

4 July 2014

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 Japara 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 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme JAPARA HEALTHCARE LIMITED (JHC)

ACN/ARSN ABN 54 168 631 052

#### 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 02/07/2014

The previous notice was given to the company on 05/05/2014

The previous notice was dated 01/05/2014

#### 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	22,416,806	8.54%	25,098,746	9.56%

#### 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
2/07/2014	WBC & its Associates, BT Funds Management Limited, Advance Asset Management Limited, BT Funds Management No.2 Limited, BT Funds Management (NZ) 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.	438,568
BT Funds Management (NZ) Limited	HSBC Custody Nominees (Australia) Limited.  NZ Guardian Nominees Ltd	BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	3,620,000
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.	393,473
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.	1,557,701
BT Investment Management (Fund Services) Limited	Australia and New Zealand Banking Group Limited  BNP Fund Services Australasia Pty Limited  National Australian Custodian Services  National Australia Bank Limited  National Nominees Limited  Citicorp Nominees Pty Limited	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.	4,667,645

BT Investment Management (Institutional) Limited	UBS Wealth Management  National Australia Bank 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.	14,421,359
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#### 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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management (NZ) Limited	Level 15 PwC Tower 188 Quay Street Auckland NZ
BT 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
JAPARA HEALTHCARE LIMITED (JHC)	The Company Secretary JAPARA HEALTHCARE LIMITED (JHC) Q1 Building, Level 4, 1 Southbank Boulevard, Southbank, VIC AUSTRALIA 3006  Tel: 03 9649 2100 Fax: 03 9649 2129

Signature

print name Chris Millard capacity Company Secretary

sign here \_\_\_\_\_ date 04/07/2014

## 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 &amp; Purchases for the period : 2/05/2014 to 2/07/2014

SECURITY: JHC

**Advance Asset Management Limited**

Date	Registered Company	Quantity	Value
8/05/2014	HSBC Custody Nominees (Australia) Limited.	266,000	691,600.00
13/05/2014	HSBC Custody Nominees (Australia) Limited.	63,000	165,060.00
15/05/2014	HSBC Custody Nominees (Australia) Limited.	45,000	111,150.00
30/05/2014	HSBC Custody Nominees (Australia) Limited.	21,000	56,910.00
	<b>Total</b>	<b>395,000</b>	<b>1,024,720.00</b>
	<b>Advance Asset Management Limited Total :</b>	<b>395,000</b>	<b>1,024,720.00</b>

**BT Funds Management Limited**

Date	Registered Company	Quantity	Value
5/05/2014	BT Portfolio Services Limited	13,880	35,553.62
6/05/2014	BT Portfolio Services Limited	-14,000	-35,303.80
	<b>Total</b>	<b>-120</b>	<b>249.82</b>
Date	Registered Company	Quantity	Value
6/06/2014	HSBC Custody Nominees (Australia) Limited.	-697,869	-1,807,480.71
13/06/2014	HSBC Custody Nominees (Australia) Limited.	-56,758	-146,435.64
13/06/2014	HSBC Custody Nominees (Australia) Limited.	-15,475	-40,080.25
	<b>Total</b>	<b>-770,102</b>	<b>-1,993,996.60</b>
	<b>BT Funds Management Limited Total :</b>	<b>-770,222</b>	<b>-1,993,746.78</b>

**BT Funds Management No.2 Limited**

Date	Registered Company	Quantity	Value
2/05/2014	HSBC Custody Nominees (Australia) Limited.	5,511	14,108.16
2/05/2014	HSBC Custody Nominees (Australia) Limited.	551	1,410.56
2/05/2014	HSBC Custody Nominees (Australia) Limited.	1,438	3,681.28
2/05/2014	HSBC Custody Nominees (Australia) Limited.	12,063	30,278.13
2/05/2014	HSBC Custody Nominees (Australia) Limited.	9,304	23,353.04
5/05/2014	HSBC Custody Nominees (Australia) Limited.	1,377	3,456.27
28/05/2014	HSBC Custody Nominees (Australia) Limited.	17,031	46,494.63
29/05/2014	HSBC Custody Nominees (Australia) Limited.	60,766	165,283.52
29/05/2014	HSBC Custody Nominees (Australia) Limited.	22,173	60,088.83
30/05/2014	HSBC Custody Nominees (Australia) Limited.	9,990	27,072.90
2/06/2014	HSBC Custody Nominees (Australia) Limited.	29,628	80,291.88
27/06/2014	HSBC Custody Nominees (Australia) Limited.	36,058	82,933.40
27/06/2014	HSBC Custody Nominees (Australia) Limited.	25,820	59,386.00
	<b>Total</b>	<b>231,710</b>	<b>597,838.60</b>
	<b>BT Funds Management No.2 Limited Total :</b>	<b>231,710</b>	<b>597,838.60</b>

**BT Funds Management (NZ) Limited**

Date	Registered Company	Quantity	Value
27/06/2014	HSBC Custody Nominees (Australia) Limited.	92,640	229,200.62
30/06/2014	HSBC Custody Nominees (Australia) Limited.	46,320	117,106.22
1/07/2014	HSBC Custody Nominees (Australia) Limited.	46,320	115,183.94
	<b>Total</b>	<b>185,280</b>	<b>461,490.79</b>

Date	Registered Company	Quantity	Value
27/06/2014	NZ Guardian Nominees Ltd	22,600	55,914.66
27/06/2014	NZ Guardian Nominees Ltd	144,760	358,150.72
30/06/2014	NZ Guardian Nominees Ltd	11,300	28,568.66
30/06/2014	NZ Guardian Nominees Ltd	72,380	182,991.12
1/07/2014	NZ Guardian Nominees Ltd	11,300	28,099.71
1/07/2014	NZ Guardian Nominees Ltd	72,380	179,987.35
	<b>Total</b>	<b>334,720</b>	<b>833,712.21</b>

**BT Funds Management (NZ) Limited Total :** **520,000** **1,295,203.00**

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

Date	Registered Company	Quantity	Value
2/05/2014	Australia and New Zealand Banking Group Limited	765	1,958.40
2/05/2014	Australia and New Zealand Banking Group Limited	76	194.56
2/05/2014	Australia and New Zealand Banking Group Limited	200	512
2/05/2014	Australia and New Zealand Banking Group Limited	1,673	4,199.23
2/05/2014	Australia and New Zealand Banking Group Limited	1,554	3,900.54
5/05/2014	Australia and New Zealand Banking Group Limited	161	404.11
27/05/2014	Australia and New Zealand Banking Group Limited	417	1,113.39
28/05/2014	Australia and New Zealand Banking Group Limited	1,865	5,091.45
29/05/2014	Australia and New Zealand Banking Group Limited	2,353	6,376.63
29/05/2014	Australia and New Zealand Banking Group Limited	6,448	17,538.56
30/05/2014	Australia and New Zealand Banking Group Limited	1,060	2,872.60
2/06/2014	Australia and New Zealand Banking Group Limited	3,144	8,520.24
23/06/2014	Australia and New Zealand Banking Group Limited	4,723	12,468.72
27/06/2014	Australia and New Zealand Banking Group Limited	3,963	9,114.90
27/06/2014	Australia and New Zealand Banking Group Limited	2,838	6,527.40
	<b>Total</b>	<b>31,240</b>	<b>80,792.73</b>

Date	Registered Company	Quantity	Value
13/06/2014	BNP Fund Services Australasia Pty Limited	-17,882	-46,314.38
13/06/2014	BNP Fund Services Australasia Pty Limited	-65,583	-169,204.14
	<b>Total</b>	<b>-83,465</b>	<b>-215,518.52</b>

Date	Registered Company	Quantity	Value
2/05/2014	Citicorp Nominees Pty Limited	1,701	4,354.56
2/05/2014	Citicorp Nominees Pty Limited	17,011	43,548.16
2/05/2014	Citicorp Nominees Pty Limited	4,440	11,366.40
2/05/2014	Citicorp Nominees Pty Limited	37,236	93,462.36
7/05/2014	Citicorp Nominees Pty Limited	75,101	193,760.58
7/05/2014	Citicorp Nominees Pty Limited	58,830	152,369.70
13/06/2014	Citicorp Nominees Pty Limited	-40,497	-104,887.23
13/06/2014	Citicorp Nominees Pty Limited	-148,528	-383,202.24

<b>Total</b>		<b>5,294</b>	<b>10,772.29</b>
<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
16/05/2014	National Australia Bank Limited	-77,372	-191,108.84
16/05/2014	National Australia Bank Limited	-57,722	-142,573.34
19/05/2014	National Australia Bank Limited	-16,211	-40,041.17
21/05/2014	National Australia Bank Limited	-231,931	-572,869.57
13/06/2014	National Australia Bank Limited	-7,164	-18,554.76
13/06/2014	National Australia Bank Limited	-26,275	-67,789.50
13/06/2014	National Australia Bank Limited	-25,440	-65,889.60
13/06/2014	National Australia Bank Limited	-93,305	-240,726.90
<b>Total</b>		<b>-535,420</b>	<b>-1,339,553.68</b>
<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/05/2014	National Australian Custodian Services	202	517.12
2/05/2014	National Australian Custodian Services	2,018	5,166.08
2/05/2014	National Australian Custodian Services	4,173	10,474.23
2/05/2014	National Australian Custodian Services	527	1,349.12
2/05/2014	National Australian Custodian Services	4,417	11,086.67
5/05/2014	National Australian Custodian Services	419	1,051.69
27/05/2014	National Australian Custodian Services	545	1,455.15
28/05/2014	National Australian Custodian Services	4,696	12,820.08
29/05/2014	National Australian Custodian Services	16,483	44,833.76
29/05/2014	National Australian Custodian Services	6,015	16,300.65
30/05/2014	National Australian Custodian Services	2,710	7,344.10
2/06/2014	National Australian Custodian Services	8,037	21,780.27
27/06/2014	National Australian Custodian Services	10,233	23,638.23
27/06/2014	National Australian Custodian Services	7,328	16,854.40
<b>Total</b>		<b>67,803</b>	<b>174,671.55</b>
<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/05/2014	National Nominees Limited	222	568.32
2/05/2014	National Nominees Limited	2,216	5,672.96
2/05/2014	National Nominees Limited	579	1,482.24
2/05/2014	National Nominees Limited	4,582	11,500.82
2/05/2014	National Nominees Limited	4,853	12,181.03
2/05/2014	National Nominees Limited	100,800	253,008.00
5/05/2014	National Nominees Limited	460	1,154.60
27/05/2014	National Nominees Limited	635	1,695.45
28/05/2014	National Nominees Limited	5,164	14,097.72
29/05/2014	National Nominees Limited	6,609	17,910.39
29/05/2014	National Nominees Limited	18,110	49,259.20
30/05/2014	National Nominees Limited	2,977	8,067.67
2/06/2014	National Nominees Limited	8,830	23,929.30
27/06/2014	National Nominees Limited	8,047	18,508.10
27/06/2014	National Nominees Limited	11,239	25,962.09
27/06/2014	National Nominees Limited	-11,878	-27,319.40
<b>Total</b>		<b>163,445</b>	<b>417,678.49</b>
<b>BT Investment Management (Fund Services) Limited</b>			
<b>Total :</b>		<b>-351,103</b>	<b>-871,157.14</b>



**BT Investment Management (Institutional) Limited**

Date	Registered Company	Quantity	Value
2/05/2014	HSBC Custody Nominees (Australia) Limited.	26,651	68,226.56
2/05/2014	HSBC Custody Nominees (Australia) Limited.	2,665	6,822.40
2/05/2014	HSBC Custody Nominees (Australia) Limited.	34,278	87,751.68
2/05/2014	HSBC Custody Nominees (Australia) Limited.	3,428	8,775.68
2/05/2014	HSBC Custody Nominees (Australia) Limited.	58,339	146,430.89
2/05/2014	HSBC Custody Nominees (Australia) Limited.	6,957	17,809.92
2/05/2014	HSBC Custody Nominees (Australia) Limited.	68,682	172,391.82
2/05/2014	HSBC Custody Nominees (Australia) Limited.	75,033	188,332.83
2/05/2014	HSBC Custody Nominees (Australia) Limited.	8,947	22,904.32
5/05/2014	HSBC Custody Nominees (Australia) Limited.	7,438	18,669.38
7/05/2014	HSBC Custody Nominees (Australia) Limited.	116,384	300,270.72
7/05/2014	HSBC Custody Nominees (Australia) Limited.	91,170	236,130.30
7/05/2014	HSBC Custody Nominees (Australia) Limited.	67,663	174,570.54
12/05/2014	HSBC Custody Nominees (Australia) Limited.	2,991	7,776.60
16/05/2014	HSBC Custody Nominees (Australia) Limited.	-23,914	-59,067.58
16/05/2014	HSBC Custody Nominees (Australia) Limited.	-14,578	-36,007.66
19/05/2014	HSBC Custody Nominees (Australia) Limited.	-4,356	-10,759.32
21/05/2014	HSBC Custody Nominees (Australia) Limited.	-62,316	-153,920.52
23/05/2014	HSBC Custody Nominees (Australia) Limited.	22,780	60,139.20
27/05/2014	HSBC Custody Nominees (Australia) Limited.	6,873	18,350.91
28/05/2014	HSBC Custody Nominees (Australia) Limited.	85,564	233,589.72
29/05/2014	HSBC Custody Nominees (Australia) Limited.	110,157	298,525.47
29/05/2014	HSBC Custody Nominees (Australia) Limited.	301,884	821,124.48
30/05/2014	HSBC Custody Nominees (Australia) Limited.	49,631	134,500.01
2/06/2014	HSBC Custody Nominees (Australia) Limited.	147,189	398,882.19
6/06/2014	HSBC Custody Nominees (Australia) Limited.	221,229	577,407.69
6/06/2014	HSBC Custody Nominees (Australia) Limited.	1,634,846	4,266,948.06
6/06/2014	HSBC Custody Nominees (Australia) Limited.	128,032	334,163.52
13/06/2014	HSBC Custody Nominees (Australia) Limited.	106,458	275,726.22
18/06/2014	HSBC Custody Nominees (Australia) Limited.	-5,000	-13,100.00
19/06/2014	HSBC Custody Nominees (Australia) Limited.	-5,000	-13,250.00
20/06/2014	HSBC Custody Nominees (Australia) Limited.	-26,898	-71,010.72
23/06/2014	HSBC Custody Nominees (Australia) Limited.	-20,000	-52,600.00
24/06/2014	HSBC Custody Nominees (Australia) Limited.	-20,996	-55,009.52
24/06/2014	HSBC Custody Nominees (Australia) Limited.	-29,843	-78,188.66
25/06/2014	HSBC Custody Nominees (Australia) Limited.	-16,403	-42,647.80
27/06/2014	HSBC Custody Nominees (Australia) Limited.	130,899	301,067.70
27/06/2014	HSBC Custody Nominees (Australia) Limited.	182,808	420,458.40
30/06/2014	HSBC Custody Nominees (Australia) Limited.	-34,332	-80,680.20
1/07/2014	HSBC Custody Nominees (Australia) Limited.	-9,151	-21,962.40
2/07/2014	HSBC Custody Nominees (Australia) Limited.	-9,048	-21,715.20
2/07/2014	HSBC Custody Nominees (Australia) Limited.	-19,826	-47,582.40
<b>Total</b>		<b>3,397,315</b>	<b>8,840,245.23</b>

Date	Registered Company	Quantity	Value
2/05/2014	National Australia Bank Limited	11,550	29,568.00
2/05/2014	National Australia Bank Limited	1,155	2,956.80
2/05/2014	National Australia Bank Limited	25,283	63,460.33
2/05/2014	National Australia Bank Limited	24,518	61,540.18
2/05/2014	National Australia Bank Limited	3,015	7,718.40

5/05/2014	National Australia Bank Limited	2,333	5,855.83
27/05/2014	National Australia Bank Limited	1,530	4,085.10
28/05/2014	National Australia Bank Limited	25,379	69,284.67
29/05/2014	National Australia Bank Limited	89,796	244,245.12
29/05/2014	National Australia Bank Limited	32,766	88,795.86
30/05/2014	National Australia Bank Limited	14,763	40,007.73
2/06/2014	National Australia Bank Limited	43,781	118,646.51
27/06/2014	National Australia Bank Limited	39,883	91,730.90
27/06/2014	National Australia Bank Limited	55,699	128,107.70
	<b>Total</b>	<b>371,451</b>	<b>956,003.13</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/05/2014	UBS Wealth Management	104,765	262,960.15
	<b>Total</b>	<b>104,765</b>	<b>262,960.15</b>

**BT Investment Management (Institutional) Limited Total : 3,873,531 10,059,208.51**

## 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– 02/07/2014

Westpac Banking Corporation	Australia	Packaging Properties 1 Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Packaging Properties 2 Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Packaging Properties 3 Pty Limited	Australia
1925 Advances Pty Limited	Australia	Partnership Pacific Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Partnership Pacific Securities Pty Limited	Australia
Advance Asset Management Limited	Australia	Pashley Investments Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Qvalent Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Reinventure ILP	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	RMS Warehouse Trust 2007-1	Australia
Ascalon Capital Managers Limited	Australia	Sallmoor Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	Securitor Financial Group Limited	Australia
Asgard Capital Management Limited	Australia	Seed Pool Trust No. 2	Australia
Asgard Wealth Solutions Limited	Australia	Series 2007-1G WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2008-1M WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2009-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 1	Australia	Series 2011-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 2	Australia	Series 2011-2 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 3	Australia	Series 2011-3 WST Trust	Australia
Bella Trust No. 2 Series 2012 - 1	Australia	Series 2012-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 1	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 2	Australia	Series 2013-2 WST Trust	Australia
Belliston Pty Limited	Australia	Series 2014-1 WST Trust	Australia
Bill Acceptance Corporation Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
BLE Capital Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Life Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Institutional) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia

BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W1 Investments Pty Limited	Australia
BTIM UK Limited	UK	Waratah Receivables Corp Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Securities Australia Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance (NZ) Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Rent Group Limited	New Zealand	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
			Papua New Guinea
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP No.1 Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 41	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 44	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 48	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 49	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 50	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 52	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 53	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 58	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Europe Limited	UK
Crusade Euro Trust 1E of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac General Insurance Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Services Limited	Australia

eQR Securities Pty. Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Halcyon Securities Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	Singapore	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac New Zealand Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd	USA	Westpac NZ Covered Bond Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac NZ Leasing Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac NZ Operations Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
HLT Custodian Trust	New Zealand	Westpac Overseas Holdings Pty Limited	Australia
Infrastructure GP LLP	UK	Westpac Pacific Limited Partnership	Australia
Infrastructure GP 2 LLP	UK	Westpac Properties Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac RE Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Securities Administration Limited	Australia
JOHCM (Singapore) Pte Limited	Singapore	Westpac Securities Limited	Australia
JOHCM (USA) Inc	USA	Westpac Securities NZ Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Securitisation Management Pty Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Singapore Limited	Singapore
Nationwide Management Pty Limited	Australia	Westpac Structured Products Limited	Australia
Net Nominees Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
North Ryde Office Trust	Australia	Westpac Syndications Management Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Term PIE Fund	New Zealand
Oniston Pty Limited	Australia	Westpac TPS Trust	Australia
		Westpac Unit Trust	Australia
		Westpac USA Inc.	USA

Note: Westpac retains 62.1% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (62.1%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia