



**WILSON**  
ASSET MANAGEMENT

**FAX MESSAGE**

**TO:** ASX  
Company Announcements Office

**FROM:** Wilson Asset Management

**FAX:** 1900 999 279

**DATE:** 6 October 2004

**NO OF PAGES:** 5 (including this page)

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Please find following Form 604 Notice of change of interests of substantial holder for Austin Engineering Limited.

LEVEL ELEVEN  
131 MACQUARIE ST  
SYDNEY NSW 2000  
TEL (02) 9247 6755  
FAX (02) 9247 6855

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme AUSTIN ENGINEERING LIMITEDACN/ARSN ACN 078 480 136**1. Details of substantial holder(s)**Name Wilson Management Group (refer to entities listed in Annexure A)  
ACN/ARSN (if applicable)There was a change in the interests of the  
substantial holder on 5/10/04The previous notice was given to the company on 30/9/04The previous notice was dated 30/9/04**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)
<u>Ordinary Shares</u>	<u>2,159,832</u>	<u>6.05%</u>	<u>2,809,832</u>	<u>7.06%</u>

**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
<u>5/10/04</u>	<u>Wilson Management Group</u>	<u>Underlying portfolios bought shares in placement</u>	<u>\$ 266,500</u>	<u>650,000</u>	<u>650,000</u>

**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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<u>Refer</u>	<u>to</u>	<u>Annexure B</u>			

**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 (3) 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
N/A	

**5. Addresses**

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

Name	Address
Refer to Annexure B	

**Signature**

print name MATTHEW KIDMAN capacity DIRECTOR  
 sign here  date 6 / 10 / 04

**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 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 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 change in that association since the last substantial holding notice.

# This is Annexure A of 1 page referred to in Form 604

## Wilson Management Group

### 1. Details of Wilson Management Group

Wilson Asset Management (International) Pty Limited (ACN 081 047 118)

MAM Pty Limited (ACN 100 276 542)

KWB Capital Pty Limited (ACN 106 302 505)

WAM Capital Limited (ACN 086 587 395)

Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund (ACN 081 032 000)

Wilson Investment Fund Limited (ACN 100 504 541)

Wilson Leaders Limited (ACN 106 845 970)

GW Holdings Pty Limited (ACN 102 329 377)

Geoffrey Wilson

### Details of relevant interests: Nature of Relevant Interest

Wilson Asset Management (International) Pty Limited - Manages the portfolio of investments of and has a relevant interest under section 608(1)(b) in securities held by WAM Capital Limited and Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund.

MAM Pty Limited - manages the portfolio of investments of and has a relevant interest under section 608(1)(b) in securities held by Wilson Investment Fund Limited.

KWB Capital Pty Limited - manages the portfolio of investments of and has a relevant interest under section 608(1)(b) in securities held by Wilson Leaders Limited.

GW Holdings Pty Limited - taken to have a relevant interest in the voting securities under section 608(3)(b) of the Corporations Act 2001.

Geoffrey Wilson - taken to have a relevant interest in the voting securities under sections 608(1)(b) and 608(3)(b) of the Corporations Act 2001.

Signed:



Director

DATE: 6/10/04

**This is Annexure B of 1 page referred to in Form 604**

**Wilson Management Group**

**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	Person entitled to be registered as holder (B)	Class and number of securities	Person's votes
Wilson Management Group	Invia Custodian Pty Limited <WAM Capital Ltd A/c>	WAM Capital Limited	855,765 ordinary shares	855,765
	Invia Custodian Pty Limited <WAM Equity Fund A/c>	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	543,567 ordinary shares	543,567
	Invia Custodian Pty Limited <Wilson Leaders Ltd A/c>	Wilson Leaders Limited	1,410,500 ordinary shares	1,410,500

**6. Addresses**

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

Name	Address
Wilson Asset Management (International) Pty Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
MAM Pty Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
KWB Capital Pty Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
WAM Capital Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Botanical Nominees Pty Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Wilson Investment Fund Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Wilson Leaders Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Invia Custodian Pty Limited	Level 15, 101 Collins Street, Melbourne VIC 3000
GW Holdings Pty Limited	Level 11, 131 Macquarie Street, Sydney NSW 2000
Geoffrey Wilson	5 William Street, Double Bay NSW 2028

Signed: 

**Director**

DATE: 6 / 10 / 04