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APA Group



Australian Pipeline Ltd  
ACN 091 344 704

Australian Pipeline Trust  
ARSN 091 678 778

APT Investment Trust  
ARSN 115 585 441

ASX ANNOUNCEMENT

25 October 2012

**APA Group (ASX: APA)**

The Manager  
Company Announcements Office  
Australian Securities Exchange  
4<sup>th</sup> Floor, 20 Bridge Street  
Sydney NSW 2000

**Electronic Lodgement**

Dear Sir/Madam

**APT Pipelines Limited – Takeover bid for Hastings Diversified Utilities Fund (“HDUF”) – Notice of change of interests of substantial holder**

Attached is ASIC Form 604: *Notice of change of interests of substantial holder*, issued in relation to HDUF securities.

APA Group advises that its substantial holding in HDUF has increased to 82.65%.

This document relates to APT Pipelines Limited’s bidder’s statement dated 15 December 2011 (as supplemented) for all the stapled securities in Hastings Diversified Utilities Fund (each stapled security comprising one unit in each of HDUF Epic Trust (ARSN 109 770 961), HDUF Finance Trust (ARSN 109 770 765), and HDUF Further Investments Trust (ARSN 109 897 921)).

Yours faithfully

**Mark Knapman**  
Company Secretary  
Australian Pipeline Limited

**For further information please contact:**

**Investor enquiries:**

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**About APA Group (APA)**

APA is Australia's largest natural gas infrastructure business, owning and/or operating more than \$8 billion of gas transmission and distribution assets. Its pipelines and assets span every state and territory on mainland Australia, delivering 50% of the nation's gas usage. Unique amongst its peers, APA has direct management and operational control over its assets and the majority of its investments. APA also holds minority interests in energy infrastructure enterprises including Envestra, SEA Gas Pipeline, Hastings Diversified Utilities Fund and Energy Infrastructure Investments.

APT Pipelines Limited is a fully owned subsidiary of Australian Pipeline Trust and is the borrowing entity of APA Group.

For more information visit APA's website, [www.apa.com.au](http://www.apa.com.au)

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Hastings Diversified Utilities Fund (HDUF)  
ACN/ARSN 058 693 388

### 1. Details of substantial holder (1)

Name APT Pipelines Limited (ACN 009 666 700), and Australian Pipeline Limited (ACN 091 344 704) in its capacity as responsible entity of Australian Pipeline Trust (ARSN 091 678 778) and APT Investment Trust (ARSN 115 585 441), and their controlled entities ("APA Group")  
ACN/ARSN (if applicable) 009 666 700

There was a change in the interests of the substantial holder on 24 / 10 / 2012  
The previous notice was given to the company on 24 / 10 / 2012  
The previous notice was dated 24 / 10 / 2012

### 2. Previous and present voting power

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

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Stapled Securities      | 440,694,447     | 78.65%           | 463,134,072    | 82.65%           |

### 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 |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                | SEE ANNEXURE A                         |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |

### 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 |
|-----------------------------|---------------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------|----------------|
| APA Group                   | APA Group                                                                                   | APA Group                                      | Relevant interest arises under section 608(1)(a)                                      | 109,767,336 stapled securities | 109,767,336    |
| APA Group                   | Persons who have accepted APA Group's takeover offer for all off the HDF stapled securities | APT Pipelines Limited, pursuant to the Offer   | Relevant interest arises under section 608(1) as a result of acceptances of the Offer | 353,366,736 stapled securities | 353,366,736    |

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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 |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

## 6. Addresses

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

| Name      | Address                                                     |
|-----------|-------------------------------------------------------------|
| APA Group | HSBC Building, Level 19, 580 George Street, Sydney NSW 2000 |

## Signature

print name      Mark Knapman

Capacity: Company Secretary

sign here



date 25 / 10 / 2012

## Annexure A

### Changes in relevant interests

| Date of change<br>(Trade date) | Person whose<br>relevant interest<br>changed | Nature of change                                                                                                                                                                                                 | Consideration<br>given in relation<br>to change                                 | Class and number of<br>securities affected | Person's<br>votes<br>affected |
|--------------------------------|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------|-------------------------------|
| 05/01/2012                     | APT Pipelines Limited                        | Acquisition of a relevant interest in HDF stapled securities arising from acceptances of APT Pipelines Limited's Offer dated 3 January 2012 ("Offer") contained in the Bidder's Statement dated 15 December 2011 | \$0.72 cash and 0.390 APA Stapled Securities pursuant to the terms of the Offer | 12,402 stapled securities                  | 12,402                        |
| 06/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 35,988 stapled securities                  | 35,988                        |
| 10/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 170,505 stapled securities                 | 170,505                       |
| 11/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 151,565 stapled securities                 | 151,565                       |
| 12/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 155,416 stapled securities                 | 155,416                       |
| 13/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 160,404 stapled securities                 | 160,404                       |
| 16/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 60,298 stapled securities                  | 60,298                        |
| 17/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 59,639 stapled securities                  | 59,639                        |
| 18/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 18,037 stapled securities                  | 18,037                        |
| 19/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 38,500 stapled securities                  | 38,500                        |
| 23/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 4,575 stapled securities                   | 4,575                         |
| 25/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 9,525 stapled securities                   | 9,525                         |
| 27/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 28,883 stapled securities                  | 28,883                        |
| 30/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 10,039 stapled securities                  | 10,039                        |
| 31/01/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 16,252 stapled securities                  | 16,252                        |
| 06/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 37,680 stapled securities                  | 37,680                        |
| 07/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 69 stapled securities                      | 69                            |
| 08/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 18,463 stapled securities                  | 18,463                        |
| 09/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 23,836 stapled securities                  | 23,836                        |
| 10/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 25,587 stapled securities                  | 25,587                        |
| 13/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 66,312 stapled securities                  | 66,312                        |
| 14/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 30,228 stapled securities                  | 30,228                        |
| 15/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 11,976 stapled securities                  | 11,976                        |
| 16/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 4,547 stapled securities                   | 4,547                         |
| 17/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 112 stapled securities                     | 112                           |
| 20/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 17,054 stapled securities                  | 17,054                        |
| 21/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 53,980 stapled securities                  | 53,980                        |
| 22/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 131,312 stapled securities                 | 131,312                       |
| 23/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 224 stapled securities                     | 224                           |
| 27/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 16,313 stapled securities                  | 16,313                        |
| 28/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 52 stapled securities                      | 52                            |
| 29/02/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 5,166 stapled securities                   | 5,166                         |
| 02/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 2,000 stapled securities                   | 2,000                         |
| 05/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 6,000 stapled securities                   | 6,000                         |
| 07/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 10,640 stapled securities                  | 10,640                        |
| 12/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 30,628 stapled securities                  | 30,628                        |
| 13/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 15,240 stapled securities                  | 15,240                        |
| 20/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 22,578 stapled securities                  | 22,578                        |
| 21/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 11,667 stapled securities                  | 11,667                        |
| 27/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 7,554 stapled securities                   | 7,554                         |
| 28/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 18,209 stapled securities                  | 18,209                        |
| 29/03/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 300 stapled securities                     | 300                           |
| 02/04/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 9,754 stapled securities                   | 9,754                         |
| 06/04/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 3,000 stapled securities                   | 3,000                         |
| 17/04/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 1 stapled security                         | 1                             |
| 19/04/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 5,500 stapled securities                   | 5,500                         |
| 27/04/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 5,000 stapled securities                   | 5,000                         |
| 04/05/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 19,269 stapled securities                  | 19,269                        |
| 16/05/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 23,394 stapled securities                  | 23,394                        |
| 17/05/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 2,497 stapled securities                   | 2,497                         |
| 12/06/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 4,700 stapled securities                   | 4,700                         |
| 20/06/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 9,050 stapled securities                   | 9,050                         |
| 03/07/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 11,800 stapled securities                  | 11,800                        |
| 09/07/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 7,342 stapled securities                   | 7,342                         |
| 19/07/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 7,175 stapled securities                   | 7,175                         |
| 24/07/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 10,620 stapled securities                  | 10,620                        |
| 01/08/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 5,750 stapled securities                   | 5,750                         |
| 13/08/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 16,835 stapled securities                  | 16,835                        |
| 21/08/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 48,960 stapled securities                  | 48,960                        |
| 22/08/2012                     | APT Pipelines Limited                        | As above                                                                                                                                                                                                         | As above                                                                        | 10,000 stapled securities                  | 10,000                        |

| Date of change<br>(Trade date) | Person whose relevant interest changed | Nature of change | Consideration given in relation to change | Class and number of securities affected | Person's votes affected |
|--------------------------------|----------------------------------------|------------------|-------------------------------------------|-----------------------------------------|-------------------------|
| 23/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 25,920 stapled securities               | 25,920                  |
| 24/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 203,973 stapled securities              | 203,973                 |
| 27/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 3,576,930 stapled securities            | 3,576,930               |
| 28/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 565,428 stapled securities              | 565,428                 |
| 29/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 239,347 stapled securities              | 239,347                 |
| 30/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 58,858 stapled securities               | 58,858                  |
| 31/08/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 192,652 stapled securities              | 192,652                 |
| 03/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 265,110 stapled securities              | 265,110                 |
| 04/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 700,130 stapled securities              | 700,130                 |
| 05/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 259,058 stapled securities              | 259,058                 |
| 06/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 847,949 stapled securities              | 847,949                 |
| 07/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,226,919 stapled securities            | 1,226,919               |
| 10/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 2,387,335 stapled securities            | 2,387,335               |
| 11/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,581,276 stapled securities            | 1,581,276               |
| 12/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,851,546 stapled securities            | 1,851,546               |
| 13/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,322,977 stapled securities            | 1,322,977               |
| 14/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,528,030 stapled securities            | 1,528,030               |
| 17/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 2,952,967 stapled securities            | 2,952,967               |
| 18/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,444,464 stapled securities            | 1,444,464               |
| 19/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,284,850 stapled securities            | 1,284,850               |
| 20/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 5,984,655 stapled securities            | 5,984,655               |
| 21/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 790,214 stapled securities              | 790,214                 |
| 24/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 944,468 stapled securities              | 944,468                 |
| 25/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 920,942 stapled securities              | 920,942                 |
| 26/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,570,212 stapled securities            | 1,570,212               |
| 27/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,026,416 stapled securities            | 1,026,416               |
| 28/09/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,208,966 stapled securities            | 1,208,966               |
| 02/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,452,323 stapled securities            | 1,452,323               |
| 03/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 1,301,361 stapled securities            | 1,301,361               |
| 04/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 548,295 stapled securities              | 548,295                 |
| 05/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 2,031,364 stapled securities            | 2,031,364               |
| 08/10/2012                     | APT Pipelines Limited                  | As above         | As Above                                  | 156,063,833 stapled securities          | 156,063,833             |
| 09/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 14,588,620 stapled securities           | 14,588,620              |
| 10/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 7,642,364 stapled securities            | 7,642,364               |
| 11/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 2,665,744 stapled securities            | 2,665,744               |
| 12/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 58,565,213 stapled securities           | 58,565,213              |
| 15/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 5,349,123 stapled securities            | 5,349,123               |
| 16/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 3,208,036 stapled securities            | 3,208,036               |
| 17/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 4,379,149 stapled securities            | 4,379,149               |
| 18/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 5,075,080 stapled securities            | 5,075,080               |
| 19/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 5,200,604 stapled securities            | 5,200,604               |
| 22/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 10,967,517 stapled securities           | 10,967,517              |
| 23/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 15,226,491 stapled securities           | 15,226,491              |
| 24/10/2012                     | APT Pipelines Limited                  | As above         | As above                                  | 22,439,625 stapled securities           | 22,439,625              |

print name Mark Knapman

Capacity: Company Secretary

sign here



date 25 / 10 / 2012