

21 December 2007

The Manager  
Company Announcements Office  
Australia Stock Exchange Limited  
4<sup>th</sup> Floor, 20 Bridge Street  
SYDNEY NSW 2000

**By Electronic Lodgement**

Dear Sir,

**Re: Change in Substantial Holding for TVL**

Please find attached a Form 604 - Notice of Change of Interests of Substantial Holder from Wotif.com Holdings Limited with respect to its takeover bid for travel.com.au Limited in accordance with section 671B(1) of the *Corporations Act*.

Yours faithfully



**Robbie Cooke**  
**Chief Executive Officer**  
Wotif.com Holdings Limited

Encl.

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme travel.com.au Limited

ACN/ARSN 079 010 772

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

Name Wotif.com Holdings Limited (**Wotif.com**) and its controlled entities listed in Annexure A to the notice (**Wotif.com Group Entities**)  
ACN/ARSN (if applicable) 093 000 456

There was a change in the interests of the substantial holder on see Annexure B

The previous notice was given to the company on 14/12/2007

The previous notice was dated 14/12/2007

### 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 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	60,765,393	60.40%	82,623,595	82.129%

### 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
a. See Annexure B	Wotif.com Holdings Limited	Increase of relevant interest as a result of acceptances of offers (the <b>Offers</b> ) dated 15 November 2007 made under Wotif.com Holdings Limited's off-market bid for ordinary shares in travel.com.au Limited on the terms set out in the Bidder's Statement dated 7 November 2007. See Annexures B and C for details.	(a) If Wotif.com Holdings Limited receives acceptances from travel.com.au Limited shareholders holding at least 75.1% of all travel.com.au Limited shares, the consideration is either: - 55 cents in cash for each travel.com.au Limited share; or - between 0.0982 and 0.1146 Wotif.com Holdings Limited shares per travel.com.au Limited share.  (b) If Wotif.com Holdings Limited receives acceptances from travel.com.au Limited shareholders holding 90% of all travel.com.au Limited shares, the consideration is either: - 57 cents in cash for each travel.com.au Limited share; or - between 0.1018 and 0.1188 Wotif.com Holdings shares per travel.com.au Limited share.  The consideration will be provided in accordance with the terms of the Offers, if the conditions precedent and subsequent to the agreements to be formed by acceptances of the Offers are satisfied or waived. See Annexure C for details.	See Annexure B	See Annexure B
b. 18 December 2007	Wotif.com Holdings Limited	Off-market transfer	\$313,466	569,939	569,939

#### 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
In respect of 3(a) above, Wotif.com Holdings Limited and each Wotif.com Group Entity	Persons to whom the Offers were made who have accepted the Offers.	Wotif.com Holdings Limited (upon the conditions of the Offers being satisfied or waived).	Relevant interest under section 608(1) of the <i>Corporations Act</i> pursuant to acceptances of the Offers.  Wotif.com Holdings Limited's power to vote or dispose of the travel.com.au Limited shares is qualified until Wotif.com Holdings Limited becomes the registered holder of those shares. Wotif.com Holdings Limited will not become the registered holder of those shares unless the conditions subsequent to the agreements to be formed by acceptances of the Offers are satisfied or waived.	82,623,595 ordinary shares	82,623,595
In respect of 3(b) above, Wotif.com Holdings Limited	Wotif.com Holdings Limited	Wotif.com Holdings Limited	Legal and beneficial	569,939	569,939

#### 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
N/A	N/A

#### 6. Addresses

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

Name	Address
Wotif.com Holdings Limited	13 Railway Terrace, Milton, Queensland, Australia, 4064
Each Wotif.com Group Entity	13 Railway Terrace, Milton, Queensland, Australia, 4064

### Signature

print name Robert Michael Sean COOKE

capacity Company Secretary

sign here

date 21 / 12 / 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 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 on 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 the Form 604  
(Notice of Change of Interests of Substantial Holder)  
in relation to travel.com.au Limited ACN 079 010 772)**



Signed:

Name: Robert Michael Sean COOKE

Date: 21 December 2007

The following bodies corporate are controlled by Wotif.com Holdings Limited (each a Wotif.com Group Entity):

- . Wotif.com Pty Ltd
- . Standby Holdings Pty Ltd
- . Wotif.com Ltd
- . Wotif.com Inc
- . Wotif.com Pte Ltd
- . Wotif.com LLC
- . Wotif.com Sdn Bhd

**This is Annexure B of 1 page referred to in the Form 604  
(Notice of Change of Interests of Substantial Holder)  
in relation to travel.com.au Limited ACN 079 010 772)**



Signed:

Name: Robert Michael Sean COOKE

Date: 21 December 2007

Details of changes in relevant interests pursuant to acceptance of the Offers:

Date of change	Class and number of securities affected	Person's votes affected
14 December 2007	45,867 ordinary shares	45,867
17 December 2007	107,917 ordinary shares	107,917
19 December 2007	191,542 ordinary shares	191,542
20 December 2007	20,942,937 ordinary shares	20,942,937

**This is Annexure C of 1 page referred to in the Form 604  
(Notice of Change of Interests of Substantial Holder)  
in relation to travel.com.au Limited ACN 079 010 772)**



Signed:

Name: Robert Michael Sean COOKE

Date: 21 December 2007

Offer terms

The following documents contain the terms of the Offers:

1. Bidder's Statement dated 7 November 2007
2. Acceptance Form
3. Notice of Variation dated 6 December 2007