

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**In Company Name/Scheme **TEMPLE AND WEBSTER GROUP LTD**ACN/ARSN **608 595 880****1. Details of substantial holder (1)**Name **Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN: 077 205 102) and associated**  
ACN/ARSN (if applicable) **entities.**The holder became a substantial holder on **01/03 / 16****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)
<b>ORDINARY SHARES</b>	<b>5,680,810</b>	<b>5,680,810</b>	<b>5.35 %</b>

**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
<b>Super Properties Pty Ltd ATF Shayne Smyth Trust</b>	<b>Shareholder</b>	<b>4,126,028 Ordinary shares</b>
<b>Perle Ventures Pty Ltd ATF 977 Capital Investments 2</b>	<b>Shareholder</b>	<b>1,213,884 Ordinary Shares</b>
<b>Perle Ventures Pty Ltd ATF PV Investments 3</b>	<b>Shareholder</b>	<b>1,225,889 Ordinary Shares</b>

**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
<b>Refer to Annexure A</b>	<b>Refer to Annexure A</b>	<b>Refer to Annexure A</b>	<b>Refer to Annexure A</b>

**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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>Refer to Annexure B</b>	<b>Refer to Annexure B</b>	<b>Refer to Annexure B</b>		<b>Refer to Annexure B</b>

**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
Perle Ventures Pty Ltd ATF 877 Capital Investments 2	Super Properties Pty Ltd holds a beneficial interest of 60.9% in this entity
Perle Ventures Pty Ltd ATF #V Investments 3	Super Properties Pty Ltd holds a beneficial interest of 64.92% in this entity

**7. Addresses**

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

Name	Address
Refer to Annexure C	Refer to Annexure C

**Signature**

print name Shayne Robert Smyth capacity Director  
 sign here  date 01 / 03 / 2016

**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.

This is Annexure A of 1 page referred to in form 603 – Notice of Initial Substantial Holder  
(Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102) and associated entities)

**Annexure A**

Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102)	Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102)	Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102)	4,125,028 ordinary shares
Perle Ventures Pty Ltd ATF 877 Capital Investments 2 (ACN 168 810 455)	Perle Ventures Pty Ltd ATF 877 Capital Investments 2 (ACN 168 810 455)	Perle Ventures Pty Ltd ATF 877 Capital Investments 2 (ACN 168 810 455)	1,213,994 ordinary shares
Perle Ventures Pty Ltd ATF PV Investments 3 (ACN 168 810 455)	Perle Ventures Pty Ltd ATF PV Investments 3 (ACN 168 810 455)	Perle Ventures Pty Ltd ATF PV Investments 3 (ACN 168 810 455)	1,225,899 ordinary shares

  
01/03/2016

This is Annexure B of 1 page referred to in form 603 – Notice of Initial Substantial Holder  
(Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102) and associated entities)

**Annexure B**

Entity Name	Date	Cash	Non cash	Total
Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102)	26/2/16	\$300,900		1,500,000
	27/2/16	\$165,040		800,000
	29/2/16	\$32,780		149,000
Perle Ventures Pty Ltd ATF 877 Capital Investments 2 (ACN 168 810 455)	25/2/16	\$250,475		1,213,994
Perle Ventures Pty Ltd ATF PV Investments 3 (ACN 168 810 455)	29/2/16	\$50,000		238,095
	1/3/16	\$199,750		987,804

*C. P. Smith*  
01/03/2016

*This is Annexure C of 1 page referred to in form 603 – Notice of Initial Substantial Holder  
(Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102) and associated entities)*

**Annexure C**

<u>Name</u>	<u>Address</u>
Super Properties Pty Ltd ATF Shayne Smyth Trust (ACN 077 205 102)	C/- William Buck, Level 29, 66 Goulburn St, Sydney NSW 2000
Perle Ventures Pty Ltd ATF 877 Capital Investments 2 (ACN 168 810 455)	Level 24, 52 Martin Place, Sydney NSW 2000
Perle Ventures Pty Ltd ATF PV Investments 3 (ACN 168 810 455)	Level 24, 52 Martin Place, Sydney NSW 2000

*C. R. L.*  
*01/03/2016*