

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of 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

There was a change in the interests of the substantial holder on

02/08/2016

The previous notice was given to the company on

04/07/2014

The previous notice was dated

04/07/2014

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 shares	30,438,345	30%	32,608,245	27.28%

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
02/08/2016	SPPL Group	The number of voting shares held by SPPL in Smartgroup Corporation Ltd (SGC) increased from 30,438,345 to 32,608,245, arising from SPPL's participation in a placement exercise undertaken by SGC. However, as a result of the issuance of new shares by SGC following the completion of the placement exercise, the voting interest of SPPL in SGC subsequently decreased from 30% to 27.28%.	Nil	32,608,245 ordinary shares	32,608,245 ordinary shares

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
SPPL Group	SPPL	SPPL	Relevant interest under section 608(1) of the Corporations Act (for registered holder named herein) or deemed relevant interest under section 608(3) of the Corporations Act	32,608,245 ordinary shares	32,608,245 ordinary shares

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
Not applicable	

6. Addresses

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

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

Signature

print name ROGER LEO A. CARINO

capacity DIRECTOR

sign here



date 04 / 08 / 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 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.

Annexure A

This is Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial shareholder)

Print Name

ROGER LEO. A. CARINO

capacity

DIRECTOR

sign here



date 04/08/2016

	Name	Address
1.	Smart Packages Pte Ltd	1 Fusionopolis Walk #11-02 Solaris South Tower 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	Level 44, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia
11.	Zelkova Limited	Room 2302, 23rd Floor, Lee Garden Two, 28 Yun Ping Road, Hong Kong
12.	Eddborton Limited	Room 2302, 23rd Floor, Lee Garden Two, 28 Yun Ping Road, Hong Kong
13.	Eastnom Limited	21st Floor, 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	Unit 14-D Urdaneta Apartments Condominium, 6735 Recoletos St. cor. Ayala Avenue, 1225 Makati City, Philippines