

21 March 2011

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 HILLGROVE RESOURCES LIMITED.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard
Company Secretary

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme HILLGROVE RESOURCES LIMITED

ACN/ARSN ABN 73 004 297 116

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 16/03/2011

The previous notice was given to the company on 10/12/2010

The previous notice was dated 8/12/2010

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	37,736,813	5.08%	52,911,807	6.67%

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
16/03/2011	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT SUPERWRP, 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
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.	8,786,724
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited National Australian Custodian Services HSBC Custody Nominees (Australia) Limited.	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.	44,029,907
BT Funds Management Limited	BT Portfolio Services Limited	BT Funds Management Limited is the trustee of various superannuation funds, and in that capacity, can exercise the power to vote or dispose of the shares.	95,176

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
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent St, 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
HILLGROVE RESOURCES LIMITED	Hillgrove Resources Limited (HGO) Suite 4103, Level 41 Australia Square Tower, 264-278 George Street

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

SCHEDULE
TRANSACTION HISTORY

Sales & Purchases for the period : 9/12/2010 to 16/03/2011

SECURITY: HGO

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
9/12/2010	HSBC Custody Nominees (Australia) Limited.	-906,300	-244,701.00
9/12/2010	HSBC Custody Nominees (Australia) Limited.	-438,266	-118,331.82
10/12/2010	HSBC Custody Nominees (Australia) Limited.	-56,816	-15,340.00
10/12/2010	HSBC Custody Nominees (Australia) Limited.	-304,931	-82,331.37
	Total	-1,706,313	-460,704.19
Advance Asset Management Limited Total :		-1,706,313	-460,704.19

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
9/12/2010	HSBC Custody Nominees (Australia) Limited.	299,367	80,829.09
14/12/2010	HSBC Custody Nominees (Australia) Limited.	98,781	26,670.87
15/12/2010	HSBC Custody Nominees (Australia) Limited.	215,837	62,592.73
17/12/2010	HSBC Custody Nominees (Australia) Limited.	4,413	1,235.64
20/12/2010	HSBC Custody Nominees (Australia) Limited.	321,581	90,042.68
20/12/2010	HSBC Custody Nominees (Australia) Limited.	60,000	15,000.00
21/12/2010	HSBC Custody Nominees (Australia) Limited.	76,094	20,545.38
21/12/2010	HSBC Custody Nominees (Australia) Limited.	57,165	15,434.55
11/01/2011	HSBC Custody Nominees (Australia) Limited.	42,006	12,601.80
12/01/2011	HSBC Custody Nominees (Australia) Limited.	101,628	31,504.68
19/01/2011	HSBC Custody Nominees (Australia) Limited.	147,497	47,199.04
2/02/2011	HSBC Custody Nominees (Australia) Limited.	57,771	17,909.01
7/02/2011	HSBC Custody Nominees (Australia) Limited.	113,298	35,122.38
9/03/2011	HSBC Custody Nominees (Australia) Limited.	522,971	146,431.88
10/03/2011	HSBC Custody Nominees (Australia) Limited.	30,533	8,549.24
16/03/2011	HSBC Custody Nominees (Australia) Limited.	272,603	70,876.78
16/03/2011	HSBC Custody Nominees (Australia) Limited.	95,779	24,902.54
	 Total	2,517,324	707,448.29
BT Funds Management No.2 Limited Total :		2,517,324	707,448.29

BT Investment Management (RE) Limited
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Date	Registered Company	Quantity	Value
9/12/2010	Australia and New Zealand Banking Group Limited	24,906	6,724.62
14/12/2010	Australia and New Zealand Banking Group Limited	8,225	2,220.75
15/12/2010	Australia and New Zealand Banking Group Limited	17,818	5,167.22
17/12/2010	Australia and New Zealand Banking Group Limited	295	82.6
20/12/2010	Australia and New Zealand Banking Group Limited	26,641	7,459.48
21/12/2010	Australia and New Zealand Banking Group Limited	4,694	1,267.38
21/12/2010	Australia and New Zealand Banking Group Limited	6,249	1,687.23
11/01/2011	Australia and New Zealand Banking Group Limited	3,681	1,104.30
12/01/2011	Australia and New Zealand Banking Group Limited	8,546	2,649.26
19/01/2011	Australia and New Zealand Banking Group Limited	12,491	3,997.12
2/02/2011	Australia and New Zealand Banking Group Limited	6,267	1,942.77
7/02/2011	Australia and New Zealand Banking Group Limited	9,386	2,909.66
9/03/2011	Australia and New Zealand Banking Group Limited	47,735	13,365.80
10/03/2011	Australia and New Zealand Banking Group Limited	2,604	729.12
16/03/2011	Australia and New Zealand Banking Group Limited	23,620	6,141.20
16/03/2011	Australia and New Zealand Banking Group Limited	8,299	2,157.74
	Total	211,457	59,606.25

Date	Registered Company	Quantity	Value
9/12/2010	HSBC Custody Nominees (Australia) Limited.	1,242,514	335,478.78
14/12/2010	HSBC Custody Nominees (Australia) Limited.	404,554	109,229.58
15/12/2010	HSBC Custody Nominees (Australia) Limited.	890,124	258,135.96
17/12/2010	HSBC Custody Nominees (Australia) Limited.	15,379	4,306.12
20/12/2010	HSBC Custody Nominees (Australia) Limited.	1,330,238	372,466.64
21/12/2010	HSBC Custody Nominees (Australia) Limited.	239,415	64,642.05
21/12/2010	HSBC Custody Nominees (Australia) Limited.	318,690	86,046.30
11/01/2011	HSBC Custody Nominees (Australia) Limited.	201,698	60,509.40
12/01/2011	HSBC Custody Nominees (Australia) Limited.	434,028	134,548.68
19/01/2011	HSBC Custody Nominees (Australia) Limited.	642,437	205,579.84
2/02/2011	HSBC Custody Nominees (Australia) Limited.	338,517	104,940.27
7/02/2011	HSBC Custody Nominees (Australia) Limited.	479,174	148,543.94
9/03/2011	HSBC Custody Nominees (Australia) Limited.	2,469,133	691,357.24
10/03/2011	HSBC Custody Nominees (Australia) Limited.	124,335	34,813.80
16/03/2011	HSBC Custody Nominees (Australia) Limited.	1,166,344	303,249.44
16/03/2011	HSBC Custody Nominees (Australia) Limited.	409,796	106,546.96
	Total	10,706,376	3,020,395.00

Date	Registered Company	Quantity	Value
9/12/2010	National Australian Custodian Services	194,371	52,480.17
9/12/2010	National Australian Custodian Services	101,057	27,285.39
9/12/2010	National Australian Custodian Services	38,790	10,473.30
14/12/2010	National Australian Custodian Services	64,483	17,410.41
14/12/2010	National Australian Custodian Services	33,367	9,009.09
14/12/2010	National Australian Custodian Services	12,807	3,457.89

15/12/2010	National Australian Custodian Services	139,045	40,323.05
15/12/2010	National Australian Custodian Services	72,263	20,956.27
15/12/2010	National Australian Custodian Services	27,750	8,047.50
17/12/2010	National Australian Custodian Services	2,123	594.44
17/12/2010	National Australian Custodian Services	1,104	309.12
17/12/2010	National Australian Custodian Services	422	118.16
20/12/2010	National Australian Custodian Services	208,472	58,372.16
20/12/2010	National Australian Custodian Services	108,290	30,321.20
20/12/2010	National Australian Custodian Services	41,583	11,643.24
21/12/2010	National Australian Custodian Services	36,760	9,925.20
21/12/2010	National Australian Custodian Services	48,932	13,211.64
21/12/2010	National Australian Custodian Services	19,095	5,155.65
21/12/2010	National Australian Custodian Services	25,417	6,862.59
21/12/2010	National Australian Custodian Services	9,754	2,633.58
21/12/2010	National Australian Custodian Services	7,327	1,978.29
11/01/2011	National Australian Custodian Services	36,154	10,846.20
11/01/2011	National Australian Custodian Services	18,786	5,635.80
11/01/2011	National Australian Custodian Services	7,237	2,171.10
12/01/2011	National Australian Custodian Services	66,929	20,747.99
12/01/2011	National Australian Custodian Services	34,765	10,777.15
12/01/2011	National Australian Custodian Services	13,344	4,136.64
19/01/2011	National Australian Custodian Services	97,716	31,269.12
19/01/2011	National Australian Custodian Services	50,757	16,242.24
19/01/2011	National Australian Custodian Services	19,474	6,231.68
2/02/2011	National Australian Custodian Services	48,277	14,965.87
2/02/2011	National Australian Custodian Services	25,079	7,774.49
2/02/2011	National Australian Custodian Services	9,563	2,964.53
7/02/2011	National Australian Custodian Services	73,195	22,690.45
7/02/2011	National Australian Custodian Services	38,006	11,781.86
7/02/2011	National Australian Custodian Services	14,627	4,534.37
2/03/2011	National Australian Custodian Services	359,915	107,974.50
9/03/2011	National Australian Custodian Services	370,918	103,857.04
9/03/2011	National Australian Custodian Services	192,648	53,941.44
9/03/2011	National Australian Custodian Services	84,064	23,537.92
10/03/2011	National Australian Custodian Services	20,282	5,678.96
10/03/2011	National Australian Custodian Services	10,531	2,948.68
10/03/2011	National Australian Custodian Services	5,568	1,559.04
16/03/2011	National Australian Custodian Services	64,884	16,869.84
16/03/2011	National Australian Custodian Services	184,668	48,013.68
16/03/2011	National Australian Custodian Services	33,701	8,762.26
16/03/2011	National Australian Custodian Services	95,918	24,938.68
16/03/2011	National Australian Custodian Services	50,855	13,222.30
16/03/2011	National Australian Custodian Services	17,868	4,645.68
Total		3,238,941	919,287.85

Date	Registered Company	Quantity	Value
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9/12/2010	National Nominees Limited	58,995	15,928.65
14/12/2010	National Nominees Limited	19,499	5,264.73
15/12/2010	National Nominees Limited	42,163	12,227.27
17/12/2010	National Nominees Limited	642	179.76
20/12/2010	National Nominees Limited	63,195	17,694.60
21/12/2010	National Nominees Limited	14,864	4,013.28
21/12/2010	National Nominees Limited	11,166	3,014.82
11/01/2011	National Nominees Limited	10,733	3,219.90
12/01/2011	National Nominees Limited	20,465	6,344.15
19/01/2011	National Nominees Limited	29,628	9,480.96
2/02/2011	National Nominees Limited	14,526	4,503.06
7/02/2011	National Nominees Limited	22,314	6,917.34
9/03/2011	National Nominees Limited	112,531	31,508.68
10/03/2011	National Nominees Limited	6,147	1,721.16
16/03/2011	National Nominees Limited	19,673	5,114.98
16/03/2011	National Nominees Limited	55,992	14,557.92
Total		502,533	141,691.26

Date	Registered Company	Quantity	Value
9/12/2010	UBS Wealth Management	-71,000	-19,525.00
10/12/2010	UBS Wealth Management	-213,000	-55,912.50
14/12/2010	UBS Wealth Management	-106,500	-28,936.05
Total		-390,500	-104,373.55

BT Investment Management (RE) Limited Total

: **14,268,807 4,036,606.81**

BT Funds Management Limited

Date	Registered Company	Quantity	Value
21/02/2011	BT Portfolio Services Limited	95,176	0
Total		95,176	0.00
BT Funds Management Limited Total :		95,176	0.00

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– 16/03/2011

1925 (Commercial) Pty Limited	Australia	Qvalent Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
1925 Advances Pty Limited	Australia	Real Estate Investment Trust B RESI - Statewide Mortgage Corporation Pty Limited	Australia
A.F.G. Insurances Limited	Australia		Australia
A.G.C. (Pacific) Limited	Papua New Guinea	RMS Warehouse Trust 2007 -1	Australia
Advance Asset Management Limited	Australia	Sallmoor Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Sarnia Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	Securitor Financial Group Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2005 -1G WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2007 -1G WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2008 -1M WST Trust	Australia
Asgard Capital Management Limited	Australia	Series 2009 -1 WST Trust	Australia
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Assirt Software Pty Limited	Australia	Southern Cross Inc.	USA
Athena Finance Pty Limited	Australia	St.George (Note Issuing Vehicle Only) Pty Limited	Australia
Australian Infrastructure Fund International 1 Pty Limited	Australia	St.George APL Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Autodirect Pty Limited	Australia	St.George Equity Finance Limited	Australia
Beech Trust	Australia	St.George Finance Holdings Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Financial Investments 1 Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Financial Services Limited	Australia
BLE Capital Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital (NZ) Limited	New Zealand	St.George Insurance Australia Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Life Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George New Zealand Limited	New Zealand
BT Australia Corporate Services Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Australia Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Finance & Investments Pty Limited	Australia	St.George Wealth Management Pty Limited	Australia
BT Finance Pty Limited	Australia	St.George WEL Pty. Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	Sydney Capital Corp Inc	USA
BT Financial Group Pty Limited	Australia	Tasman Funding No.1 Limited	New Zealand
BT Funds Management (NZ) Limited	New Zealand	Tasman Funding No.2 Limited	New Zealand
BT Funds Management Limited	Australia	Tasman LLC	USA
BT Funds Management No.2 Limited	Australia	Tasman Pacific Investments Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	Tavarua Funding Trust III	Australia
BT Investment Management Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management No.2 Limited	Australia	TBNZ Investments (UK) Limited	UK
BT Life Limited	Australia	Teuton Pty Limited	Australia
BT Nominees Pty Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Securities Limited	Australia	The Warehouse Financial Services Limited	New Zealand
Buchelin Pty Limited	Australia	TIF International 1 Pty Limited	Australia
Canberra Advance Property Limited	Australia	TPC Services Australia Pty Limited	Australia

Castlereagh Trust	Australia	Value Nominees Pty Limited	Australia
CBA Limited	Australia	W1 Investments Pty Limited	Australia
Challenge Finance Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
Challenge Limited	Australia	Waratah Securities Australia Limited	Australia
Chifley Services Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Codrington S.a.r.l.	Luxembourg	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 No.1 Pty Limited	Australia	Westpac Asset Services Pty Limited	Australia
Crusade CP Trust No. 41	Australia	Westpac Bank of Tonga	Tonga
Crusade CP Trust No. 44	Australia	Westpac Bank Samoa Limited	Samoa
Crusade CP Trust No. 48	Australia	Westpac Bank -PNG-Limited	Papua New Guinea
Crusade CP Trust No. 49	Australia	Westpac Capital Corporation	USA
Crusade CP Trust No. 50	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP Trust No. 52	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 53	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 54	Australia	Westpac Capital -NZ-Limited	New Zealand
Crusade CP Trust No. 55	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 56	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 57	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Delta LLC	USA
Crusade Euro Trust 1E of 2004	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equipment Finance Limited	Australia
Crusade Global Trust 1 of 2003	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2004	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2003	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group -NZ-Limited	New Zealand
Crusade Management Limited	Australia	Westpac Financial Services Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Trust 2P of 2008	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Dragon Investment Services Limited	Australia	Westpac General Insurance Limited	Australia
Dysty Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Enfield Downs Pty Limited	Australia	Westpac Group Investment -NZ-Limited	New Zealand
FAI No. 2 Trust	Australia	Westpac Group Investments Australia Pty Limited	Australia
First Residential Property Trust	Australia	Westpac Holdings -NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Gemini Trust	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
General Credit Holdings Pty Limited	Australia	Westpac Investment Vehicle No.3 Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Investment Vehicle No.4 Pty Limited	Australia
Halcyon Securities Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investments U.K. Limited	UK
Hastings Forestry Investments Limited	New Zealand	Westpac Leasing Nominees -Vic.-Pty Limited	Australia

Hastings Forests Australia Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management (UK) Limited	UK	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Matching Gifts Limited	Australia
Hastings Group Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment LLC	USA	Westpac Nominees -NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Funding Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
Hastings Private Equity Fund IIB Pty Limited	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Securitisation Limited	New Zealand
Hitton Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
HLT Custodian Trust	New Zealand	Westpac Overseas Holdings Pty Limited	Australia
Infrastructure Australia (No.1) Limited	Australia	Westpac Pacific Limited Partnership	Australia
Infrastructure Australia (No.3) Limited	Australia	Westpac Private Equity Pty Limited	Australia
Infrastructure Australia (No.4) Limited	Australia	Westpac Properties Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac RE Limited	Australia
Mayfair Australia Investments Limited	Australia	Westpac Residential Property Trust	Australia
MIF Custodian Trust	New Zealand	Westpac Residential Real Estate Investment Trust I	Australia
Mortgage Management Limited	Australia	Westpac Residential Real Estate Investment Trust II	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Inc.	USA
Number 120 Limited1	New Zealand	Westpac Securities Limited	Australia
Oakjet Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Oniston Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Orion Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 2 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Packaging Properties 3 Pty Limited	Australia	Westpac Superannuation Nominees -NZ-Limited	New Zealand
Pact Accountants Investment Group Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Partnership Pacific Limited	Australia	Westpac Term PIE Fund	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac TPS Trust	Australia
Pashley Investments Pty Limited	Australia	Westpac Unit Trust	Australia
PF No. 2	New Zealand	Westpac USA Inc.	USA
Phoenix Trust	Australia	WFAL No.1 Loan Trust	Hong Kong

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

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