



**WASHINGTON H SOUL PATTINSON
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia
GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

18 January 2018

The Company Secretary
Smartgroup Corporation Limited
Level 8, 133-145 Castlereagh Street,
Sydney NSW 2000

Dear Ms. MacIntosh

Notice of Initial Substantial Holder

We enclose Corporations Act 2001 Form 605, Notice of ceasing to be a Substantial Holder, lodged today with the Australian Securities Exchange.

Yours faithfully

D M Concannon
Financial Controller

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Smartgroup Corporation Limited (ASX: SIQ)

ACN/ARSN ACN 126 266 831

1. Details of substantial holder (1)

Name Washington H. Soul Pattinson and Company Limited (WHSP)

ACN/ARSN (if applicable) ACN 000 002 728

The holder ceased to be a substantial holder on 15/01/2018

The previous notice was given to the company on 04/05/2017

The previous notice was dated 04/05/2017

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 voted affected
25/05/2017	WHSP (due to holding voting power of more than 20% in Pengana Capital Group Limited (PCG))	Purchase	\$299,540	42,682 ordinary shares	42,682
26/05/2017	WHSP as above	Purchase	\$191,574	27,318 ordinary shares	27,318
26/06/2017	WHSP as above	Sale	\$76,240	-10,324 ordinary shares	-10,324
13/07/2017	WHSP as above	Purchase	\$113,839	15,718 ordinary shares	15,718
23/08/2017	WHSP as above	Sale	\$86,125	-10,000 ordinary shares	-10,000
29/09/2017	WHSP as above	Sale	\$36.94	-4 ordinary shares	-4
03/10/2017	WHSP as above	Sale	\$303,764	-32,299 ordinary shares	-32,299
04/10/2017	WHSP as above	Sale	\$403,675	-42,965 ordinary shares	-42,965
05/10/2017	WHSP as above	Sale	\$232,423	-24,654 ordinary shares	-24,654
06/10/2017	WHSP as above	Sale	\$2,828,763	-300,000 ordinary shares	-300,000
11/10/2017	WHSP as above	Sale	\$96,795	-9,659 ordinary shares	-9,659
12/10/2017	WHSP as above	Sale	\$56,473	-5,553 ordinary shares	-5,553
13/10/2017	WHSP as above	Sale	\$26,384	-2,580 ordinary shares	-2,580
16/10/2017	WHSP as above	Sale	\$198,016	-20,000 ordinary shares	-20,000
03/11/2017	WHSP as above	Sale	\$81,420	-8,000 ordinary shares	-8,000
06/11/2017	WHSP as above	Sale	\$1,445,474	-142,000 ordinary shares	-142,000
07/11/2017	WHSP as above	Sale	\$987,792	-95,718 ordinary shares	-95,718
08/11/2017	WHSP as above	Sale	\$213,765	-20,000 ordinary shares	-20,000
15/11/2017	WHSP as above	Sale	\$161,744	-15,000 ordinary shares	-15,000
20/11/2017	WHSP as above	Sale	\$52,442	-5,000 ordinary shares	-5,000
21/11/2017	WHSP as above	Sale	\$209,170	-20,000 ordinary shares	-20,000

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 voted affected
14/12/2017	WHSP as above	Sale	\$274,038	-25,685 ordinary shares	-25,685
15/12/2017	WHSP as above	Sale	\$46,752	-4,315 ordinary shares	-4,315
19/12/2017	WHSP as above	Sale	\$226,776	-20,000 ordinary shares	-20,000
20/12/2017	WHSP as above	Sale	\$3,759	-333 ordinary shares	-333
09/01/2018	WHSP as above	Sale	\$41,054	-3,543 ordinary shares	-3,543
10/01/2018	WHSP as above	Sale	\$394,719	-33,765 ordinary shares	-33,765
16/01/2018	WHSP as above	Sale	\$493,551	-42,771 ordinary shares	-42,771

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

4. Addresses

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

Name	Address
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
PCG	Level 12, 167 Macquarie Street, Sydney NSW, 2000

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15 July 2001

Signature

print name Daniel Michael Concannon capacity Financial Controller

sign here



date 18/01/2018

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 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.