



ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

2 October 2018

Notice of Change of Interests of Substantial Shareholder

In accordance with section 671B of the Corporations Act 2001 (Cth), attached is a Notice of Change of Interests of Substantial Shareholder (Form 604) in respect of Helloworld Travel Limited.

Yours faithfully,

Andrew Finch
Group General Counsel and Company Secretary



Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

Helloworld Travel Limited

ACN/ARSN

ACN 091 214 998**1. Details of substantial holder(1)**

Name

Q H Tours Limited and its Associates listed in Annexure A

ACN/ARSN (if applicable)

Specified in Annexure AThere was a change in the interests of the
substantial holder on28/09/18

The previous notice was given to the company on

31/10/16

The previous notice was dated

31/10/16**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	21,223,454	17.77%	19,223,454	15.44%

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
	Refer to Annexure B				

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
Q H Tours Limited and its associates	Q H Tours Limited	Q H Tours Limited	Registered holder	21,223,454	21,223,454

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
Refer to Annexure A	10 Bourke Road, Mascot, NSW 2020

Signature

print name

Andrew Finch

capacity **Company Secretary**

sign here

date 02 / 10 / 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 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.
- (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 3 pages referred to in Form 604 – notice of change in interests of substantial holder.



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 Andrew Finch
 Group General Counsel and Company Secretary
 Date: 2 October 2018

Each of the following bodies corporate is an associate of Q H Tours Limited at the date of this notice, because it controls Q H Tours Limited, is controlled by Q H Tours Limited or the same entity controls it and Q H Tours Limited (*Corporations Act 2001* Section 12(2)(a)):

Name of body corporate	ACN/ ABN (if applicable)	Country of incorporation
Qantas Airways Limited	16 009 661 901	Australia
AAL Aviation Limited	83 008 642 886	Australia
Australian Regional Airlines Pty. Ltd.	25 006 783 633	Australia
Regional Airlines Charter Pty Limited	21 147 543 806	Australia
Network Aviation Pty Ltd	082 007 350	Australia
The Network Trust		
Network Aviation Holdings Pty Ltd	081 505 008	Australia
The Network Holding Trust		
Network Holding Investments Pty Ltd	110 179 818	Australia
Network Turbine Solutions Pty Ltd	20 110 180 008	Australia
Osnet Jets Pty Ltd	99 128 559 419	Australia
Sunstate Airlines (Qld) Pty. Limited	82 009 734 703	Australia
Airlink Pty Limited	76 010 812 316	Australia
Eastern Australia Airlines Pty. Limited	77 001 599 024	Australia
Impulse Airlines Holdings Proprietary Limited	67 090 590 024	Australia
Jetstar Airways Pty Limited	33 069 720 243	Australia
Jetstar Airways Limited		New Zealand
Jetstar Group Pty Limited	64 003 901 353	Australia
Jetstar Holidays Co. Ltd		Japan
Jetstar NZ Regional Limited		New Zealand
Australian Airlines Limited	85 099 625 304	Australia
Jetstar Services Pty Limited	19 107 638 326	Australia
Hooroo Pty Limited	32 152 774 457	Australia
Jetconnect Limited		New Zealand
Jetstar Asia Holdings Pty Limited	86 108 623 123	Australia
Jetstar International Group Australia Pty Limited	17 152 774 395	Australia
Jetstar International Group Holdings Co. Limited	1722639	Hong Kong
Jetstar Regional Services Pte. Ltd.	201229688K	Singapore
Jetstar International Group Japan Co., Ltd		Japan
Q H Tours Ltd	81 001 262 433	Australia
Holiday Tours & Travel Pte. Ltd.		Singapore
H Travel Sdn Bhd		Malaysia

Holiday Tours & Travel Limited		Hong Kong
Hangda Ticket Agent (Shanghai) Co. Ltd		China
Holiday Tours & Travel Ltd		Taiwan
Holiday Tours & Travel (Korea) Limited		Korea
Holiday Tours & Travel (Singapore) Pte. Ltd.		Singapore
PT Pacto Holiday Tours		Indonesia
QH International Co. Limited.		Japan
Jetabout Japan, Inc.		Japan
Qantas Asia Investment Company Pty Ltd	26 125 048 044	Australia
Qantas Asia Investment Company (Singapore) Pte. Ltd		Singapore
Qantas Cabin Crew (UK) Limited		United Kingdom
Qantas Catering Group Limited	34 003 836 440	Australia
Q Catering Limited	35 003 530 685	Australia
Qantas Airways Domestic Pty Limited	52 123 140 152	Australia
Qantas Domestic Pty Limited	21 134 556 255	Australia
Qantas Freight Enterprises Limited	55 128 862 108	Australia
Express Freighters Australia Pty Limited	73 003 613 465	Australia
Australian Air Express Pty Ltd	74 054 307 336	Australia
Express Freighters Australia (Operations) Pty Limited	54 119 093 999	Australia
Qantas Road Express Pty Limited	56 130 392 111	Australia
Qantas Courier Limited	32 003 890 328	Australia
Qantas Foundation Trustee Limited	130 129 449	Australia
Qantas Frequent Flyer Limited	12 129 456 908	Australia
Qantas Frequent Flyer Operations Pty Limited	22 132 484 210	Australia
Taylor Fry Holdings Pty Limited	604 441 483	Australia
Taylor Fry Pty Limited	29 087 047 809	Australia
Vii Pty Limited	83 619 963 263	Australia
Qantas Ground Services Pty Limited	43 137 771 692	Australia
Qantas Group Flight Training Pty Limited	29 128 258 104	Australia
Qantas Group Flight Training (Australia) Pty Limited	45 128 258 677	Australia
Qantas Information Technology Ltd	99 000 005 372	Australia
Qantas Superannuation Limited	47 003 806 960	Australia
Qantas Ventures Pty Limited	55 622 616 611	Australia
QF A320 2014 No.1 Pty Limited	87 600 097 550	Australia
QF A320 2014 No.2 Pty Limited	83 600 097 596	Australia
QF A320 2014 No.3 Pty Limited	13 600 097 612	Australia
QF A320 2014 No.4 Pty Limited	96 600 097 649	Australia
QF A332 Leasing 1 Pty Limited	11 100 511 813	Australia
QF A332 Leasing 2 Pty Limited	13 100 511 886	Australia
QF BOC 2008-1 Pty Limited	22 100 510 674	Australia
QF BOC 2008-2 Pty Limited	35 100 510 727	Australia
QF Cabin Crew Australia Pty Limited	46 128 382 105	Australia
QF Dash 8 Leasing No. 4 Pty Limited	91 135 258 445	Australia
QF Dash 8 Leasing No. 5 Pty Limited	31 149 204 713	Australia
QF Dash 8 Leasing No. 6 Pty Limited	35 164 390 238	Australia
QF ECA 2008-1 Pty Limited	71 133 356 475	Australia
QF ECA 2008-2 Pty Limited	73 133 356 420	Australia
QF ECA A380 2010 No.1 Pty Limited	14 145 079 312	Australia
QF ECA A380 2010 No.2 Pty Limited	78 145 079 205	Australia

QF ECA A380 2010 No.3 Pty Limited	61 145 079 134	Australia
QF ECA A380 2010 No.4 Pty Limited	42 145 079 054	Australia
QF ECA A380 2011 No.1 Pty Limited	11 145 078 931	Australia
QF ECA A380 2011 No.2 Pty Limited	19 146 437 774	Australia
QF EXIM B787 No.1 Pty Limited	53 166 786 321	Australia
QF EXIM B787 No.2 Pty Limited	49 166 786 367	Australia
Snap Fresh Pty Limited	55 092 536 475	Australia
Southern Cross Insurances Pte Limited		Singapore

Annexure B

This is Annexure B referred to in Form 604 – notice of change in interests of substantial holder.

3. Changes in relevant interests

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
20 December 2016	Q H Tours Limited and its Associates	Issue of 666,000 HLO shares pursuant to Helloworld Member Loyalty Share Bonus Scheme Prospectus	N/A	21,223,454 ordinary shares	21,223,454
28 February 2017	Q H Tours Limited and its Associates	Issue of 100,000 HLO shares pursuant to: 1. Asset Sale Agreement between Cruise Marketing Group Pty Ltd, Cruise Abroad Pty Ltd, Worldwide Cruise Centres Pty Ltd (Vendors) and a Helloworld Limited subsidiary. 2. Asset Sale Agreement between Cruise Factory Pty Ltd (Vendor) and a Helloworld Limited subsidiary (Purchaser).	N/A	21,223,454 ordinary shares	21,223,454
1 July 2017	Q H Tours Limited and its Associates	Issue of 850,000 HLO shares pursuant to a Long Term Incentive Plan, to a targeted group of key executives and senior leaders.	N/A	21,223,454 ordinary shares	21,223,454
21 September 2017	Q H Tours Limited and its Associates	Issue of 73,395 HLO shares pursuant to the Share Sale Agreement between J & K Cooney Pty Ltd (Vendors) and Retail Travel Investments Pty Ltd (Purchaser), a subsidiary of Helloworld Travel Limited.	N/A	21,223,454 ordinary shares	21,223,454
24 November 2017	Q H Tours Limited and its Associates	Issue of 30,000 HLO shares as part of the Helloworld Travel Member Loyalty Bonus Scheme.	N/A	21,223,454 ordinary shares	21,223,454
1 February 2018	Q H Tours Limited and its Associates	Issue of 32,750 HLO shares as part of the Helloworld Travel Member Loyalty Bonus Scheme.	N/A	21,223,454 ordinary shares	21,223,454
1 March 2018	Q H Tours Limited and its Associates	Issue of 2,427,649 HLO shares to Trevor and Sonia Jones, Andrew and Karen Jones, Jamea Investments Pty Ltd, Bellazahn Pty Ltd,	N/A	21,223,454 ordinary shares	21,223,454

		and EPACS Pty Ltd as part consideration for acquisition of the Magellan Travel Group.			
16 May 2018	Q H Tours Limited and its Associates	Issue of 700,000 HLO shares pursuant to a Long Term Incentive Plan, to a targeted group of key executives and senior leaders.	N/A	21,223,454 ordinary shares	21,223,454
31 May 2018	Q H Tours Limited and its Associates	Issue of 189,864 HLO shares pursuant to the Share Sale Agreement between Tilakee Nominees Pty Ltd (Vendor) and Transonic Travel Pty Ltd (Purchaser), a subsidiary of Helloworld Travel Limited.	N/A	21,223,454 ordinary shares	21,223,454
28 September 2018	Q H Tours Limited and its Associates	On-market sale of 2,000,000 HLO shares	\$5.50 per ordinary share	19,223,454 ordinary shares	19,223,454