

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Smartpay Holdings Limited (**SMP**)

ACN/ARSN NZ Registered Number 304625

1. Details of substantial holder (1)

Name MA FINANCIAL GROUP LIMITED (**MAF**) and the entities listed in Annexure A

ACN/ARSN (if applicable) 142 008 428

There was a change in the interests of the substantial holder on 30/06/2021The previous notice was given to the company on 21/05/2021The previous notice was dated 21/05/2021

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 fully paid stapled securities (Ordinary)	14,697,764	6.33%	17,066,335	7.35%

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
See 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
MA Visa Fund Manager Pty Ltd ACN 142 008 482 (MAVFM)	J.P. Morgan Nominees Australia Pty Ltd ACN 002 899 961 (JPM)	MAAM	Relevant interest pursuant to section 608(1) as investment manager of MA SIV Public Investment Fund (PIF) due to the power to exercise, or control the exercise of, a right to vote attached to the securities and	15,439,737 ordinary	15,439,737

			the power to dispose of, or control the exercise of a power to dispose of the securities, .		
MA Investment Management Pty Ltd ACN 621 552 896 (MAIM)	JPM	MAAM	Relevant interest pursuant to section 608(1) as investment manager of MA Equity Opportunities Fund (EOF) due to the power to exercise, or control the exercise of, a right to vote attached to the securities and the power to dispose of, or control the exercise of a power to dispose of the securities	1,626,598 ordinary	1,626,598
MA Asset Management Ltd ACN 142 008 535 (MAAM)		MAAM	Relevant interest pursuant to section 608(1) as trustee of PIF and EOF due to the power to exercise, or control the exercise of, a right to vote attached to the securities and the power to dispose of, or control the exercise of a power to dispose of the securities	17,066,335	17,066,335
MAL		MAAM	Relevant interest pursuant to section 608(3) due to holding voting power of above 20% in MAVFM, MAIM and MAAM	17,066,335 ordinary	17,066,335

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
See Annexure A	

Signature

print name REBECCA ONG

Capacity COMPANY SECRETARY

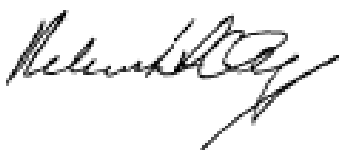
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date 02/07/2021

ANNEXURE A TO FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

This is annexure A of two pages referred to in Form 604 Notice of change of interests of substantial holder dated 02 July 2021.



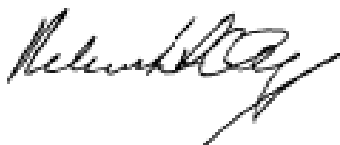
REBECCA ONG, COMPANY SECRETARY

Name	Address
A.C.N. 167 316 109 Pty Ltd ACN 167 316 109	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Armada Funds Management Pty Ltd ACN 124 754 847	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Eastern Credit Management Pty Ltd ACN 623 243 336	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Global Wealth Aged Care Pty Ltd ACN 610 989 994	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Global Wealth Residential Pty Ltd ACN 607 039 216	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
KCF ST Pty Ltd ACN 623 251 196	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Asset Management Ltd ACN 142 008 535	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Credit Investments Pty Ltd ACN 631 017 037	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Hotel Management Pty Ltd ACN 619 297 228	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Investment Management Pty Ltd ACN 621 552 896	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Visa Fund Manager Pty Ltd ACN 142 008 482	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM GP Pty Ltd ACN 164 411 607	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM Holdings Pty Ltd ACN 621 215 450	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT Pty Ltd ACN 629 587 560	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MACDF TT Pty Ltd ACN 169 652 742	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAF Credit Pty Ltd ACN 623 716 503	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM RE Limited ACN 135 855 186	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Moelis Australia Advisory Pty Ltd ACN 142 008 446	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Finance Pty Ltd ACN 621 554 845	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Foundation Pty Ltd ACN 622 860 904	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAFG Operations Pty Ltd ACN 138 030 289	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Moelis Australia Securities Pty Ltd ACN 122 781 560	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAFG Share Plan Pty Ltd ACN 610 383 590	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Redcape Hotel Group Management Ltd ACN 610 990 004	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Rockford Capital Pty Ltd ACN 116 067 497	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
TMASL Finance Pty Ltd ACN 623 313 057	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Western Funds Management Pty Ltd ACN 169 019 765	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Partners Holdings Pty Ltd ACN 622 353 191	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Moelis Australia Partners Pty Ltd ACN 622 354 152	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT (Figtree) Pty Ltd ACN 630 343 261	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT (Marion) Pty Ltd ACN 636 257 835	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM TT (Marion) Advertising Pty Ltd ACN 637 793 563	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
BHBB TT Pty Ltd ACN 637 771 647	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAAM Holdings Pty Ltd ACN 638 953 661	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Grassroots Childcare Developments Holdings Pty Ltd ACN 637 595 914	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Grassroots Childcare Developments Pty Ltd ACN 637 596 019	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MAKM Holdings Pty Ltd ACN 638 953 661	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Avena Holdings Pty Ltd ACN 644 907 791	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Courthouse Fund TT Pty Ltd ACN 135 855 186	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MADT Corporate Pty Ltd ACN 645 649 654	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Retpro Management Pty Ltd ACN 155 736 771	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Retpro Pty Limited ACN 140 217 796	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Bendigo TT I Pty Ltd ACN 651 045 939	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
MA Bendigo TT II Pty Ltd ACN 651 046 383	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
WFM Financial Holdings Pty Ltd ACN 651 052 372	Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

ANNEXURE B TO FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

This is annexure B of three pages referred to in Form 604 Notice of change of interests of substantial holder dated 02 July 2021.



REBECCA ONG, COMPANY SECRETARY

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
MAAM, MAIM, MAVFM, MAL	26/06/2020	223,809.04		Ordinary 348,993
MAAM, MAIM, MAVFM, MAL	29/06/2020	197,803.08		Ordinary 321,180
MAAM, MAIM, MAVFM, MAL	30/06/2020	176,012.24		Ordinary 283,820
MAAM, MAIM, MAVFM, MAL	1/07/2020	947,946.75		Ordinary 1,530,000
MAAM, MAIM, MAVFM, MAL	2/07/2020	257,914.79		Ordinary 420,418
MAAM, MAIM, MAVFM, MAL	3/07/2020	148,199.50		Ordinary 235,312
MAAM, MAIM, MAVFM, MAL	6/07/2020	32,360.00		Ordinary 50,000
MAAM, MAIM, MAVFM, MAL	7/07/2020	722,063.07		Ordinary 1,079,317
MAAM, MAIM, MAVFM, MAL	9/07/2020	28,461.92		Ordinary 45,000
MAAM, MAIM, MAVFM, MAL	10/07/2020	70,273.46		Ordinary 112,115
MAAM, MAIM, MAVFM, MAL	13/07/2020	68,009.74		Ordinary 107,780
MAAM, MAIM, MAVFM, MAL	15/07/2020	47,694.60		Ordinary 75,345
MAAM, MAIM, MAVFM, MAL	16/07/2020	1,265,000.00		Ordinary 2,000,000
MAAM, MAIM, MAVFM, MAL	21/07/2020	63,360.11		Ordinary 99,782
MAAM, MAIM, MAVFM, MAL	23/07/2020	25,885.97		Ordinary 42,091
MAAM, MAIM, MAVFM, MAL	24/07/2020	87,133.13		Ordinary 139,413
MAAM, MAIM, MAVFM, MAL	30/07/2020	176,114.25		Ordinary 267,350
MAAM, MAIM, MAVFM, MAL	5/08/2020	56,000.00		Ordinary 100,000
MAAM, MAIM, MAVFM, MAL	6/08/2020	63,500.00		Ordinary 100,000
MAAM, MAIM, MAVFM, MAL	13/08/2020	89,244.40		Ordinary 150,000
MAAM, MAIM, MAVFM, MAL	27/08/2020	60,496.14		Ordinary 99,174

MAAM, MAIM, MAVFM, MAL	1/09/2020	116,000.00		200,000
MAAM, MAIM, MAVFM, MAL	11/09/2020	67,927.60		122,616
MAAM, MAIM, MAVFM, MAL	16/09/2020	18,415.60		32,016
MAAM, MAIM, MAVFM, MAL	17/09/2020	5,113.53		8,667
MAAM, MAIM, MAVFM, MAL	21/09/2020	150,000.00		250,000
MAAM, MAIM, MAVFM, MAL	25/09/2020	116,925.00		200,000
MAAM, MAIM, MAVFM, MAL	30/09/2020	9,594.24		16,832
MAAM, MAIM, MAVFM, MAL	30/09/2020	14,531.98		25,273
MAAM, MAIM, MAVFM, MAL	7/10/2020	177,000.00		300,000
MAAM, MAIM, MAVFM, MAL	19/10/2020	59,227.20		98,712
MAAM, MAIM, MAVFM, MAL	9/11/2020	91,507.50		150,000
MAAM, MAIM, MAVFM, MAL	9/11/2020	34,999.97		57,377
MAAM, MAIM, MAVFM, MAL	17/11/2020	93,375.00		150,000
MAAM, MAIM, MAVFM, MAL	25/11/2020	1,211,201.40		1,888,077
MAAM, MAIM, MAVFM, MAL	2/12/2020	23,883.66		34,614
MAAM, MAIM, MAVFM, MAL	15/12/2020	24,354.40		34,792
MAAM, MAIM, MAVFM, MAL	16/12/2020	177,135.43		253,703
MAAM, MAIM, MAVFM, MAL	17/12/2020	42,948.94		61,505
MAAM, MAIM, MAVFM, MAL	21/12/2020	8,562.60		12,780
MAAM, MAIM, MAVFM, MAL	29/12/2020	6,800.00		10,000
MAAM, MAIM, MAVFM, MAL	31/12/2020	11,153.49		16,647
MAAM, MAIM, MAVFM, MAL	31/12/2020	5,577.08		8,324
MAAM, MAIM, MAVFM, MAL	8/01/2021	188,730.00		270,000
MAAM, MAIM, MAVFM, MAL	19/01/2021	82,000.00		100,000
MAAM, MAIM, MAVFM, MAL	19/01/2021	82,000.00		100,000
MAAM, MAIM, MAVFM, MAL	20/01/2021	262,500.00		300,000
MAAM, MAIM, MAVFM, MAL	28/01/2021	89,000.00		100,000
MAAM, MAIM, MAVFM, MAL	11/02/2021	134,250.00		150,000
MAAM, MAIM, MAVFM, MAL	11/03/2021	186,825.00		235,000
MAAM, MAIM, MAVFM, MAL	11/03/2021	95,400.00		120,000

MAAM, MAIM, MAVFM, MAL	24/03/2021	63,197.68		72,800
MAAM, MAIM, MAVFM, MAL	1/04/2021	35,176.00		40,000
MAAM, MAIM, MAVFM, MAL	15/04/2021	18,301.86		21,659
MAAM, MAIM, MAVFM, MAL	15/04/2021	148,755.45		170,552
MAAM, MAIM, MAVFM, MAL	19/04/2021	231,435.60		261,596
MAAM, MAIM, MAVFM, MAL	20/04/2021	370,244.45		416,005
MAAM, MAIM, MAVFM, MAL	20/04/2021	95,607.51		107,604
MAAM, MAIM, MAVFM, MAL	21/04/2021	27,035.13		31,222
MAAM, MAIM, MAVFM, MAL	22/04/2021	23,866.71		27,433
MAAM, MAIM, MAVFM, MAL	23/04/2021	17,565.48		19,848
MAAM, MAIM, MAVFM, MAL	29/04/2021	250,500.00		300,000
MAAM, MAIM, MAVFM, MAL	30/04/2021	123,000.00		150,000
MAAM, MAIM, MAVFM, MAL	10/05/2021	42,265.30		54,890
MAAM, MAIM, MAVFM, MAL	17/05/2021	6,111.29		8,156
MAAM, MAIM, MAVFM, MAL	18/05/2021	38,082.54		50,967
MAAM, MAIM, MAVFM, MAL	20/05/2021	3,302.52		4,524
MAAM, MAIM, MAVFM, MAL	21/05/2021	17,915.25		23,887
MAAM, MAIM, MAVFM, MAL	2/06/2021	39,000.00		50,000
MAAM, MAIM, MAVFM, MAL	3/06/2021	448,400.00		590,000
MAAM, MAIM, MAVFM, MAL	3/06/2021	197,600.00		260,000
MAAM, MAIM, MAVFM, MAL	11/06/2021	1,008,478.40		1,260,598
MAAM, MAIM, MAVFM, MAL	28/06/2021	75,253.05		92,905
MAAM, MAIM, MAVFM, MAL	29/06/2021	46,076.85		56,885
MAAM, MAIM, MAVFM, MAL	30/06/2021	65,382.52		80,779