

Form 604
Corporations Act 2001
Section 671B
Notice of change of interests of substantial holder

To: Company **Waterco Limited**
Name/Scheme
ACN/ARSN **002 070 733**

1. Details of substantial holder (1)

SS Goh Group (see paragraph 6)

Name
CAN\ARSN
(if applicable)

There was a change in the interests of the substantial holder on: 29th Oct 2009

The previous notice was given to the company on: 29th May 2009

The previous notice was dated: 29th May 2009

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)
Ordinary Shares	14,396,927	48.376%	14,396,927	48.376%

3. Changes in relevant interests

Particulars of each change in, or change in the name 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	Name of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29 Oct 09	GSS Holdings Pty Ltd	Off market transfer of 11,695,343 shares to Soon Sinn Goh	\$11,461,436.14	11,695,343	-11,695,343

29 Oct 09	Soon Sinn Goh	Off market acquisition of 11,695,343 shares from GSS Holdings Pty Ltd	\$11,461,436.14	11,695,343	+11,695,343
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4. Present relevant interest

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
SS Goh Group	GSS Holdings Pty Ltd (GSSH)	GSSH	GSSH – holder; others – S608(3)	Nil Ord shares	Nil
SS Goh Group	Mint Holdings Pty Ltd (Mint)	Mint	Mint – holder; others – S608(3)	105,409 ord shares	105,409
SS Goh Group	Goh Lai Huat & Sons Sdn Bhd (GLH)	GLH	GLH – holder; others – S608(3)	600,000 ord shares	600,000
S S Goh	S S Goh	Soon Sinn Goh	Holder	13,391,518	13,391,518
S S Goh Group	GSS Holdings Sdn Bhd (GSSH S/B)	GSSH S/B	GSSH S/B – holder; others – S608(3)	300,000 ord shares	300,000

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

6. Addresses

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

Name	Address
Soon Sinn Goh	PH 142 Nadia No: 10 Jalan Persiaran Residence, Desa Park City 52200, Kuala Lumpur Malaysia

GSS Holdings Pty Ltd ACN 002 055 245	36 South Street, Rydalmere, NSW 2116
Mint Holdings Pty Ltd ACN 002 055 163	36 South Street, Rydalmere, NSW 2116
Goh Lai Huat & Sons Sdn Bhd	Lot 832, Jalan Kusta Kawasan Perindustrian SB Jaya 47000 Sungai Buloh, Selangor Darul Ehsan Malaysia
GSS Holdings Sdn Bhd	Lot 832, Jalan Kusta Kawasan Perindustrian SB Jaya 47000 Sungai Buloh, Selangor Darul Ehsan Malaysia

Signature

Print name: Mr Soon Sinn Goh

Capacity: Substantial Shareholder



Sign here:

Date: 30th Oct 2009

Directons

- (1) If there are a number of substantial holders with similar or related relevant interest (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 7 of the form.
- (2) See the definition of “associate” in section 9 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) 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 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.