



Investment
Management

18 May 2010

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 The Reject Shop 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

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Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme THE REJECT SHOP LIMITED

ACN/ARSN ABN 33 006 122 676

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 14/05/2010

The previous notice was given to the company on 10/02/2010

The previous notice was dated 8/02/2010

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 | 1,306,317 | 5.03% | 1,567,493 | 6.04% |

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 |
|----------------|---|----------------------|---|---|-------------------------|
| 14/05/2010 | WBC & its Associates Westpac Financial Services Group Limited (WFSG), Westpac RE Limited, Asgard Capital Management Limited, Westpac Staff Superannuation Plan PTY LTD, Advance Asset 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 |
|---------------------------------------|--|--|----------------------|
| 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. | 95,683 |
| 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 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. | 5,748 |
| 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. | 205,885 |
| BT Investment Management (RE) Limited | The Northern Trust company Australia and New Zealand Banking Group Limited IAG Nominees Limited National Nominees Limited BNP Fund Services Australasia Pty Limited National Australia Bank Limited Citicorp Nominees Pty Limited National Australian Custodian | 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. | 1,253,607 |

| | | | |
|---|--|--|-------|
| | Services HSBC Custody Nominees (Australia) Limited. | | |
| 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. | 478 |
| Westpac Staff Superannuation Plan PTY LTD | HSBC Custody Nominees (Australia) Limited. | Westpac Staff Superannuation Plan PTY LTD | 6,092 |

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 |
|-----------------------------------|--|
| BT Investment Management Limited | New Responsible Entity or Investment Manager within WBC. |

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 |
| Asgard Capital Management 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 |
| 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 Investment Management (RE) Limited | Level 15, Chifley Tower, 2 Chifley Square, Sydney NSW 2000 |
| THE REJECT SHOP LIMITED | 245 Racecourse Rd Kensington VIC 3031 Ph: (03) 9371 5555 Fx: (03) 9372 1211 |

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 18/5/2010

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 6of 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

Sales & Purchases for the period : 9/02/2010 to 14/05/2010
SECURITY: TRS

Advance Asset Management Limited

| Date | Registered Company | Quantity | Value |
|-------------|---|-----------------|-------------------|
| 9/02/2010 | HSBC Custody Nominees (Australia) Limited. | -3,802 | -50,832.74 |
| 10/02/2010 | HSBC Custody Nominees (Australia) Limited. | -803 | -10,744.14 |
| 16/02/2010 | HSBC Custody Nominees (Australia) Limited. | 1,628 | 22,482.68 |
| 22/02/2010 | HSBC Custody Nominees (Australia) Limited. | -3,836 | -60,148.48 |
| 24/02/2010 | HSBC Custody Nominees (Australia) Limited. | -1,491 | -23,468.34 |
| 25/02/2010 | HSBC Custody Nominees (Australia) Limited. | -797 | -12,656.36 |
| 14/03/2010 | HSBC Custody Nominees (Australia) Limited. | 26,119 | 437,232.06 |
| 14/03/2010 | HSBC Custody Nominees (Australia) Limited. | -26,119 | -437,232.06 |
| 17/03/2010 | HSBC Custody Nominees (Australia) Limited. | 1,652 | 26,762.40 |
| 24/03/2010 | HSBC Custody Nominees (Australia) Limited. | -875 | -14,796.25 |
| 25/03/2010 | HSBC Custody Nominees (Australia) Limited. | 2,179 | 35,234.43 |
| 29/03/2010 | HSBC Custody Nominees (Australia) Limited. | -7,373 | -120,474.82 |
| 30/03/2010 | HSBC Custody Nominees (Australia) Limited. | 796 | 12,990.72 |
| 7/04/2010 | HSBC Custody Nominees (Australia) Limited. | -46 | -770.96 |
| 8/04/2010 | HSBC Custody Nominees (Australia) Limited. | -3,279 | -55,382.31 |
| 12/04/2010 | HSBC Custody Nominees (Australia) Limited. | -2,923 | -48,726.41 |
| 14/04/2010 | HSBC Custody Nominees (Australia) Limited. | 26,119 | 437,232.06 |
| 21/04/2010 | HSBC Custody Nominees (Australia) Limited. | 4,259 | 72,232.64 |
| 14/05/2010 | HSBC Custody Nominees (Australia) Limited. | 7,768 | 124,598.72 |
| | Total | 19,176 | 333,532.84 |
| | Advance Asset Management Limited Total : | 19,176 | 333,532.84 |

Asgard Capital Management Limited

| Date | Registered Company | Quantity | Value |
|-------------|--|-----------------|-----------------|
| 23/02/2010 | ASGARD Capital Management Limited | 217 | 3,367.84 |
| 16/03/2010 | ASGARD Capital Management Limited | 210 | 3,393.60 |
| 19/03/2010 | ASGARD Capital Management Limited | 100 | 1,676.00 |
| | Total | 527 | 8,437.44 |
| | Asgard Capital Management Limited Total : | 527 | 8,437.44 |

BT Funds Management No.2 Limited

| Date | Registered Company | Quantity | Value |
|-------------|--|-----------------|-------------------|
| 9/02/2010 | HSBC Custody Nominees (Australia) Limited. | 5,971 | 80,071.11 |
| 10/02/2010 | HSBC Custody Nominees (Australia) Limited. | 648 | 8,754.48 |
| 10/02/2010 | HSBC Custody Nominees (Australia) Limited. | 24,542 | 332,053.26 |
| 11/02/2010 | HSBC Custody Nominees (Australia) Limited. | 2,309 | 31,263.86 |
| 11/02/2010 | HSBC Custody Nominees (Australia) Limited. | 18 | 242.64 |
| 12/02/2010 | HSBC Custody Nominees (Australia) Limited. | 2,553 | 34,465.50 |
| 15/02/2010 | HSBC Custody Nominees (Australia) Limited. | 2,948 | 39,827.48 |
| 12/03/2010 | HSBC Custody Nominees (Australia) Limited. | 604 | 9,645.88 |
| | Total | 39,593 | 536,324.21 |

BT Funds Management No.2 Limited Total : 39,593 536,324.21

BT Investment Management (RE) Limited

| Date | Registered Company | Quantity | Value |
|------------|---|--------------|------------------|
| 9/02/2010 | Australia and New Zealand Banking Group Limited | 392 | 5,256.72 |
| 10/02/2010 | Australia and New Zealand Banking Group Limited | 1,599 | 21,634.47 |
| 10/02/2010 | Australia and New Zealand Banking Group Limited | 42 | 567.42 |
| 11/02/2010 | Australia and New Zealand Banking Group Limited | 1 | 13.48 |
| 11/02/2010 | Australia and New Zealand Banking Group Limited | 150 | 2,031.00 |
| 12/02/2010 | Australia and New Zealand Banking Group Limited | 164 | 2,214.00 |
| 15/02/2010 | Australia and New Zealand Banking Group Limited | 189 | 2,553.39 |
| 12/03/2010 | Australia and New Zealand Banking Group Limited | 97 | 1,549.09 |
| | Total | 2,634 | 35,819.57 |

| Date | Registered Company | Quantity | Value |
|-----------|---|--------------|------------------|
| 6/04/2010 | BNP Fund Services Australasia Pty Limited | 1,143 | 18,973.80 |
| | Total | 1,143 | 18,973.80 |

| Date | Registered Company | Quantity | Value |
|-----------|-------------------------------|--------------|------------------|
| 6/04/2010 | Citicorp Nominees Pty Limited | 1,567 | 26,012.20 |
| | Total | 1,567 | 26,012.20 |

| Date | Registered Company | Quantity | Value |
|------------|--|----------------|---------------------|
| 9/02/2010 | HSBC Custody Nominees (Australia) Limited. | 22,004 | 295,073.64 |
| 10/02/2010 | HSBC Custody Nominees (Australia) Limited. | 2,383 | 32,194.33 |
| 10/02/2010 | HSBC Custody Nominees (Australia) Limited. | 90,229 | 1,220,798.37 |
| 11/02/2010 | HSBC Custody Nominees (Australia) Limited. | 64 | 862.72 |
| 11/02/2010 | HSBC Custody Nominees (Australia) Limited. | 8,305 | 112,449.70 |
| 12/02/2010 | HSBC Custody Nominees (Australia) Limited. | 9,198 | 124,173.00 |
| 15/02/2010 | HSBC Custody Nominees (Australia) Limited. | 12,120 | 163,741.20 |
| 12/03/2010 | HSBC Custody Nominees (Australia) Limited. | 12,468 | 199,113.96 |
| 14/04/2010 | HSBC Custody Nominees (Australia) Limited. | -4,231 | -70,826.94 |
| | Total | 152,540 | 2,077,579.98 |

| Date | Registered Company | Quantity | Value |
|-----------|----------------------|---------------|-------------------|
| 6/04/2010 | IAG Nominees Limited | 316 | 5,245.60 |
| 6/04/2010 | IAG Nominees Limited | -4,427 | -73,488.20 |
| | Total | -4,111 | -68,242.60 |

| Date | Registered Company | Quantity | Value |
|------------|---------------------------------|---------------|--------------------|
| 5/03/2010 | National Australia Bank Limited | -13,966 | -220,662.80 |
| 6/04/2010 | National Australia Bank Limited | 1,123 | 18,641.80 |
| 14/04/2010 | National Australia Bank Limited | 4,231 | 70,826.94 |
| | Total | -8,612 | -131,194.06 |

| Date | Registered Company | Quantity | Value |
|------------|--|----------|------------|
| 9/02/2010 | National Australian Custodian Services | 3,692 | 49,509.72 |
| 9/02/2010 | National Australian Custodian Services | 1,940 | 26,015.40 |
| 9/02/2010 | National Australian Custodian Services | 736 | 9,869.76 |
| 10/02/2010 | National Australian Custodian Services | 15,118 | 204,546.54 |
| 10/02/2010 | National Australian Custodian Services | 399 | 5,394.48 |
| 10/02/2010 | National Australian Custodian Services | 207 | 2,796.57 |

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| | | | |
|------------|--|---------------|-------------------|
| 10/02/2010 | National Australian Custodian Services | 7,853 | 106,251.09 |
| 10/02/2010 | National Australian Custodian Services | 3,015 | 40,792.95 |
| 10/02/2010 | National Australian Custodian Services | 80 | 1,081.60 |
| 11/02/2010 | National Australian Custodian Services | 1,421 | 19,240.34 |
| 11/02/2010 | National Australian Custodian Services | 11 | 148.39 |
| 11/02/2010 | National Australian Custodian Services | 737 | 9,978.98 |
| 11/02/2010 | National Australian Custodian Services | 6 | 80.94 |
| 11/02/2010 | National Australian Custodian Services | 284 | 3,845.36 |
| 11/02/2010 | National Australian Custodian Services | 2 | 26.98 |
| 12/02/2010 | National Australian Custodian Services | 1,544 | 20,844.00 |
| 12/02/2010 | National Australian Custodian Services | 802 | 10,827.00 |
| 12/02/2010 | National Australian Custodian Services | 307 | 4,144.50 |
| 15/02/2010 | National Australian Custodian Services | 1,799 | 24,322.48 |
| 15/02/2010 | National Australian Custodian Services | 936 | 12,645.36 |
| 15/02/2010 | National Australian Custodian Services | 358 | 4,840.16 |
| 12/03/2010 | National Australian Custodian Services | 923 | 14,740.31 |
| 12/03/2010 | National Australian Custodian Services | 478 | 7,633.66 |
| 12/03/2010 | National Australian Custodian Services | 171 | 2,730.87 |
| | Total | 42,819 | 582,307.44 |

| Date | Registered Company | Quantity | Value |
|------------|---------------------------|--------------|-------------------|
| 9/02/2010 | National Nominees Limited | 1,119 | 15,005.79 |
| 10/02/2010 | National Nominees Limited | 121 | 1,635.92 |
| 10/02/2010 | National Nominees Limited | 4,583 | 62,007.99 |
| 11/02/2010 | National Nominees Limited | 431 | 5,835.74 |
| 11/02/2010 | National Nominees Limited | 3 | 40.47 |
| 12/02/2010 | National Nominees Limited | 468 | 6,318.00 |
| 15/02/2010 | National Nominees Limited | 546 | 7,381.92 |
| 12/03/2010 | National Nominees Limited | 259 | 4,136.23 |
| | Total | 7,530 | 102,362.06 |

| Date | Registered Company | Quantity | Value |
|-----------|----------------------------|------------|-----------------|
| 6/04/2010 | The Northern Trust company | 65 | 1,079.00 |
| 6/04/2010 | The Northern Trust company | 213 | 3,535.80 |
| | Total | 278 | 4,614.80 |

BT Investment Management (RE) Limited Total : 195,788 2,648,233.19

Westpac Staff Superannuation Plan PTY LTD

| Date | Registered Company | Quantity | Value |
|------------|--|--------------|-------------------|
| 15/04/2010 | HSBC Custody Nominees (Australia) Limited. | 2,550 | 42,661.50 |
| 19/04/2010 | HSBC Custody Nominees (Australia) Limited. | 3,542 | 59,186.82 |
| | Total | 6,092 | 101,848.32 |

**Westpac Staff Superannuation Plan PTY LTD
Total : 6,092 101,848.32**

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

Rebecca Farrell – Company Secretary WBC– 14/05/2010

| | | | |
|--|-------------|--|-------------|
| 1925 (Commercial) Pty Limited | Australia | Secure Australian Facilities Environment Partnership Pty Limited | Australia |
| 1925 (Industrial) Pty Limited | Australia | Securitor Financial Group Limited | Australia |
| 1925 (Insurance Premium Funding) Pty Limited | Australia | Series 2002-1G WST Trust | Australia |
| 1925 (Properties) Pty Limited | Australia | Series 2005-1G WST Trust | Australia |
| 1925 Advances Pty Limited | Australia | Series 2007-1G WST Trust | Australia |
| 1925 House Pty Limited | Australia | Series 2007-1M WST Trust | Australia |
| A.C.N. 001 231 027 Pty Limited | Australia | Series 2008-1M WST Trust | Australia |
| A.F.G. Insurances Limited (in vol administration) | Australia | Sixty Martin Place (Holdings) Pty Limited | Australia |
| A.G.C. (Pacific) Limited | PNG | Southern Cross Inc. | USA |
| Advance Asset Management Limited | Australia | St.George (Note Issuing Vehicle Only) Pty Limited | Australia |
| Advance Leasing Limited | Australia | St.George APL Pty Limited | Australia |
| Agri Private Capital Management Limited | New Zealand | St.George Bank Employee Share Trust | Australia |
| Altitude Administration Pty Limited | Australia | St.George Bank Limited2 | Australia |
| Altitude Rewards Pty Limited | Australia | St.George Business Finance Pty Limited | Australia |
| Aotearoa Financial Services Limited | New Zealand | St.George Commercial Credit Corporation Limited | Australia |
| Asgard Capital Management Limited | Australia | St.George Crusade Investment Pty Limited | Australia |
| Asgard Wealth Solutions Limited | Australia | St.George Custodial Pty Limited | Australia |
| Assirt Software Pty Limited | Australia | St.George Dragon Investments Pty Limited | Australia |
| Athena Finance Pty Limited | Australia | St.George Equity Finance Limited | Australia |
| Augusta (1962) Limited | New Zealand | St.George Finance Holdings Limited | Australia |
| Australian Infrastructure Fund International 1 Pty Limited | Australia | St.George Finance Limited | Australia |
| Australian Loan Processing Security Company Pty Limited | Australia | St.George Financial Investments 1 Pty Limited | Australia |
| Australian Loan Processing Security Trust | Australia | St.George Financial Investments New Zealand Limited | New Zealand |
| Autodirect Pty Limited | Australia | St.George Financial Services Limited | Australia |
| Beech Trust | Australia | St.George Group Holdings Pty Limited | Australia |
| Belliston Pty Limited | Australia | St.George Insurance Australia Pty Limited | Australia |
| Bill Acceptance Corporation Limited | Australia | St.George Life Limited | Australia |
| BLE Capital (NZ) Limited | New Zealand | St.George Management Services Pty Limited | Australia |
| BLE Capital Investments Pty Limited | Australia | St.George Motor Finance Limited | Australia |
| BLE Capital Limited | Australia | St.George New Zealand Limited | New Zealand |
| BLE Development Pty Limited | Australia | St.George Procurement Management Pty Limited | Australia |
| BLE Holdings Pty Limited | Australia | St.George Pte Limited | Singapore |
| Brenmar Holdings Pty Limited | Australia | St.George Security Holdings Pty Limited | Australia |
| BT (Queensland) Pty Limited | Australia | St.George Wealth Management Pty Limited | Australia |
| BT Australia Corporate Services Pty Limited | Australia | St.George WEL Pty. Limited | Australia |
| BT Australia Pty Limited | Australia | Sydney Capital Corp Inc | USA |
| BT Finance & Investments Pty Limited | Australia | Tasman Funding No.1 Limited | New Zealand |
| BT Finance Pty Limited | Australia | Tasman Funding No.2 Limited | New Zealand |
| BT Financial Group (NZ) Limited | New Zealand | Tasman Pacific Investments Pty Limited | Australia |
| BT Financial Group Pty Limited | Australia | Tavarua Funding Trust III | Australia |
| BT Funds Management (NZ) Limited | New Zealand | Tavarua Funding Trust IV | USA |
| BT Funds Management Limited | Australia | TBNZ Capital Limited | New Zealand |
| BT Funds Management No.2 Limited | Australia | TBNZ Developments Limited | New Zealand |
| BT Investment Management No.2 Limited | Australia | TBNZ Equity Limited | New Zealand |
| BT Investment Management No.3 Pty Limited | Australia | TBNZ Investments (UK) Limited | UK |
| BT Investment Management (RE) Limited | Australia | TBNZ Investments Limited | New |

| | | | |
|--|------------|---|--------------------------|
| | | | Zealand |
| BT Investment Management Limited | Australia | TBNZ Limited | New Zealand |
| BT Life Limited | Australia | Teuton Pty Limited | Australia |
| BT Nominees Pty Limited | Australia | The Exchange Plaza Trust | Australia New Zealand |
| BT Portfolio Services Limited | Australia | The Home Mortgage Company Limited | Zealand |
| BT Securities Limited | Australia | The Mortgage Company Pty Limited | Australia |
| Buchelin Pty Limited | Australia | The Swan Trust | Australia New Zealand |
| Canberra Advance Property Limited | Australia | The Warehouse Financial Services Limited | Zealand |
| Castlereagh Pacific Investments Pty Limited | Australia | TIF International 1 Pty Limited | Australia |
| Castlereagh Trust | Australia | Value Nominees Pty Limited | Australia |
| CBA Limited | Australia | Victor Finance Pty Limited | Australia |
| Challenge Finance Pty Limited | Australia | Victor Funding Pty Limited | Australia |
| Challenge Funds Management Pty Limited | Australia | Votraint No.1182 Pty Limited | Australia |
| Challenge Information Technology Pty Limited | Australia | VS&L Insurance Agency Pty Limited | Australia |
| Challenge Limited | Australia | VS&L Services Pty Limited | Australia |
| Chifley Services Pty Limited | Australia | W1 Investments Pty Limited | Australia New Zealand |
| Codrington S.a.r.l. | Luxembourg | Waratah Receivables Corp (NZ) Limited | Zealand |
| Colmso Pty Limited | Australia | Waratah Receivables Corp Pty Limited | Australia |
| Colmtea Pty Limited | Australia | Waratah Securities Australia Limited | Australia New Zealand |
| Como Properties Pty Limited | Australia | Westpac (NZ) Investments Limited | Zealand |
| Comserv (No 3011) Pty Limited | Australia | Westpac Administration Pty Limited | Australia |
| Crusade ABS Series 2008-1 | Australia | Westpac Altitude Rewards Trust | Australia |
| Crusade ABS Series 2008-2 | Australia | Westpac Americas Inc. | USA |
| Crusade CP Management Pty Limited | Australia | Westpac Asian Lending Pty Limited | Australia |
| Crusade CP Trust No. 33 | Australia | Westpac Asset Services Pty Limited | Australia |
| Crusade CP Trust No. 35 | Australia | Westpac Bank of Tonga | Tonga |
| Crusade CP Trust No. 41 | Australia | Westpac Bank Samoa Limited | Samoa |
| Crusade CP Trust No. 42 | Australia | Westpac Banking Corporation | Australia |
| Crusade CP Trust No. 44 | Australia | Westpac Bank-PNG-Limited | PNG |
| Crusade CP Trust No. 45 | Australia | Westpac Capital Corporation (US) | 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 New Zealand |
| Crusade CP Trust No. 52 | Australia | Westpac Capital-NZ-Limited | 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 Custodian Nominees Limited | Australia |
| Crusade CP Trust No. 56 | Australia | Westpac Debt Securities Pty Limited | Australia |
| Crusade CP Trust No. 57 | Australia | Westpac Delta LLC | USA |
| Crusade CP Trust No. 58 | Australia | Westpac Direct Equity Investments Pty Limited | Australia |
| Crusade CP Trust No. 59 | Australia | Westpac Equipment Finance (No.1) Pty Limited | Australia |
| Crusade CP Trust No. 60 | Australia | Westpac Equipment Finance Limited | Australia |
| Crusade Euro Trust 1E of 2004 | Australia | Westpac Equity Holdings Pty Limited | Australia New Zealand |
| Crusade Euro Trust 1E of 2006 | Australia | Westpac Equity Investments NZ Limited | Zealand |
| Crusade Euro Trust 1E of 2007 | Australia | Westpac Equity Pty Limited | Australia |
| Crusade Global Trust 1 of 2003 | Australia | Westpac Europe Limited | UK |
| Crusade Global Trust 1 of 2004 | Australia | Westpac Finance (HK) Limited | Hong Kong New Zealand |
| Crusade Global Trust 1 of 2005 | Australia | Westpac Finance Limited | Zealand |
| Crusade Global Trust 1 of 2006 | Australia | Westpac Financial Consultants Limited | Australia |
| Crusade Global Trust 1 of 2007 | Australia | Westpac Financial Services Group Limited | Australia New Zealand |
| Crusade Global Trust 2 of 2003 | Australia | Westpac Financial Services Group-NZ-Limited | Zealand |
| Crusade Global Trust 2 of 2004 | Australia | Westpac Financial Services Limited | Australia |

| | | | |
|--|-------------|---|--------------------------|
| Crusade Global Trust 2 of 2005 | Australia | Westpac Financial Synergy Limited | New Zealand |
| 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 1 of 2008 | Australia | Westpac Funds Financing Pty Limited | Australia |
| Crusade Trust 1A of 2005 | Australia | Westpac Funds Management Administration Pty Limited | Australia |
| Crusade Trust 1P of 2008 | Australia | Westpac Funds Management Limited | Australia |
| Crusade Trust 2P of 2008 | Australia | Westpac General Insurance Limited | Australia |
| Crusade Trust No 1A of 2002 | Australia | Westpac General Insurance Services Limited | Australia New Zealand |
| Danaby Pty Limited | Australia | Westpac Group Investment-NZ-Limited | New Zealand |
| Developmental Learning Centres Pty Limited | Australia | Westpac Group Investments Australia Pty Limited | Australia New Zealand |
| Dragon Investments Services Limited | Australia | Westpac Holdings-NZ-Limited | New Zealand |
| Dysty Pty Limited | Australia | Westpac Information Technology Services Pty Limited | Australia |
| Enfield Downs Pty Limited | Australia | Westpac Investment Capital Corporation | USA |
| FAI No. 2 Trust | Australia | Westpac Investment Vehicle No.2 Pty Limited | Australia |
| Fairlawn Holding Trust | Australia | Westpac Investment Vehicle No.3 Pty Limited | Australia |
| First Residential Property Trust | Australia | Westpac Investment Vehicle No.4 Pty Limited | Australia |
| G.C.L. Investments Limited | Australia | Westpac Investment Vehicle Pty Limited | Australia |
| Gemini Trust | Australia | Westpac Investments U.K. Limited | UK New Zealand |
| General Credit Holdings Pty Limited | Australia | Westpac Lease Discounting-NZ-Limited | New Zealand |
| General Credits Pty Limited | Australia | Westpac Leasing Nominees Pty Limited | Australia |
| Halcyon Securities Limited | Australia | Westpac Leasing Nominees-Vic.-Pty Limited | Australia |
| Hargrave Investments Pty Limited | Australia | Westpac Leasing Pty Limited | Australia |
| Hastings Advisers LLC | USA | Westpac Lenders Mortgage Insurance Limited | Australia |
| Hastings Forestry Investments Limited | New Zealand | Westpac Life Insurance Services Limited | Australia New Zealand |
| Hastings Forests Australia Pty Limited | Australia | Westpac Life-NZ-Limited | New Zealand |
| Hastings Funds Management (UK) Limited | UK | Westpac Matching Gifts Limited | Australia New Zealand |
| Hastings Funds Management (USA) Inc. | USA | Westpac New Zealand Group Limited | Zealand New Zealand |
| Hastings Funds Management Limited | Australia | Westpac New Zealand Limited | Zealand New Zealand |
| Hastings Group Pty Limited | Australia | Westpac Nominees-NZ-Limited | Zealand New Zealand |
| Hastings Management Pty Limited | Australia | Westpac NZ Funding Limited | Zealand New Zealand |
| Hastings Private Equity Fund IIA Pty Limited | Australia | Westpac NZ Operations Limited | Zealand New Zealand |
| Hastings Private Equity Fund IIB Pty Limited | Australia | Westpac NZ Securitisation Holdings Limited | Zealand New Zealand |
| Hickory Trust | Australia | Westpac NZ Securitisation Limited | Zealand New Zealand |
| Hitton Pty Limited | Australia | Westpac Operations Integrated Limited | Zealand |
| HLT Custodian Trust | New Zealand | Westpac Overseas Holdings No. 2 Pty Limited | Australia |
| Infrastructure Australia (No.1) Limited | Australia | Westpac Overseas Holdings Pty Limited | Australia New Zealand |
| Infrastructure Australia (No.3) Limited | Australia | Westpac Overseas Investments Limited | Zealand |
| Infrastructure Australia (No.4) Limited | Australia | Westpac Pacific Limited Partnership | Australia |
| Jacaranda Trust | Australia | Westpac Private Equity Pty Limited | Australia |
| Magnitude Group Pty Limited | Australia | Westpac Properties Limited | Australia |
| Mayfair (Australia) Investments Limited | Australia | Westpac Properties-Vic-Limited | Australia |
| MIF Custodian Trust | New Zealand | Westpac Property Investments Pty Limited | Australia |
| Minami Investments Pty Limited | Australia | Westpac Real Estate Investment Trust I | Australia |
| Mortgage Management Limited | Australia | Westpac Real Estate Investment Trust II | Australia |
| Nationwide Management Pty Limited | Australia | Westpac Residential Property Trust | Australia |
| Net Nominees Limited | Australia | Westpac Resources and Infrastructure Pty Limited | Australia |
| Oakjet Pty Limited | Australia | Westpac Securities Administration Limited | Australia |
| Oniston Pty Limited | Australia | Westpac Securities Inc. | USA |
| Orion Trust | Australia | Westpac Securities Limited | Australia New Zealand |
| Pacific Structured Funding Limited | Australia | Westpac Securities NZ Limited | Zealand |

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| Packaging Properties 1 Pty Limited | Australia | Westpac Securitisation Holdings Pty Limited | Australia |
| Packaging Properties 2 Pty Limited | Australia | Westpac Securitisation Management Pty Limited | Australia |
| Packaging Properties 3 Pty Limited | Australia | Westpac Singapore Limited | Singapore |
| Pact Accountants Investment Group Pty Limited | Australia | Westpac Structured Management Pty Limited | Australia |
| Partnership Pacific Limited | Australia | Westpac Structured Products Limited | Australia New Zealand |
| Partnership Pacific Securities Limited | Australia | Westpac Superannuation Nominees-NZ-Limited | Zealand |
| Pashley Investments Pty Limited | Australia | Westpac Syndications Management Pty Limited | Australia |
| PersonalDirect Limited | Australia | Westpac TPS Trust | Australia |
| PF No. 2 | New Zealand | Westpac Training Services Pty Limited | Australia |
| Phoenix Trust | Australia | Westpac Unit Trust | Australia |
| Qvalent Pty Limited | Australia | Westpac USA Inc. | USA New Zealand |
| RAMS Financial Group Pty Limited | Australia | WestpacTrust Securities-NZ-Limited | Zealand |
| Real Estate Investment Trust A | Australia | WFAL No.1 Loan Trust | Hong Kong |
| Real Estate Investment Trust B | Australia | Wollemi Trust | Australia |
| RESI-Statewide Mortgage Corporation Pty Limited | Australia | Wollemi Trust 2005 – 1 | Australia |
| RMS Warehouse Trust 2007-1 | Australia | WST Funding Trust New Zealand | Australia New Zealand |
| Sallmoor Pty Limited | Australia | WST Funding Trust New Zealand - NZ branch | Zealand New Zealand |
| Sarnia Pty Limited | Australia | WST-NZ Warehouse Trust #1 | Zealand |

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

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| BT Investment Mangement Limited (60%) | | | Australia |
| BT Investment Mangement (RE) Limited (Subsidiary of BT Investment Management Limited) | | | Australia |