



Australia's First Bank

Westpac Banking Corporation ABN 33 007 457 141

**Group Secretariat**

Level 20, 275 Kent Street

SYDNEY NSW 2000

Telephone: (61 2) 8253 0390

Facsimile: (61 2) 8253 1215

10 October 2007

Company Announcements Platform  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Substantial Shareholder Notice**

In accordance with section 671B(3) of the Corporations Act 2001 (Cth), we attach our Notice of Change of Substantial Shareholder (Form 604) in respect of GALILEO JAPAN TRUST.

Yours faithfully

Anna O'Connell  
Company Secretary

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## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme GALILEO JAPAN TRUST

ACN/ARSN ABN 59 121 567 244

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

Name WESTPAC BANKING CORPORATION (WBC)

ACN/ARSN (if applicable) ABN 33 007 457 141

There was a change in the interests of the substantial holder on 08/10/2007

The previous notice was given to the company on 02/08/2007

The previous notice was dated 02/08/2007

#### 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)
UNIT	30,147,190	7.43%	25,786,325	6.36%

#### 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
8/10/2007	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Funds Management (NZ) Limited, BT Funds Management Limited, BT Investment Management No.2 Limited, BT Investment Management No.3 Pty 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 (NZ) Limited	HSBC Custody Nominees (Australia) Limited	BT Funds Management (NZ) Limited is 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.	502,500
BT Funds Management Limited	HSBC Custody Nominees (Australia) Limited	BT Funds Management Limited is 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.	7,171,748
BT Investment Management No.2 Limited	HSBC Custody Nominees (Australia) Limited	BT Investment Management No.2 Limited is 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.	8,781,082
BT Investment Management No.3 Pty Limited	HSBC Custody Nominees (Australia) Limited	BT Investment Management No.3 Pty Limited is 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.	9,330,995

#### 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

#### 6. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
BT Funds Management (NZ) Limited	Level 15 PwC Tower 188 Quay Street Auckland NZ
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management No.3 Pty Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
GALILEO JAPAN TRUST	Level 9, 1 Alfred Street, Sydney NSW 2000

#### Signature

print name Anna O'Connell capacity Company Secretary

sign here \_\_\_\_\_ date 10/10/2007

## **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 6of 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 2

Sales & Purchases for the period : 2/08/2007 to 8/10/2007

**SECURITY: GJT**

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**BT Funds Management Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/09/2007	National Australia Bank Limited	-289,242	-258,929
6/09/2007	National Australia Bank Limited	-44,877	-40,389
	<b>Total</b>	<b>-334,119</b>	<b>-299,319</b>
	<b>BT Funds Management Limited TOTAL :</b>	<b>-334,119</b>	<b>-299,319</b>

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**BT Investment Management No.2 Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
6/08/2007	BNP Fund Services Australasia Pty Limited	20,803	18,723
16/08/2007	BNP Fund Services Australasia Pty Limited	5,102	4,413
24/08/2007	BNP Fund Services Australasia Pty Limited	30,120	26,355
8/10/2007	BNP Fund Services Australasia Pty Limited	-12,838	-11,618
8/10/2007	BNP Fund Services Australasia Pty Limited	-242,841	-218,557
	<b>Total</b>	<b>-199,654</b>	<b>-180,684</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
6/08/2007	Citicorp Nominees Pty Limited	8,966	8,069
24/08/2007	Citicorp Nominees Pty Limited	2,180	1,908
8/10/2007	Citicorp Nominees Pty Limited	-6,294	-5,696
8/10/2007	Citicorp Nominees Pty Limited	-90,806	-81,725
	<b>Total</b>	<b>-85,954</b>	<b>-77,445</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
3/08/2007	HSBC Custody Nominees (Australia) Limited.	-65,067	-58,560
6/08/2007	HSBC Custody Nominees (Australia) Limited.	88,291	79,462
6/08/2007	HSBC Custody Nominees (Australia) Limited.	19,265	17,339
6/08/2007	HSBC Custody Nominees (Australia) Limited.	129,492	116,543
6/08/2007	HSBC Custody Nominees (Australia) Limited.	11,340	10,206
6/08/2007	HSBC Custody Nominees (Australia) Limited.	1,843	1,659
16/08/2007	HSBC Custody Nominees (Australia) Limited.	1,777	1,537
16/08/2007	HSBC Custody Nominees (Australia) Limited.	16,924	14,639
16/08/2007	HSBC Custody Nominees (Australia) Limited.	113,231	97,945
16/08/2007	HSBC Custody Nominees (Australia) Limited.	62,966	54,466
22/08/2007	HSBC Custody Nominees (Australia) Limited.	3,588	3,265
24/08/2007	HSBC Custody Nominees (Australia) Limited.	35,710	31,246
24/08/2007	HSBC Custody Nominees (Australia) Limited.	131,990	115,491
4/09/2007	HSBC Custody Nominees (Australia) Limited.	4,583	4,125
4/09/2007	HSBC Custody Nominees (Australia) Limited.	10,318	9,286
5/09/2007	HSBC Custody Nominees (Australia) Limited.	-355,575	-318,311
6/09/2007	HSBC Custody Nominees (Australia) Limited.	-95,123	-85,611
19/09/2007	HSBC Custody Nominees (Australia) Limited.	-3,242	-2,885
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-39,806	-36,024
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-806,203	-725,583
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-64,091	-58,002
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-249,141	-224,227

8/10/2007	HSBC Custody Nominees (Australia) Limited.	-80,586	-72,930
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-2,610,804	-2,349,724
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-42,194	-38,186
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-245,074	-220,567
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-4,191	-3,793
8/10/2007	HSBC Custody Nominees (Australia) Limited.	-27,924	-25,132
	<b>Total</b>	<b>-4,057,703</b>	<b>-3,662,326</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
28/09/2007	GOLDMAN SACHS JBWERE PTY LTD	-42000	-37862.4
28/09/2007	MACQUARIE SECURITIES LTD	-393000	-354284
17/08/2007	GOLDMAN SACHS JBWERE PTY LTD	505260	448939.4
3/10/2007	MACQUARIE SECURITIES LTD	11883	10931.16
	<b>Total</b>	<b>82,143</b>	<b>66,724.62</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/08/2007	National Australia Bank Limited	-1,783,517	0
	<b>Total</b>	<b>-1,783,517</b>	<b>0</b>

**BT Investment Management No.2 Limited**  
**TOTAL : -6,044,685 -3,852,730**

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**BT Investment Management No.3 Pty Limited**

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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
2/08/2007	HSBC Custody Nominees (Australia) Limited.	-4,568	-4,134
3/08/2007	HSBC Custody Nominees (Australia) Limited.	-1,200	-1,074
10/08/2007	HSBC Custody Nominees (Australia) Limited.	10,000	8,900
21/08/2007	HSBC Custody Nominees (Australia) Limited.	4,246	3,800
21/08/2007	HSBC Custody Nominees (Australia) Limited.	2,838	2,540
23/08/2007	HSBC Custody Nominees (Australia) Limited.	2,000	1,790
24/08/2007	HSBC Custody Nominees (Australia) Limited.	6,600	5,841
10/09/2007	HSBC Custody Nominees (Australia) Limited.	5,000	4,450
17/09/2007	HSBC Custody Nominees (Australia) Limited.	3,650	3,267
18/09/2007	HSBC Custody Nominees (Australia) Limited.	21,500	19,243
19/09/2007	HSBC Custody Nominees (Australia) Limited.	4,300	3,870
19/09/2007	HSBC Custody Nominees (Australia) Limited.	6,300	5,670
20/09/2007	HSBC Custody Nominees (Australia) Limited.	10,000	9,000
20/09/2007	HSBC Custody Nominees (Australia) Limited.	6,000	5,400
20/09/2007	HSBC Custody Nominees (Australia) Limited.	8,994	8,095
20/09/2007	HSBC Custody Nominees (Australia) Limited.	16,000	14,400
20/09/2007	HSBC Custody Nominees (Australia) Limited.	70,000	63,000
20/09/2007	HSBC Custody Nominees (Australia) Limited.	5,275	4,748
24/09/2007	HSBC Custody Nominees (Australia) Limited.	2,750	2,448
24/09/2007	HSBC Custody Nominees (Australia) Limited.	6,500	5,785
24/09/2007	HSBC Custody Nominees (Australia) Limited.	8,000	7,120
26/09/2007	HSBC Custody Nominees (Australia) Limited.	-5,000	-4,425
27/09/2007	HSBC Custody Nominees (Australia) Limited.	21,400	19,046
28/09/2007	HSBC Custody Nominees (Australia) Limited.	1,000	905
28/09/2007	HSBC Custody Nominees (Australia) Limited.	4,000	3,620
28/09/2007	HSBC Custody Nominees (Australia) Limited.	-15,200	-13,680
3/10/2007	HSBC Custody Nominees (Australia) Limited.	-1,750	-1,593
3/10/2007	HSBC Custody Nominees (Australia) Limited.	10,000	9,200
4/10/2007	HSBC Custody Nominees (Australia) Limited.	1,500	1,373

4/10/2007	HSBC Custody Nominees (Australia) Limited.	100,000	91,500
5/10/2007	HSBC Custody Nominees (Australia) Limited.	9,030	8,172
8/10/2007	HSBC Custody Nominees (Australia) Limited.	1,400	1,260
8/10/2007	HSBC Custody Nominees (Australia) Limited.	1,000	900
	<b>Total</b>	<b>321,565</b>	<b>290,435</b>
	<b>BT Investment Management No.3 Pty Limited</b>		
	<b>TOTAL :</b>	<b>321,565</b>	<b>290,435</b>

<b>BT Funds Management (NZ) Limited</b>
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<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
22/08/2007	BTNZ	-5,000	-4,550
	<b>Total</b>	<b>-5,000</b>	<b>-4,550</b>
	<b>BT Funds Management (NZ) Limited TOTAL :</b>	<b>-5,000</b>	<b>-4,550</b>