5,215	-4,630.92
30/04/2013	BT Portfolio Services Limited	-2,510	-2,059.46
8/05/2013	BT Portfolio Services Limited	5,000	3,536.50
8/05/2013	BT Portfolio Services Limited	3,335	2,187.43
	Total	139,761	137,493.94
	BT Funds Management Limited Total :	139,761	137,493.94

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
3/08/2012	HSBC Custody Nominees (Australia) Limited.	29,565	26,608.50
6/08/2012	HSBC Custody Nominees (Australia) Limited.	8,908	8,017.20
29/08/2012	HSBC Custody Nominees (Australia) Limited.	1,443	1,298.70
26/10/2012	HSBC Custody Nominees (Australia) Limited.	4,418	4,418.00
26/10/2012	HSBC Custody Nominees (Australia) Limited.	12,460	12,584.60
31/10/2012	HSBC Custody Nominees (Australia) Limited.	35,776	37,564.80
20/11/2012	HSBC Custody Nominees (Australia) Limited.	959	1,016.54
21/11/2012	HSBC Custody Nominees (Australia) Limited.	5,284	5,601.04
22/11/2012	HSBC Custody Nominees (Australia) Limited.	1,673	1,773.38
22/11/2012	HSBC Custody Nominees (Australia) Limited.	56,336	59,716.16
27/11/2012	HSBC Custody Nominees (Australia) Limited.	3,559	3,665.77
27/11/2012	HSBC Custody Nominees (Australia) Limited.	21,974	22,852.96
28/11/2012	HSBC Custody Nominees (Australia) Limited.	33,192	34,519.68
22/04/2013	HSBC Custody Nominees (Australia) Limited.	-19,142	-19,333.42
23/04/2013	HSBC Custody Nominees (Australia) Limited.	-11,909	-12,028.09
24/04/2013	HSBC Custody Nominees (Australia) Limited.	-17,506	-17,506.00
30/04/2013	HSBC Custody Nominees (Australia) Limited.	28,921	24,293.64
1/05/2013	HSBC Custody Nominees (Australia) Limited.	18,794	15,786.96
8/05/2013	HSBC Custody Nominees (Australia) Limited.	198,449	123,038.38
8/05/2013	HSBC Custody Nominees (Australia) Limited.	63,256	45,544.32
	Total	476,410	379,433.12
	BT Funds Management No.2 Limited Total :	476,410	379,433.12

BT Investment Management (Fund Services) Limited

Date	Registered Company	Quantity	Value
3/08/2012	Australia and New Zealand Banking Group Limited	2,948	2,653.20
6/08/2012	Australia and New Zealand Banking Group Limited	1,004	903.60
28/08/2012	Australia and New Zealand Banking Group Limited	186	167.40
28/08/2012	Australia and New Zealand Banking Group Limited	784	705.60
29/08/2012	Australia and New Zealand Banking Group Limited	148	133.20
26/10/2012	Australia and New Zealand Banking Group Limited	452	452.00
26/10/2012	Australia and New Zealand Banking Group Limited	1,276	1,288.76
31/10/2012	Australia and New Zealand Banking Group Limited	3,663	3,846.15
20/11/2012	Australia and New Zealand Banking Group Limited	109	115.54
21/11/2012	Australia and New Zealand Banking Group Limited	599	634.94
22/11/2012	Australia and New Zealand Banking Group Limited	6,383	6,765.98
22/11/2012	Australia and New Zealand Banking Group Limited	190	201.40
27/11/2012	Australia and New Zealand Banking Group Limited	2,828	2,941.12
27/11/2012	Australia and New Zealand Banking Group Limited	458	471.74
28/11/2012	Australia and New Zealand Banking Group Limited	3,195	3,322.80
20/12/2012	Australia and New Zealand Banking Group Limited	-3,695	-3,547.20
24/12/2012	Australia and New Zealand Banking Group Limited	-5,539	-5,372.83
30/04/2013	Australia and New Zealand Banking Group Limited	6,675	5,607.00
1/05/2013	Australia and New Zealand Banking Group Limited	1,938	1,627.92
8/05/2013	Australia and New Zealand Banking Group Limited	19,358	12,001.96
8/05/2013	Australia and New Zealand Banking Group Limited	6,170	4,442.40
	Total	49,130	39,362.68
Date	Registered Company	Quantity	Value
3/08/2012	National Australian Custodian Services	23,225	20,902.50
3/08/2012	National Australian Custodian Services	12,060	10,854.00
3/08/2012	National Australian Custodian Services	6,329	5,696.10
6/08/2012	National Australian Custodian Services	7,058	6,352.20
6/08/2012	National Australian Custodian Services	3,662	3,295.80
6/08/2012	National Australian Custodian Services	1,874	1,686.60
28/08/2012	National Australian Custodian Services	1,864	1,677.60
28/08/2012	National Australian Custodian Services	7,833	7,049.70
28/08/2012	National Australian Custodian Services	4,068	3,661.20
28/08/2012	National Australian Custodian Services	968	871.20
28/08/2012	National Australian Custodian Services	2,245	2,020.50

28/08/2012	National Australian Custodian Services	534	480.60
29/08/2012	National Australian Custodian Services	1,242	1,117.80
29/08/2012	National Australian Custodian Services	645	580.50
29/08/2012	National Australian Custodian Services	343	308.70
26/10/2012	National Australian Custodian Services	3,802	3,802.00
26/10/2012	National Australian Custodian Services	10,723	10,830.23
26/10/2012	National Australian Custodian Services	5,570	5,625.70
26/10/2012	National Australian Custodian Services	1,975	1,975.00
26/10/2012	National Australian Custodian Services	2,962	2,991.62
26/10/2012	National Australian Custodian Services	1,051	1,051.00
31/10/2012	National Australian Custodian Services	30,789	32,328.45
31/10/2012	National Australian Custodian Services	15,992	16,791.60
31/10/2012	National Australian Custodian Services	8,505	8,930.25
1/11/2012	National Australian Custodian Services	11,679	12,379.74
1/11/2012	National Australian Custodian Services	6,070	6,434.20
1/11/2012	National Australian Custodian Services	3,154	3,343.24
19/11/2012	National Australian Custodian Services	2,436	2,582.16
19/11/2012	National Australian Custodian Services	1,264	1,339.84
19/11/2012	National Australian Custodian Services	668	708.08
20/11/2012	National Australian Custodian Services	1,249	1,323.94
20/11/2012	National Australian Custodian Services	649	687.94
20/11/2012	National Australian Custodian Services	344	364.64
21/11/2012	National Australian Custodian Services	6,883	7,295.98
21/11/2012	National Australian Custodian Services	3,575	3,789.50
21/11/2012	National Australian Custodian Services	1,896	2,009.76
22/11/2012	National Australian Custodian Services	2,179	2,309.74
22/11/2012	National Australian Custodian Services	73,386	77,789.16
22/11/2012	National Australian Custodian Services	38,118	40,405.08
22/11/2012	National Australian Custodian Services	1,132	1,199.92
22/11/2012	National Australian Custodian Services	600	636.00
22/11/2012	National Australian Custodian Services	20,219	21,432.14
27/11/2012	National Australian Custodian Services	25,524	26,544.96
27/11/2012	National Australian Custodian Services	4,134	4,258.02
27/11/2012	National Australian Custodian Services	2,148	2,212.44
27/11/2012	National Australian Custodian Services	13,259	13,789.36
27/11/2012	National Australian Custodian Services	7,034	7,315.36
27/11/2012	National Australian Custodian Services	1,139	1,173.17
28/11/2012	National Australian Custodian Services	27,292	28,383.68
28/11/2012	National Australian Custodian Services	14,177	14,744.08
28/11/2012	National Australian Custodian Services	7,520	7,820.80
30/04/2013	National Australian Custodian Services	64,880	54,499.20
30/04/2013	National Australian Custodian Services	33,667	28,280.28
30/04/2013	National Australian Custodian Services	17,888	15,025.92
1/05/2013	National Australian Custodian Services	17,637	14,815.08
1/05/2013	National Australian Custodian Services	9,160	7,694.40
1/05/2013	National Australian Custodian Services	4,860	4,082.40
8/05/2013	National Australian Custodian Services	55,572	40,011.84
8/05/2013	National Australian Custodian Services	174,341	108,091.42
8/05/2013	National Australian Custodian Services	90,555	56,144.10
8/05/2013	National Australian Custodian Services	28,864	20,782.08
8/05/2013	National Australian Custodian Services	48,037	29,782.94
8/05/2013	National Australian Custodian Services	15,312	11,024.64
	Total	993,820	833,388.08

Date	Registered Company	Quantity	Value
3/08/2012	National Nominees Limited	6,955	6,259.50
6/08/2012	National Nominees Limited	2,060	1,854.00
28/08/2012	National Nominees Limited	577	519.30
28/08/2012	National Nominees Limited	2,425	2,182.50
29/08/2012	National Nominees Limited	376	338.40
26/10/2012	National Nominees Limited	1,153	1,153.00
26/10/2012	National Nominees Limited	3,251	3,283.51
31/10/2012	National Nominees Limited	9,335	9,801.75
1/11/2012	National Nominees Limited	3,478	3,686.68
19/11/2012	National Nominees Limited	632	669.92
20/11/2012	National Nominees Limited	377	399.62
21/11/2012	National Nominees Limited	2,076	2,200.56
22/11/2012	National Nominees Limited	657	696.42
22/11/2012	National Nominees Limited	22,137	23,465.22
27/11/2012	National Nominees Limited	7,833	8,146.32
27/11/2012	National Nominees Limited	1,269	1,307.07
28/11/2012	National Nominees Limited	8,262	8,592.48
30/04/2013	National Nominees Limited	19,709	16,555.56
1/05/2013	National Nominees Limited	5,342	4,487.28
8/05/2013	National Nominees Limited	52,746	32,702.52
8/05/2013	National Nominees Limited	16,813	12,105.36
	Total	167,463	140,406.97

**BT Investment Management (Fund Services)
Limited Total :**

1,210,413 1,013,157.73

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Value
3/08/2012	HSBC Custody Nominees (Australia) Limited.	118,918	107,026.20
6/08/2012	HSBC Custody Nominees (Australia) Limited.	20,434	18,390.60
28/08/2012	HSBC Custody Nominees (Australia) Limited.	32,645	29,380.50
28/08/2012	HSBC Custody Nominees (Australia) Limited.	7,766	6,989.40
29/08/2012	HSBC Custody Nominees (Australia) Limited.	7,383	6,644.70
26/10/2012	HSBC Custody Nominees (Australia) Limited.	63,758	64,395.58
26/10/2012	HSBC Custody Nominees (Australia) Limited.	22,608	22,608.00
31/10/2012	HSBC Custody Nominees (Australia) Limited.	183,066	192,219.30
20/11/2012	HSBC Custody Nominees (Australia) Limited.	4,826	5,115.56
21/11/2012	HSBC Custody Nominees (Australia) Limited.	26,584	28,179.04
22/11/2012	HSBC Custody Nominees (Australia) Limited.	283,421	300,426.26
22/11/2012	HSBC Custody Nominees (Australia) Limited.	8,415	8,919.90
27/11/2012	HSBC Custody Nominees (Australia) Limited.	133,548	138,889.92
27/11/2012	HSBC Custody Nominees (Australia) Limited.	21,631	22,279.93
28/11/2012	HSBC Custody Nominees (Australia) Limited.	160,024	166,424.96
22/04/2013	HSBC Custody Nominees (Australia) Limited.	-90,615	-91,521.15
23/04/2013	HSBC Custody Nominees (Australia) Limited.	-56,379	-56,942.79
24/04/2013	HSBC Custody Nominees (Australia) Limited.	-82,871	-82,871.00
30/04/2013	HSBC Custody Nominees (Australia) Limited.	178,260	149,738.40
1/05/2013	HSBC Custody Nominees (Australia) Limited.	92,269	77,505.96
8/05/2013	HSBC Custody Nominees (Australia) Limited.	985,129	610,779.98
8/05/2013	HSBC Custody Nominees (Australia) Limited.	314,013	226,089.36
	Total	2,434,833	1,950,668.61

BT Investment Management (Institutional)		
Limited Total :	2,434,833	1,950,668.61

ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' (being 3 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– 8/05/2013

1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2007-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2011-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-3 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2012-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2013-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Business Finance Pty Limited	Australia
Athena Finance Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Equity Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Life Limited	Australia
BLE Capital Limited	Australia	St.George Motor Finance Limited	Australia
BLE Development Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Australia Pty Limited	Australia	Tavarua Funding Trust III	USA
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Financial Group Pty Limited	Australia	Teuton Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	The Home Mortgage Company Limited	New Zealand
BT Funds Management Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management (Institutional) Limited	Australia	TIF International 1 Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Value Nominees Pty Limited	Australia
BT Investment Management Limited	Australia	W1 Investments Pty Limited	Australia
BT Life Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BT Portfolio Services Limited	Australia	Westpac (NZ) Investments Limited	New Zealand

BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Westpac Administration Pty Limited	Australia
BT Securities Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Short Term Income Fund	Australia	Westpac Americas Inc.	USA
BTIM UK Limited	UK	Westpac Asian Lending Pty Limited	Australia
Castlereagh Trust	Australia	Westpac Bank of Tonga	Tonga
CBA Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Finance Pty Limited	Australia	Westpac Banking Corporation	Australia
Challenge Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Codrington S.a.r.l.	Luxembourg	Westpac Capital Holdings Inc.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Markets LLC	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 44	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 48	Australia	Westpac Cash PIE Fund	New Zealand
Crusade CP Trust No. 49	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 52	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 53	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 60	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 2005	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 1 of 2007	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 2P Trust of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac General Insurance Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Services Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia

Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Leasing Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Pacific Limited Partnership	Australia
JOHCMG Share Trustee Limited	UK	Westpac Private Equity Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Properties Limited	Australia
MIF Custodian Trust	New Zealand	Westpac RE Limited	Australia
Mortgage Management Limited	Australia	Westpac Securities Administration Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Limited	Australia
Net Nominees Limited	Australia	Westpac Securities NZ Limited	New Zealand
Number 120 Limited ¹	New Zealand	Westpac Securitisation Holdings Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 2 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Securities Limited	Australia	Westpac Term PIE Fund	New Zealand
Pashley Investments Pty Limited	Australia	Westpac TPS Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Unit Trust	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac USA Inc.	USA

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (63%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia