

SMART PACKAGES PTE. LTD.
(Company No. 201133243D)

1 Fusionopolis Walk
#08-02 South Tower
Solaris
Singapore 138628

Telephone: +6643 5088
Fax: +6734 2870

Date : 4 July 2014

Smartgroup Corporation Ltd
Level 8, 133-145 Castlereagh Street
Sydney, NSW 2000

Attention : Ms Amanda Morgan, Company Secretary

Dear Madam,

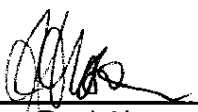
SMARTGROUP CORPORATION LIMITED – FORM 603

With reference to the above, please find enclosed Form 603 "Notice of Initial Substantial Holder" issued by Smart Packages Pte Ltd ("**SPPL**") and certain related bodies corporate ("**SPPL Group**") in relation to the shares in Smartgroup Corporation Ltd ACN 126 266 831 in accordance with the Corporations Act 2001 (Cwlth).

Kindly acknowledge receipt.

Thank you.

Yours faithfully
For and on behalf of
Smart Packages Pte Ltd



Jeremy Paul Abson
Director

Encl.

c.c. Company Announcements Platform
Australian Securities Exchange Limited
Fax +61 2 9347 0005

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Smartgroup Corporation Ltd

ACN/ARSN ACN 126 266 831

1. Details of substantial holder (1)

Name Smart Packages Pte Ltd (SPPL) and certain related bodies corporate named in Annexure A (SPPL Group)
This notice is issued on behalf of the SPPL Group

ACN/ARSN (if applicable) Not applicable

The holder became a substantial holder on 2/7/2014

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	30,438,345	30,438,345	30%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SPPL Group	Relevant interest under section 608(1) of the Corporations Act (for registered holders named in paragraph 4 below) or deemed relevant interest under section 608(3) of the Corporations Act.	30,438,345 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SPPL Group	SPPL	SPPL	30,438,345 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

N/A – shares retained on listing.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

The entities named in Annexure A are related bodies corporate or under common control in connection with the relevant interest.

7. Addresses

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

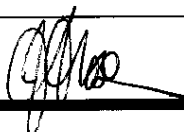
Name	Address
Smartgroup Corporation Limited	Level 8, 133 Castlereagh Street, Sydney Australia, 2000
SPPL Group	See Annexure A

Signature

print name JEREMY PAUL ABSON

capacity DIRECTOR

sign here



date 04/07/2014

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure A

This is Annexure A of 1 page referred to in the Form 603 (Notice of initial substantial shareholder)

Print Name

JEREMY PAUL ABSON

capacity

DIRECTOR

sign here

date 04/07/2014

Name	Address
1. Smart Packages Pte Ltd	1 Fusionopolis Walk, #08-02 South Tower, Solaris, Singapore 138628
2. Mezzanine Equities N.V.	Totolicaweg 19, Curacao
3. Mezzanine Equities Sdn Bhd	Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia
4. UT Treasury (L) Ltd	Level 1, Lot 7, Block F, Saguking Commercial Building, Jalan Patau-Patau, 87000 Federal Territory of Labuan
5. Marvelasia (BVI) Ltd	Craigmuir Chambers, P.O. Box 71 Road Town Tortola, British Virgin Islands
6. Usaha Tegas Sdn Bhd	Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia
7. Pacific States Investment Limited	15 Esplanade, St Helier, JE1 1RB, Jersey
8. Excorp Holdings N.V.	Kaya W.F.G. (Jombi) Mensing 36, Curacao
9. PanOcean Management Limited	15 Esplanade, St Helier, JE1 1RB, Jersey
10. Ananda Krishnan Tatparanandam	8 Taman U Thant Dua, 55000 Kuala Lumpur, Malaysia
11. Zelkova Limited	Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
12. Eddborton Limited	21 st , Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong
13. Eastnom Limited	21 st , Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong
14. Elmer Eugene Hipolito Sagun	Lot 4A, Block 1, Westside Street, Phase II, Vista Verde Country Homes Subdivision, Cainta, Rizal, Philippines
15. Maya Krishnan Tatparanandam	10 Jalan 3/55, 46000 Petaling Jaya, Selangor, Malaysia