



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

20 July 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 18/07/2007

The previous notice was given to the company on 31/05/2007

The previous notice was dated 29/05/2007

#### 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	32,434,197	11.42%	31,808,944	9.26%

#### 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
18/07/2007	WBC & its Associates Westpac Financial Services Group Limited (WFSG), BT Funds Management (NZ) Limited, BT Funds Management Limited, BT Investment Management No.3 Pty Limited, BT Investment Management No.2 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.	507,500
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.	7,505,867
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.	9,024,308
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.	14,771,269

#### 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.3 Pty 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
Galileo Japan Trust	Level 9, 1 Alfred Street, Sydney NSW 2000

**Signature**

print name Anna O'Connell capacity Company Secretary

**sign here** \_\_\_\_\_ date 20/07/2007

## **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 : 29/05/2007 to 18/07/2007**  
**SECURITY: GALILEO JAPAN TRUST**

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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>
6/06/2007	JP MORGAN SECURITIES AUST LTD	-743100	-748047.74
13/06/2007	MACQUARIE SECURITIES LTD	-188951	-188026.93
18/06/2007	MACQUARIE SECURITIES LTD	-231451	-229184.85
6/06/2007	CREDIT SUISSE EQUITIES AUST	200000	205660.1
15/06/2007	MACQUARIE SECURITIES LTD	6602	6799.31
18/06/2007	MACQUARIE SECURITIES LTD	66700	68693.44
21/06/2007	MACQUARIE SECURITIES LTD	498820	513784.6
29/06/2007	MACQUARIE SECURITIES LTD	27919	27497.19
4/07/2007	PLACEMENT BROKER	638324	606407.8
5/07/2007	MERRILL LYNCH EQUITES AUST LTD	101785	96711.39
	<b>Total</b>	<b>376648</b>	<b>360294.31</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
5/06/2007	Citicorp Nominees Pty Limited	51,840	53,281
	<b>Total</b>	<b>51,840</b>	<b>53,281</b>

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Value</b>
29/05/2007	HSBC Custody Nominees (Australia) Limited.	1,120	1,126
31/05/2007	HSBC Custody Nominees (Australia) Limited.	156,098	160,000
6/06/2007	HSBC Custody Nominees (Australia) Limited.	2,190	2,245
6/06/2007	HSBC Custody Nominees (Australia) Limited.	2,210	2,265
19/06/2007	HSBC Custody Nominees (Australia) Limited.	1,790	1,817
22/06/2007	HSBC Custody Nominees (Australia) Limited.	866,505	883,835
26/06/2007	HSBC Custody Nominees (Australia) Limited.	1,680	1,655
26/06/2007	HSBC Custody Nominees (Australia) Limited.	1,660	1,635
29/06/2007	HSBC Custody Nominees (Australia) Limited.	19,593	19,156
	<b>Total</b>	<b>1,052,846</b>	<b>1,073,734</b>

**BT Investment Management No.2 Limited TOTAL : 1,481,334 1,487,309.31**

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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>
29/05/2007	HSBC Custody Nominees (Australia) Limited.	2,000	2,020
29/05/2007	HSBC Custody Nominees (Australia) Limited.	20,873	20,977
30/05/2007	HSBC Custody Nominees (Australia) Limited.	2,200	2,233
30/05/2007	HSBC Custody Nominees (Australia) Limited.	3,500	3,553
30/05/2007	HSBC Custody Nominees (Australia) Limited.	20,000	20,400
30/05/2007	HSBC Custody Nominees (Australia) Limited.	20,000	20,300
30/05/2007	HSBC Custody Nominees (Australia) Limited.	1,800	1,827
30/05/2007	HSBC Custody Nominees (Australia) Limited.	2,000	2,040
4/06/2007	HSBC Custody Nominees (Australia) Limited.	-8,000	-8,240
5/06/2007	HSBC Custody Nominees (Australia) Limited.	348,844	358,542
5/06/2007	HSBC Custody Nominees (Australia) Limited.	48,921	50,281
6/06/2007	HSBC Custody Nominees (Australia) Limited.	400	410
6/06/2007	HSBC Custody Nominees (Australia) Limited.	3,000	3,075

6/06/2007	HSBC Custody Nominees (Australia) Limited.	5,000	5,150
7/06/2007	HSBC Custody Nominees (Australia) Limited.	5,000	5,100
7/06/2007	HSBC Custody Nominees (Australia) Limited.	-7,250	-7,359
8/06/2007	HSBC Custody Nominees (Australia) Limited.	2,884	2,927
8/06/2007	HSBC Custody Nominees (Australia) Limited.	-10,000	-10,100
13/06/2007	HSBC Custody Nominees (Australia) Limited.	-4,100	-4,080
13/06/2007	HSBC Custody Nominees (Australia) Limited.	-2,500	-2,488
13/06/2007	HSBC Custody Nominees (Australia) Limited.	5,500	5,500
13/06/2007	HSBC Custody Nominees (Australia) Limited.	685	685
13/06/2007	HSBC Custody Nominees (Australia) Limited.	7,000	7,000
13/06/2007	HSBC Custody Nominees (Australia) Limited.	1,200	1,200
18/06/2007	HSBC Custody Nominees (Australia) Limited.	-2,100	-2,142
18/06/2007	HSBC Custody Nominees (Australia) Limited.	4,500	4,568
19/06/2007	HSBC Custody Nominees (Australia) Limited.	-5,500	0
20/06/2007	HSBC Custody Nominees (Australia) Limited.	900	918
20/06/2007	HSBC Custody Nominees (Australia) Limited.	600	612
20/06/2007	HSBC Custody Nominees (Australia) Limited.	1,100	1,122
21/06/2007	HSBC Custody Nominees (Australia) Limited.	-9,692	-9,886
21/06/2007	HSBC Custody Nominees (Australia) Limited.	2,000	2,060
21/06/2007	HSBC Custody Nominees (Australia) Limited.	2,000	2,060
26/06/2007	HSBC Custody Nominees (Australia) Limited.	3,500	3,483
29/06/2007	HSBC Custody Nominees (Australia) Limited.	5,000	4,875
	<b>Total</b>	<b>471,265</b>	<b>488,623</b>
	<b>BT Investment Management No.3 Pty Limited TOTAL :</b>	<b>471,265</b>	<b>488,623</b>