

Sophie MacIntosh  
Chief Legal Officer & Joint Company Secretary  
Smartgroup Corporation Ltd  
Level 8  
133 Castlereagh St  
Sydney NSW 2000

18 Oct 2019

Dear Sophie,


**SMARTGROUP CORPORATION LIMITED – FORM 605**

With reference to the above, please find enclosed Form 605 "Notice of ceasing to be a substantial holder" issued by Smart Packages Pte. Ltd. ("**SPPL**") and certain related bodies corporate ("**SPPL Group**") in relation to the shares in Smartgroup Corporation Limited ACN 126 266 831 in accordance with the Corporation Act 2001 (Cwth).

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 005/+61 2 9778 0999

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a 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 ceased to be a substantial holder on **17/10/2019**The previous notice was given to the company on **10/04/2018**The previous notice was dated **10/04/2018****2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
17/10/2019	SPPL Group	Sale Shares	A\$11.30 per share	Ordinary 32,608,245	NIL

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
<b>Not Applicable</b>	

**4. 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

13 / 10 / 2019

**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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) 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 605 (Notice of ceasing to be a substantial shareholder)

Print Name

ROGER LEO. A. CARINO

capacity

DIRECTOR

sign here



date

18. 10. 2019

	Name	Address
1.	Smart Packages Pte Ltd	1 Gateway Drive, Unit #20-07, Westgate Tower, Singapore 608531
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	Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
12.	Eddborton Limited	Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
13.	Rodolfo Perez Bondoc Jr.	5 Andalucia, Las Villas, Kaimito Street, Valle Verde 2 Brgy. Ugong, Pasig City, Philippines
14.	Maya Krishnan Tatparanandam	10, Jalan 3/55, 46000, Petaling Jaya, Selangor, Malaysia