

7 June 2004

Company Announcements
Australian Stock Exchange
Level 10
20 Bond Street
SYDNEY NSW 2000

Notice of change in interest of substantial holder- MPI Mines Limited

ANZ gives this notice of change in interest of substantial holding in respect of MPI Mines Limited.

Yours faithfully

John Priestley

Company Secretary

Form **604**
Corporations Act 2001
Section 671B

Notice of change in interests of substantial holder

To Company Name MPI Mines Limited (the "Entity")
ACN/ABN 054 584 191

1. Details of substantial holder

Name Australia and New Zealand Banking Group Limited (ANZ)
ACN/ABN (if applicable) 11 005 357 522

There was a change in the interests of the substantial holder on 04 June 2004.
The previous notice was given to the company on 13 January 2004.
The previous notice was dated 13 January 2004.

This notice is given by ANZ on behalf of itself and each of the related bodies corporate of ANZ ("ANZ Subsidiaries") specified in the list of 8 pages annexed to this notice and marked Schedule 'A'.

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 had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power %	Person's votes	Voting power %
Ordinary Fully Paid Shares	9,353,156	8.63	9,555,581	7.42

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
02/01/04	ANZ and each of the ANZ Subsidiaries	ANZ understands that ING Australia Limited ("INGA") has acquired relevant interests in the shares referred to in the adjacent columns. ANZ and each of the ANZ Subsidiaries is taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of it having voting power above 20 % in INGA and consequently has acquired relevant interests in those shares.	Not applicable	72,266 Ordinary Fully Paid Shares	72,266
05/01/04				164,792 Ordinary Fully Paid Shares	164,792
06/01/04				45,000 Ordinary Fully Paid Shares	45,000
09/02/04				1,894,633 Ordinary Fully Paid Shares	1,894,633
12/02/04	ANZ and ANZ Subsidiaries	ANZ understands that ING Australia Limited ("INGA") has ceased to have relevant interests in the shares referred to in the adjacent columns. ANZ and each of the ANZ Subsidiaries is taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of it having voting power above 20 % in INGA and consequently has ceased to have relevant interests in those shares.	Not applicable	626,685 Ordinary Fully Paid Shares	626,685
13/02/04	ANZ and each of the ANZ Subsidiaries	ANZ understands that ING Australia Limited ("INGA") has acquired relevant interests in the shares referred to in the adjacent columns. ANZ and each of the ANZ Subsidiaries is taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of it having voting power above 20 % in INGA and consequently has acquired relevant interests in those shares.	Not applicable	16,455 Ordinary Fully Paid Shares	16,455
16/02/04				10,615 Ordinary Fully Paid Shares	10,615
17/02/04				6,796 Ordinary Fully Paid Shares	6,796
18/02/04				8,104 Ordinary Fully Paid Shares	8,104
20/02/04				9,073 Ordinary Fully Paid Shares	9,073
27/02/04				10,871 Ordinary Fully Paid Shares	10,871

22/03/04	ANZ and ANZ Subsidiaries	ANZ understands that ING Australia Limited ("INGA") has ceased to have relevant interests in the shares referred to in the adjacent columns. ANZ and each of the ANZ Subsidiaries is taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of it having voting power above 20 % in INGA and consequently has ceased to have relevant interests in those shares.	Not applicable	300,000 Ordinary Fully Paid Shares	300,000
23/03/04				267,100 Ordinary Fully Paid Shares	267,100
25/03/04				90,900 Ordinary Fully Paid Shares	90,900
31/03/04	ANZ and each of the ANZ Subsidiaries	ANZ understands that ING Australia Limited ("INGA") has acquired relevant interests in the shares referred to in the adjacent columns. ANZ and each of the ANZ Subsidiaries is taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of it having voting power above 20 % in INGA and consequently has acquired relevant interests in those shares.	Not applicable	18,600 Ordinary Fully Paid Shares	18,600
21/04/04	ANZ and ANZ Subsidiaries	ANZ understands that ING Australia Limited ("INGA") has ceased to have relevant interests in the shares referred to in the adjacent columns. ANZ and each of the ANZ Subsidiaries is taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of it having voting power above 20 % in INGA and consequently has ceased to have relevant interests in those shares.	Not applicable	4,311 Ordinary Fully Paid Shares	4,311
22/04/04				25,207 Ordinary Fully Paid Shares	25,207
23/04/04				129,352 Ordinary Fully Paid Shares	129,352
26/04/04				19,130 Ordinary Fully Paid Shares	19,130
27/04/04				58,895 Ordinary Fully Paid Shares	58,895
28/04/04				16,200 Ordinary Fully Paid Shares	16,200
26/05/04				17,000 Ordinary Fully Paid Shares	17,000
04/06/04				500,000 Ordinary Fully Paid Shares	500,000

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ANZ and each of the ANZ Subsidiaries	Believed to be Chase Manhattan Nominees Limited as custodian for Resources Opportunities Trust	Believed to be Chase Manhattan Nominees Limited as custodian for Resources Opportunities Trust	Taken under section 608(3)(a) of the Corporations Act 2001 to have the same relevant interests in the Entity as INGA by reason of the holder having voting power above 20% in INGA.	400,000 Ordinary Fully Paid Shares	400,000
	Believed to be Chase Manhattan Nominees Limited as custodian for Small Companies Growth Trust	Believed to be Chase Manhattan Nominees Limited as custodian for Small Companies Growth Trust		66,000 Ordinary Fully Paid Shares	66,000
	Believed to be Chase Manhattan Nominees Limited as custodian for ING Sustainable Investments - Australian Share Fund	Believed to be Chase Manhattan Nominees Limited as custodian for ING Sustainable Investments - Australian Share Fund		86,829 Ordinary Fully Paid Shares	86,829
	Believed to be Chase Manhattan Nominees Limited as custodian for Small Companies Pool	Believed to be Chase Manhattan Nominees Limited as custodian for Small Companies Pool		9,002,752 Ordinary Fully Paid Shares	9,002,752

5. Changes in association

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

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	Not Applicable

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ANZ	Level 6, 100 Queen Street, Melbourne VIC 3000
ANZ Subsidiaries	As set out in the list of 8 pages annexed to this notice and marked "A"
INGA	Level 13, 347 Kent Street, Sydney NSW 2000

Signature

print name John Priestley

capacity Secretary

sign here _____

date 7 June 2004 _____

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 12 of the Corporations Act 2001.

⁽³⁾ See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

⁽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 or scheme multiplied by 100.

⁽⁶⁾ The person's votes divided by the total votes in the body corporate or 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 a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

⁽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 change in that association since the last substantial holding notice.

Annexure "A"

This is the Annexure of 8 pages marked "A" referred

to in the form 604 Notice of change in interest of substantial holder

Signed by me and dated 7 June 2004

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John Priestley - Secretary

Australia and New Zealand Banking Group Limited

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

Related Bodies Corporate

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
Australia	AFT Investors Services Pty Ltd		1	3/5/54
Australia	Alliance Holdings Limited		1	9/8/56
American Samoa	Amerika Samoa Bank Inc.		22	26/5/78
Australia	ANZcover Insurance Pty Ltd		1	24/4/98
Australia	ANZEST Pty Ltd		1	17/10/97
Australia	ANZ Adelaide Group Pty Ltd		1	21/12/28
Australia	Penplaza Investments Pty. Limited		1	11/4/90
Australia	ANZ Aircraft Finance Pty Ltd		1	7/7/94
Australia	ANZ Capel Court Limited		1	22/4/69
Australia	ANZIS Holdings Pty Ltd	60%	1	17/11/00
Australia	ANZ Infrastructure Services Ltd (12.5% owned by ANZIS Holdings Pty Ltd)		1	1/12/00
Australia	Capel Court International Investments Pty Ltd		1	9/1/85
Australia	Capel Court Management Limited		1	1/7/59
Australia	Valuta Group Pty. Limited		1	3/2/87
Australia	Valuta (No. 2) Pty. Limited		1	11/6/85
Australia	Valuta Properties Pty. Limited		1	5/4/89
Australia	ANZ Capital Funding Pty Ltd		1	11/8/03
Australia	ANZ Capital Hedging Pty Ltd		1	27/9/85
Delaware, USA	ANZ Capital LLC I		32	18/11/03
Delaware, USA	ANZ Capital LLC II		32	18/11/03
Australia	ANZ Commodity Trading Pty Ltd		1	3/5/01
Australia	ANZ Custodians Pty Ltd		1	9/5/97
Delaware, USA	ANZ (Delaware) Inc.		3	17/8/83
Australia	ANZ Executors & Trustee Company Limited		1	17/3/83
Australia	ANZ Executors & Trustee Company (Canberra) Limited		1	19/5/60
Australia	ANZ Fiduciary Services Pty Ltd		1	28/5/02
Australia	ANZ Financial Products Pty Ltd		1	5/7/94

Annexure “A”

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
Australia	ANZ Funds Pty. Ltd.		1	13/3/64
Samoa	ANZ Bank (Samoa) Limited		7	1/10/90
New Zealand	ANZ Holdings (New Zealand) Limited		6	30/3/88
New Zealand	ANZ Banking Group (New Zealand) Limited		6	23/10/79
New Zealand	ANZ Investment Services (New Zealand) Limited		6	17/2/88
New Zealand	Bage Investments Limited		6	2/11/87
New Zealand	Endeavour Equities Limited		6	8/12/00
New Zealand	Endeavour Finance Limited		6	24/9/99
New Zealand	Tui Endeavour Limited		6	10/7/92
New Zealand	Endeavour Securities Limited		6	24/9/99
New Zealand	Tui Securities Limited		6	19/12/00
New Zealand	UDC Finance Limited		6	1/4/38
New Zealand	ANZ Specialised Asset Finance (New Zealand) Limited		6	6/9/02
New Zealand	Loan Service Centre (New Zealand) Limited		6	13/3/00
New Zealand	Truck Leasing Limited		6	14/2/90
New Zealand	Eftpos New Zealand Limited		6	8/6/94
New Zealand	Always There Limited		6	20/3/00
Australia	EFT-POS Australia Pty Ltd		1	17/11/95
New Zealand	Samson Funding Limited		6	4/11/03
Pakistan	ANZ Capital Pakistan (Pvt) Limited (5% owned by ANZ)		28	1/11/01
India	ANZ Capital Pvt. Limited	97.96%	29	7/11/01
Hong Kong	ANZ International (Hong Kong) Limited		17	10/10/72
Hong Kong	ANZ Asia Limited		17	16/12/80
Vanuatu	ANZ Bank (Vanuatu) Limited		8	3/9/85
Vanuatu	La Serigne Limited	99%	8	13/12/91
Vanuatu	Bay Developments Limited (50% owned by La Serigne Limited)		8	30/10/01
Vanuatu	Whitehall Investments Limited (50% owned by La Serigne Limited)		8	30/10/01
Singapore	ANZ International Private Limited		15	10/2/87
Singapore	ANZCOVER Pte. Ltd.		16	9/5/87
Singapore	ANZ Singapore Limited		15	26/12/86
Singapore	ANZ IPB Nominees Pte Ltd		15	27/7/00
Singapore	Torridon Pte Ltd		15	5/8/97
India	ANZ Information Technology Pvt Limited		9	7/6/88
Cook Islands	ANZ/V-Trac International Leasing Company	95%	20	16/9/98
Kiribati	Bank of Kiribati Ltd	75%	24	30/8/84
Australia	Binnstone Traders Pty Limited		1	29/4/69
Australia	Deori Pty Ltd		1	13/4/99
Australia	LFD Limited (25.06% owned by ANZ)		1	29/10/52
Australia	GNPL Pty Ltd		1	10/12/30
Australia	RFDL Pty Ltd		1	1/4/37
England	Minerva Holdings Limited		14	5/4/83

Annexure “A”

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
England	ANZEF Limited		14	1/1/34
England	ANZEF Leasing No. 1 Limited		14	17/8/89
England	ANZEF Leasing No. 2 Limited	99%	14	18/1/90
Netherlands	ANZEF Investments (UK) B.V.		23	24/12/98
England	ANZ Emerging Markets Holdings Limited		14	20/10/59
England	ANZ Securities (UK) Limited		14	22/4/87
Netherlands	ANZ Eurofinance B.V.		4	3/11/88
England	ANZ Global Nominees Limited		14	13/12/85
England	ANZIM Limited		14	1/10/99
England	ANZ Leasing Limited		14	11/4/83
England	ANZ Leasing (No. 2) Ltd		14	19/6/73
England	ANZMB Limited (50% owned by Brandts Nominees Limited)		14	3/3/52
New York, USA	ANZ Securities Inc.		13	7/4/94
England	Brandts Nominees Limited	90%	14	22/2/34
Netherlands	Grindlays Eurofinance B.V.		4	18/12/80
Guernsey	Minerva Fund Management (Guernsey) Limited (.01% owned by Brandts Nominees Limited)		27	21/7/00
England	Minerva Nominees Limited (33.33% owned by Brandts Nominees Limited)		14	20/5/38
England	Minerva Nominees (No.2) Limited (1% owned by Brandts Nominees Limited)		14	18/7/67
Cayman Islands	Nichelle Limited		10	26/3/04
New Zealand	Norway Funds Limited		6	24/11/03
Australia	Town & Country Land Holdings Pty Ltd		1	30/9/91
Australia	Votrant No. 1103 Pty Limited		1	8/5/98
Australia	ANZ General Partner Pty Ltd		1	21/9/01
Australia	ANZ Holdings Pty Ltd		1	14/7/77
Australia	ANZ Infrastructure Investments Limited		18	5/12/95
Australia	ANZ Investment Holdings Pty Ltd		1	20/6/85
Australia	530 Collins Street Property Trust		1	?
Australia	ANZ Investments Pty Ltd		1	14/7/77
Australia	ANZ Leasing Pty. Ltd.		1	11/4/83
Australia	ANZ Leasing (ACT) Pty. Ltd.		1	28/1/66
Australia	ANZ Leasing (NSW) Pty. Ltd.		1	27/11/81
Australia	ANZ Leasing (NT) Pty. Ltd.		1	6/2/85
Australia	ANZ Leasing (Vic) Pty. Ltd.		1	17/12/84
Australia	ANZ Lenders Mortgage Insurance Pty. Limited		1	3/2/59
New York, USA	ANZ Limited Partnership (10.9% owned by ANZ Realty Holdings (USA) Inc)		13	21/3/91
Australia	ANZ Margin Services Pty Limited		1	17/12/81
New York, USA	ANZ MPH LLC		13	15/12/03
Australia	ANZ Nominees Limited		1	14/7/77

Annexure “A”

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
Australia	ANZ Orchard Investments Pty Ltd		1	27/9/01
Brazil	ANZ Participacoes E Servicos Ltda		12	18/9/81
England	ANZ Pensions (UK) Limited		14	25/7/77
Australia	ANZ Properties (Australia) Pty Ltd		1	14/3/68
Australia	Weelya Pty. Ltd.		1	20/5/85
New York, USA	ANZ Realty Holdings (USA) Inc		13	23/7/91
Australia	ANZ Rewards Pty Ltd		1	21/5/98
Australia	ANZ Rewards No. 2 Pty Ltd		1	21/5/98
Australia	ANZ Rural Products Pty Ltd		1	8/6/01
Australia	ANZ Securities (Holdings) Limited		1	6/5/70
Australia	ANZ Futures Limited		1	15/8/84
Australia	ANZIB Specialist Asset Management Limited		1	21/11/01
New Zealand	ANZ Securities (New Zealand) Limited		6	19/3/87
New Zealand	ANZMAC Securities (New Zealand) Nominees		6	19/9/90
New York, USA	ANZ Securities (USA) Inc		13	16/9/87
Australia	ANZ Securities Limited		1	20/6/73
Australia	ANZ Securities (Entrepot) Pty Ltd		1	8/1/87
Australia	ANZ Securities (Nominee) Pty Ltd		1	9/1/80
Australia	ANZ Underwriting Limited		1	28/6/71
Australia	ANZ Staff Superannuation (Australia) Pty. Limited		1	18/12/86
Australia	ANZ Technical Services Pty Ltd		1	19/12/97
Australia	ANZ Tradecentrix Pty Limited		1	7/2/01
Australia	Tradecentrix Pty Limited		1	18/1/01
Australia	Artesian Investment Management Limited		1	14/7/03
PNG	Australia and New Zealand Banking Group (PNG) Limited		19	28/5/76
PNG	ANZ Investments (PNG) Limited		19	27/12/01
PNG	8 & 9 Chester Street Ltd		19	5/4/88
Australia	Azuria Australia Pty Ltd	99.999%	1	17/9/03
Jersey	ANZ Jersey Limited (50% owned by Brandts Nominees Limited)		11	4/3/98
Australia	Bellinz Pty Ltd		1	29/4/97
Australia	Biasca Pty Ltd	16.67%	1	29/4/97
Cayman Islands	Coastal Horsham Pipeline 1 Ltd		30	24/7/96
Delaware, USA	Coastal Gas Pipelines Victoria LLC		25	20/6/97
Australia	Coastal Gas Pipelines Victoria Pty Ltd		1	20/6/97
Australia	Ecomel Pty. Limited		1	3/2/87
Australia	Elgeba Pty. Limited		1	3/2/87
Australia	E S & A Holdings Pty Ltd		1	14/7/77
Australia	E S & A Properties (Australia) Pty Ltd		1	28/8/61
Australia	Esanda Finance Corporation Limited		1	21/10/55

Annexure “A”

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
Australia	ANZ Rental Solutions Pty Ltd		1	29/6/59
Australia	ANZ Specialised Asset Finance Pty Ltd		1	15/9/83
Australia	Asset Rentals Pty Ltd		1	29/4/03
Australia	Eauto Pty Ltd		1	25/11/86
Australia	Fleet Partners Pty Limited		1	16/2/87
Australia	Claric 246 Pty Ltd		1	13/6/90
Australia	P L Lease Management Pty Ltd		1	3/5/91
Australia	Loan Service Centre Pty Limited		1	18/6/90
Australia	Mercantile Credits Pty Ltd		1	11/7/35
Australia	ANZCAP Leasing Services Pty Ltd		1	5/7/74
Australia	ANZCAP Leasing (Vic.) Pty. Ltd.		1	15/9/83
Australia	Renishaw Pty Ltd	50%	1	23/2/88
Australia	Tovepool Pty Ltd	50%	1	28/8/89
Australia	FCA Finance Pty. Limited		1	29/4/58
Australia	Analed Pty. Ltd.		1	26/6/73
Australia	Crebb No 1 Pty Ltd		1	15/6/01
Australia	Crebb No 2 Pty Ltd		1	15/6/01
Australia	Crebb No 3 Pty Ltd		1	15/6/01
Australia	Crebb No 4 Pty Ltd		1	15/6/01
Australia	Crebb No 5 Pty Ltd		1	15/6/01
Australia	Crebb No 6 Pty Ltd (50% owned by ANZ Banking Group (New Zealand) Limited		1	15/6/01
Australia	Crebb No 7 Pty Ltd		1	15/6/01
Australia	Crebb No 9 Pty Ltd		1	15/6/01
Australia	Crebb No 10 Pty Ltd		1	15/6/01
Australia	Crebb No 13 Pty Ltd		1	15/6/01
Australia	Crebb No 14 Pty Ltd		1	15/6/01
Australia	G-BNWF Aircraft Pty Ltd		1	18/5/00
Australia	G-BNWG Aircraft Pty Ltd		1	18/5/00
Australia	G-BNWK Aircraft Pty Ltd		1	18/5/00
Australia	G-BNWP Aircraft Pty Ltd		1	18/5/00
Australia	Japan Australia Venture Capital Fund (MIC) Pty Ltd		1	2/8/88
Australia	JIKK Pty Ltd		1	8/5/98
New Zealand	NBNZ Holdings Limited		33	7/3/89
New Zealand	The National Bank of New Zealand Limited		33	14/8/1872
New Zealand	Arawata Investments Limited		34	17/7/64
New Zealand	Arawata Finance Limited		34	10/6/81
New Zealand	Amberley Investments Limited	50%	34	10/3/03
New Zealand	Burnley Investments Limited		34	27/6/02
New Zealand	Whitelaw Investments	99%	35	26/6/02
New Zealand	Cortland Finance Limited		34	24/8/00
Cayman Islands	Gold Liquid Investments Limited	25%	10	17/8/00
New Zealand	Culver Finance Limited		34	26/4/01
United States	ThreeStarz Corporation	65%	25	3/8/01

Annexure "A"

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
New Zealand	Arawata Holdings Limited		34	2/8/85
New Zealand	Harcourt Corporation Limited		34	27/6/85
New Zealand	Airlie Investments Limited		34	15/5/02
New Zealand	Nerine Finance No 2	65%	2	14/6/02
New Zealand	Corvine Investments Limited		34	10/10/00
New Zealand	Elf Productions Limited		34	17/12/97
New Zealand	Goblin Productions Limited		34	27/6/01
New Zealand	Harcourt Investments Limited		34	24/7/01
United States	Maplestead Corporation	65%	25	27/10/00
New Zealand	Karapiro Investments Limited		34	13/10/97
New Zealand	Urchin Productions Limited		34	27/2/73
New Zealand	Sefton Finance Limited		34	7/2/03
New Zealand	Arawata Securities Limited		34	4/5/90
New Zealand	Black Horse Properties Limited		34	13/9/85
New Zealand	Countrywide Endeavour Building Society		34	22/11/77
New Zealand	Countrywide Funds Management Limited		34	11/12/87
New Zealand	National Bank of New Zealand Custodian Limited		34	24/9/48
New Zealand	Alos Holdings Limited		34	12/6/87
New Zealand	NBNZ Finance Limited		34	15/6/87
New Zealand	Nationwide Home Loans Limited		34	29/11/95
New Zealand	Nationwide Mortgage Brokers Limited		34	20/8/98
New Zealand	NBNZ International Limited		34	8/12/86
New Zealand	NBNZ Investment Services Limited		34	21/4/04
New Zealand	Philodendron Investments Limited		34	21/6/76
New Zealand	Receivables Warehouse Limited		34	1/7/99
New Zealand	Ronaldo Enterprises Limited		34	3/4/98
New Zealand	Salient Holdings No. 2		34	25/6/99
New Zealand	South Pacific Merchant Finance Limited		34	14/7/72
New Zealand	Argitis Holdings Limited		34	20/4/88
New Zealand	Moginie Holdings Limited		34	11/9/80
New Zealand	Northpac Holdings Limited	53%	34	7/7/77
New Zealand	Repton Group Limited		34	14/4/94
New Zealand	Eventide Holdings Limited		34	14/4/94
New Zealand	Southpac Corporation Limited		34	14/3/72
New Zealand	Control Nominees Limited		34	30/7/83
New Zealand	Pukete Industrial Holdings Limited	0.01%	34	28/4/78
New Zealand	Southpac Securities Limited		34	27/7/73
New Zealand	Southpac Trusts Limited		34	26/7/82
New Zealand	Southpac Holdings Limited		34	24/1/77
New Zealand	Trillium Holdings Limited		34	17/3/99
New Zealand	VPM Investments Limited		34	18/12/92
New Zealand	Abbey Life Limited		34	27/6/68
New Zealand	BHI Investments Limited		34	13/9/85
British Virgin Islands	CBC Finance Limited		36	31/8/98

Annexure “A”

Domicile	Australia and New Zealand Banking Group Limited	% Owned	Reg Office	Date Registered
Hong Kong	NBNZ Holdings Hong Kong Limited		38	16/12/88
Australia	NBNZ Holdings (Australia) Pty Limited		37	14/11/94
Australia	Lloyds NZA Pty Limited		37	6/3/97
Australia	South Pacific Merchant Finance (Australia) Pty Limited		37	6/3/97
Australia	Southpac Corporation (Australia) Pty Limited		37	6/3/97
Australia	Southpac Investment Management (Australia) Pty Limited		37	6/3/97
Australia	NMRB Finance Limited (<i>In Liquidation</i>)		-	23/8/74
Australia	NMRB Pty Ltd		1	14/2/86
Australia	NMRSB Pty Ltd		1	21/4/90
England	Norway Finance (UK) Limited		14	28/11/03
Indonesia	PT ANZ Panin Bank	85%	21	5/9/90
Fiji	Quest Limited (50% owned by ANZ Funds Pty Ltd)		31	9/1/01
Australia	Webtel Pty Ltd	60%		15/11/94
England	The Bank of Australasia (<i>In Liquidation</i>)		-	24/5/51
England	The London Bank of Australia (<i>In Liquidation</i>)		-	1/1/1893
England	The Union Bank of Australia Limited (<i>In Liquidation</i>)		-	?
England	Upspring Limited		14	29/10/03
Australia	Zosterops Australia Pty Ltd	99.999%	1	17/9/03

NOTES: All companies are 100% owned within the Group unless otherwise indicated.

Registered Offices

- 1 Level 6, 100 Queen Street, Melbourne, Australia 3000
- 2 C/- Minter Ellison Rudd Watts, Level 17, 125 The Terrace, Wellington, New Zealand
- 3 C/O United States Corporation Company, 1013 Centre Road, Wilmington Delaware USA 19805
- 4 Burgemeester Rijnderslaan 10, 1185 Mc Amstelveen, The Netherlands
- 5 Sydney Vale House, Rue du Commerce, St Peter Port, Guernsey, Channel Islands
- 6 Level 15, ANZ Tower, 215-229 Lambton Quay, Wellington, New Zealand
- 7 Beach Road, Apia, Samoa
- 8 C/O Hawkes Law, KPMG House, Rue Pasteur, Port Villa, Vanuatu
- 9 Embassy Golf Links BusinessPark, Off Intermediate Ring Road, Bangalore, India 560052
- 10 Uglard House, South Church Street, Grand Cayman, Cayman Islands
- 11 15 Castle Street, St. Helier JE4 8ZH, Jersey, Channel Islands
- 12 Av - Rio Branco (Head Office) 01 Grupo 810 Rio de Janeiro RJ Brazil
- 13 6th Floor, 1177 Avenue of the Americas, New York, New York, USA 10036
- 14 Minerva House, Montague Close, London, SE1 9DH England
- 15 20 Raffles Place, #09-01 Ocean Towers, Singapore 048620
- 16 10 Collyer Quay, #17-01/07 Ocean Building Singapore 049315
- 17 Suite 3101-3105, One Exchange Square, 8 Connaught Place, Central Hong Kong
- 18 Blake Dawson Waldron, Level 11, 12 Moore Street, Canberra ACT 2601
- 19 1st Floor, Defens Haus, Cnr Champion Parade & Hunter Street, Port Moresby, Papua New Guinea

Annexure “A”

20. C/ Trust Net (Cook Islands) Limited, CIDB Building, Avarua Raratonga, Cook Islands
21. Ground & 1st Floor, Panin Bank Centre, Jl Jend Sudirman (Senayan) Jakarta, Indonesia, 10270
22. Amerika Samoa Bank Building, Fagatogo, Maoputasi County, American Samoa
23. Groeselaan 18, 3521 CB Utrecht, Netherlands
24. Bairiki, Tarawa, Republic of Kiribati
25. C/O The Corporation Trust Co, 1209 Orange Street, Wilmington, Delaware, USA
26. 347 Kent Street, Sydney, Australia 2000
27. Trafalgar Court, Admiral Park, St Peter Port, Guernsey, Channel Islands
28. Progressive Plaza, Room No. 601-603 Beaumont Road Karachi, Pakistan
29. 701-705 Dalamal House, Nariman Point, Mumbai, India 400 021
30. C/- Walkers, P O Box 265GT, Walker House, George Town, Grand Cayman
31. C/o KMPG, Level 5, ANZ House, Victoria Parade, Suva, FIJI
32. C/-Corporation Service Company, 2711 Centreville Road, Suite 400, Wilmington, Delaware, USA, 19711
33. Level 12, National Bank House, 170 – 186 Featherston Street, Wellington, New Zealand
34. Level 10, NBNZ House, 1 - 9 Victoria Street, Wellington, New Zealand
35. C/- Chapman Tripp, 1-13 Grey Street, Wellington, New Zealand
36. Sea Meadow House, Blackburne Highway PO Box 116, Road Town, Tortola, British Virgin Islands
37. Level 26, AMP Centre, 50 Bridge Street, Sydney, NSW, 2000, Australia
38. Suite 3901 - 3904, 39/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong