

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

Date: 10 April 2018

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

Attention : Ms Amanda Morgan, Company Secretary

Dear Madam,


SMARTGROUP CORPORATION LTD – FORM 604

With reference to the above, please find enclosed Form 604 "Notice of change of interests of 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.



Roger Leo A. Carino
Director

Encl.

c.c. Company Announcements Platform
Australian Securities Exchange Limited
Fax +61 2 9347 0005/+61 2 9778 0999

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 06/04/2018

The previous notice was given to the company on 04/08/2016

The previous notice was dated 04/08/2016

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	32,608,245	27.28%	32,608,245	24.90%

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
06/04/2018	SPPL Group	The voting interest of SPPL in Smartgroup Corporation Ltd (SGC) decreased from 27.28% to 24.90% as a result of issuance of new shares by SGC following the completion of placement exercise undertaken by SGC on 28 February 2018, employee share plan on 28 March 2018 and share purchase plan on 6 April 2018. However, the number of voting shares held by SPPL in SGC remains unchanged at 32,608,245.	Nil	Nil	Nil

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
Smarigroup 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 10 / 04 / 2018

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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. <p>The annexure must be signed by the same person(s) who signed the form.</p>

Annexure A

This is Annexure A of 1 page referred to in the Form 601 (Notice of change of interests of substantial shareholder)

Print Name

ROGER LEO A. CARINO

capacity

DIRECTOR

sign here

date 10/04/2018

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