

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Smartpay Holdings Limited (ASX: SMP)

ACN/ARSN NZBN: 9429039735690

1. Details of substantial holder (1)

Name Wilson Asset Management Group (refer entities listed in Annexure A)

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 13/04/23

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	13,764,247	13,764,247	5.78%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Annexure B		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Annexure B			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Annexure C				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	

7. Addresses

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

Name	Address
Annexure A	

Signature

print name Kim Heng capacity Chief Operations Officer

sign here  date 17/04/23

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure A

1. Details of Substantial Holder

Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)

7. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Alternative Assets Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
Citigroup Pty Limited	Level 21, 2 Park Street, Sydney NSW 2000

This is Annexure A of 1 pages referred to in Form 603 - Notice of initial substantial holder.

Signed: _____



Date: 17/04/23

Annexure B

3. Details of relevant interests & 4. Details of present registered holders

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (1)	Person entitled to be registered as a holder (2)	Number of securities	Class of securities
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Cligroup Pty Limited	Management of the portfolio of Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	257,283	Ordinary shares
WAM Active Limited	Cligroup Pty Limited	Management of the portfolio of WAM Active Limited	WAM Active Limited	157,404	Ordinary shares
WAM Capital Limited	Cligroup Pty Limited	Management of the portfolio of WAM Capital Limited	WAM Capital Limited	7,445,916	Ordinary shares
WAM Microcap Limited	Cligroup Pty Limited	Management of the portfolio of WAM Microcap Limited	WAM Microcap Limited	5,543,644	Ordinary shares

This is Annexure B of 1 pages referred to in Form 603 - Notice of initial substantial holder.

Signed: 

Date: 17/04/23

Annexure C

5. Consideration

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

Holder of relevant interest	Date of acquisition	Cash consideration (\$)	Amount of securities	Class of securities
WAM Microcap Limited	15/12/22	-518,353.87	500,000	Ordinary shares
WAM Microcap Limited	30/12/22	-135.06	135	Ordinary shares
WAM Microcap Limited	03/01/23	-13,933.89	14,140	Ordinary shares
WAM Microcap Limited	04/01/23	-57,585.87	57,664	Ordinary shares
WAM Microcap Limited	05/01/23	-80,544.68	80,412	Ordinary shares
WAM Microcap Limited	06/01/23	-42,009.02	41,965	Ordinary shares
WAM Microcap Limited	16/01/23	-114,168.07	100,000	Ordinary shares
WAM Microcap Limited	19/01/23	-122,038.88	98,223	Ordinary shares
WAM Microcap Limited	27/01/23	-321,791.00	260,846	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	30/01/23	-589.60	508	Ordinary shares
WAM Active Limited	30/01/23	-1,187.33	1,023	Ordinary shares
WAM Capital Limited	30/01/23	-17,190.21	14,811	Ordinary shares
WAM Microcap Limited	30/01/23	-1,581.95	1,363	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	01/02/23	-123.93	101	Ordinary shares
WAM Active Limited	01/02/23	-250.31	204	Ordinary shares
WAM Capital Limited	01/02/23	-3,614.80	2,946	Ordinary shares
WAM Microcap Limited	01/02/23	-332.52	271	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	02/02/23	-4,415.59	3,584	Ordinary shares
WAM Active Limited	02/02/23	-8,898.95	7,223	Ordinary shares
WAM Capital Limited	02/02/23	-128,832.09	104,569	Ordinary shares
WAM Microcap Limited	02/02/23	-11,857.06	9,624	Ordinary shares
WAM Microcap Limited	06/02/23	-16,982.72	13,162	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	08/02/23	-40,452.44	31,066	Ordinary shares
WAM Active Limited	08/02/23	-81,523.39	62,607	Ordinary shares
WAM Capital Limited	08/02/23	-1,180,169.17	906,327	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	09/02/23	-106,018.46	83,671	Ordinary shares
WAM Active Limited	09/02/23	-213,656.26	168,620	Ordinary shares
WAM Capital Limited	09/02/23	-3,092,987.85	2,441,022	Ordinary shares
WAM Microcap Limited	09/02/23	-486,694.55	384,105	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	13/02/23	-12,813.61	10,234	Ordinary shares
WAM Active Limited	13/02/23	-26,373.45	21,064	Ordinary shares
WAM Capital Limited	13/02/23	-367,733.26	293,702	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	22/02/23	-119.72	95	Ordinary shares
WAM Active Limited	22/02/23	-244.49	194	Ordinary shares
WAM Capital Limited	22/02/23	-3,416.61	2,711	Ordinary shares
WAM Microcap Limited	22/02/23	-62,603.13	50,000	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	23/02/23	-1,567.08	1,253	Ordinary shares
WAM Active Limited	23/02/23	-3,224.20	2,578	Ordinary shares
WAM Capital Limited	23/02/23	-44,961.23	35,950	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	24/02/23	-478.29	382	Ordinary shares
WAM Active Limited	24/02/23	-982.87	785	Ordinary shares
WAM Capital Limited	24/02/23	-13,716.34	10,955	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	27/02/23	-5,210.38	4,195	Ordinary shares
WAM Active Limited	27/02/23	-10,723.83	8,634	Ordinary shares
WAM Capital Limited	27/02/23	-149,527.43	120,388	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	28/02/23	-2,855.63	2,315	Ordinary shares
WAM Active Limited	28/02/23	-5,876.55	4,764	Ordinary shares
WAM Capital Limited	28/02/23	-81,939.83	66,427	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	03/03/23	-1,635.89	1,433	Ordinary shares
WAM Active Limited	03/03/23	-3,411.04	2,988	Ordinary shares
WAM Capital Limited	03/03/23	-45,642.67	39,982	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	06/03/23	-5,145.19	4,478	Ordinary shares
WAM Active Limited	06/03/23	-10,429.41	9,077	Ordinary shares
WAM Capital Limited	06/03/23	-151,715.30	132,042	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	07/03/23	-21,281.37	18,181	Ordinary shares
WAM Active Limited	07/03/23	-43,135.14	36,851	Ordinary shares

WAM Capital Limited	07/03/23	-627,463.98	536,052	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	08/03/23	-10,827.46	9,239	Ordinary shares
WAM Active Limited	08/03/23	-21,945.57	18,726	Ordinary shares
WAM Capital Limited	08/03/23	-319,231.53	272,398	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	13/03/23	-7,103.87	6,142	Ordinary shares
WAM Active Limited	13/03/23	-14,609.08	12,631	Ordinary shares
WAM Capital Limited	13/03/23	-209,608.10	181,227	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	14/03/23	-10,650.27	9,213	Ordinary shares
WAM Active Limited	14/03/23	-21,901.66	18,946	Ordinary shares
WAM Capital Limited	14/03/23	-314,249.36	271,841	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	17/03/23	-821.19	768	Ordinary shares
WAM Active Limited	17/03/23	-1,690.50	1,581	Ordinary shares
WAM Capital Limited	17/03/23	-24,249.77	22,679	Ordinary shares
WAM Microcap Limited	17/03/23	-11,719.10	10,960	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	20/03/23	-2,223.82	2,136	Ordinary shares
WAM Active Limited	20/03/23	-4,572.58	4,392	Ordinary shares
WAM Capital Limited	20/03/23	-65,608.98	63,018	Ordinary shares
WAM Microcap Limited	20/03/23	-31,706.12	30,454	Ordinary shares
WAM Microcap Limited	30/03/23	-17,894.12	15,019	Ordinary shares
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	13/04/23	-57,965.37	47,858	Ordinary shares
WAM Active Limited	13/04/23	-111,485.67	92,046	Ordinary shares
WAM Capital Limited	13/04/23	-1,637,596.44	1,352,050	Ordinary shares
WAM Microcap Limited	13/04/23	-433,663.59	358,046	Ordinary shares

This is Annexure C of 2 pages referred to in Form 603 - Notice of initial substantial holder.

Signed: _____



Date: 17/04/23