

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

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

1. Details of substantial holder (1)
SS Goh Group (see paragraph 6)

Name

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on: 3rd June 2011
The previous notice was given to the company on: 24th June 2010
The previous notice was dated: 24th June 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 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	17,468,817	53.88%	18,002,170	54.15%

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
8 th Oct 2010	Mint Holdings Pty Ltd (Mint)	Shares disposed by Mint Holdings Pty Ltd	\$126,490.80	105,409 ord shares	(105,409)
8 th Oct 2010	Goh Lai Huat & Sons Sdn. Bhd. (GLH)	Shares acquired by Goh Lai Huat & Sons Sdn. Bhd.	\$126,490.80	105,409 ord shares	105,409

17 th Dec 2010	Soon Sinn Goh	Shares allotted to Soon Sinn Goh under the Waterco Dividend reinvestment plan	\$350,000.42	294,118 ord shares	294,118
23 rd Dec 2010	Goh Lai Huat & Sons Sdn. Bhd. (GLH)	Shares disposed by Goh Lai Huat & Sons Sdn. Bhd.	\$158,599.12	116,617 ord shares	(116,617)
23rd Dec 2010	Soon Sinn Goh	Shares acquired by Soon Sinn Goh	\$158,599.12	116,617 ord shares	116,617
3rd June 2011	Soon Sinn Goh	Shares allotted to Soon Sinn Goh under the Waterco Dividend reinvestment plan.	\$279,904.95	239,235 ord shares	239,235

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	Mint Holdings Pty Ltd (Mint)	Mint	Mint – holder; others – S608(3)	Nil ord shares	Nil
SS Goh Group	Goh Lai Huat & Sons Sdn Bhd (GLH)	GLH	GLH – holder; others – S608(3)	2,500,000 ord shares	2,500,000
S S Goh	S S Goh	Soon Sinn Goh	Holder	15,202,170	15,202,170
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	Unit No: 147 ZENIA No: 3 Jalan Residen 2, Desa ParkCity 52200, Kuala Lumpur Malaysia
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: 3rd June 2011

Directions

- (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 6 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.