

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company name/Scheme Candy Club Holdings Limited
A.C.N. or A.R.S.N. 629 598 778

1 Details of substantial holder (1)

Name See Schedule 1 for details
ACN/ARSN (if applicable)

The holder became a substantial holder on 14 February 2019

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)
See Schedule 1 for details			

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
See Schedule 1 for details		

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
See Schedule 1 for details			

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	
See Schedule 1 for details				

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
See Schedule 1 for details	

Signature

print name Mr Michael Abeles capacity Director / Individual

sign here  ,date

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.

Schedule 1 - Becoming a substantial shareholder in Candy Club Holdings Ltd

DETAILS OF SUBSTANTIAL HOLDER

Name: Instanz Nominees Pty Ltd ATF Hearts Trust
ACN: 073 513 658

Name: Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust
ACN: 166 927 493

Name: Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2
ACN: 166 927 493

Name: Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust
ACN: 128 741 186

Name: Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund
ACN: 092 230 076

Name: RJR Pty Ltd ATF ZDR Family Trust
ACN: 165 066 151

DETAILS OF VOTING POWER

Class of securities

Class of securities	Number of securities	Person's votes	Voting Power
Ordinary shares	13,598,575	13,598,575	9.78%
Ordinary shares	648,723	648,723	0.47%
Ordinary shares	648,723	648,723	0.47%
Ordinary shares	1,921,631	1,921,631	1.38%
Ordinary shares	960,820	960,820	0.69%
Ordinary shares	1,921,632	1,921,632	1.38%
Class A Performance shares	500,000	-	0.00%
Class B Performance shares	500,000	-	0.00%
Class C Performance shares	500,000	-	0.00%
Class D Performance shares	500,000	-	0.00%

Schedule 1 - Becoming a substantial shareholder in Candy Club Holdings Ltd
DETAILS OF RELEVANT INTERESTS

Holder of Relevant Interest	Nature of Relevant Interest	Class and number of securities
Instanz Nominees Pty Ltd ATF Hearts Trust	Power to exercise, vote and/or dispose of securities as owner	13,598,575 fully paid ordinary shares
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Power to exercise, vote and/or dispose of securities as owner	648,723 fully paid ordinary shares
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Power to exercise, vote and/or dispose of securities as owner	648,723 fully paid ordinary shares
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Power to exercise, vote and/or dispose of securities as owner	1,921,631 fully paid ordinary shares
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Power to exercise, vote and/or dispose of securities as owner	960,820 fully paid ordinary shares
RJIR Pty Ltd ATF ZDR Family Trust	Power to exercise, vote and/or dispose of securities as owner	1,921,632 fully paid ordinary shares
RJIR Pty Ltd ATF ZDR Family Trust	Power to exercise, vote and/or dispose of securities as owner	500,000 Class A Performance shares
RJIR Pty Ltd ATF ZDR Family Trust	Power to exercise, vote and/or dispose of securities as owner	500,000 Class B Performance shares
RJIR Pty Ltd ATF ZDR Family Trust	Power to exercise, vote and/or dispose of securities as owner	500,000 Class C Performance shares
RJIR Pty Ltd ATF ZDR Family Trust	Power to exercise, vote and/or dispose of securities as owner	500,000 Class D Performance shares

Schedule 1 - Becoming a substantial shareholder in Candy Club Holdings Ltd
 DETAILS OF PRESENT REGISTERED HOLDERS
 Holder of relevant interest

Registered Holder of Securities	Person Entitled to be Registered as Holder	Class and number of securities
Instanz Nominees Pty Ltd ATF Hearts Trust	Instanz Nominees Pty Ltd <Hearts Trust A/C>	12,562,500 FPO
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	599,275 FPO
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/c No 2>	599,275 FPO
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	1,775,620 FPO
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	887,814 FPO
RJIR Pty Ltd ATF ZDR Family Trust	RJIR Pty Ltd <ZDR Family Trust A/C>	1,775,620 FPO
RJIR Pty Ltd ATF ZDR Family Trust	RJIR Pty Ltd <ZDR Family Trust A/C>	500,000 Class A Performance Shares
RJIR Pty Ltd ATF ZDR Family Trust	RJIR Pty Ltd <ZDR Family Trust A/C>	500,000 Class B Performance Shares
RJIR Pty Ltd ATF ZDR Family Trust	RJIR Pty Ltd <ZDR Family Trust A/C>	500,000 Class C Performance Shares
RJIR Pty Ltd ATF ZDR Family Trust	RJIR Pty Ltd <ZDR Family Trust A/C>	500,000 Class D Performance Shares
Instanz Nominees Pty Ltd ATF Hearts Trust	Instanz Nominees Pty Ltd <Hearts Trust A/C>	1,036,075 FPO
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	49,448 FPO
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/c No 2>	49,448 FPO
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	146,011 FPO
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	73,006 FPO
RJIR Pty Ltd ATF ZDR Family Trust	RJIR Pty Ltd <ZDR Family Trust A/C>	146,012 FPO

Schedule 1 - Becoming a substantial shareholder in Candy Club Holdings Ltd

CONSIDERATION

Holder of Relevant Interest	Date of Acquisition	Cash	Consideration Non- cash	Class and Number of Securities
Instanz Nominees Pty Ltd <Hearts Trust A/C>	9 November 2018	\$3.18		3,177 fully paid ordinary shares
Instanz Nominees Pty Ltd <Hearts Trust A/C>	12 November 2018		Transfer of shares in Candy Club Holdings Inc to Candy Club Holdings Ltd ACN 629 598 778	11,995,590 fully paid ordinary shares
Instanz Nominees Pty Ltd <Hearts Trust A/C>	13 November 2018		Conversion of debt of \$96,700	563,733 fully paid ordinary shares
Instanz Nominees Pty Ltd <Hearts Trust A/C>	16 January 2019	\$207,074	-	1,035,368 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	9 November 2018	\$0.15		156 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	12 November 2018		Transfer of shares in Candy Club Holdings Inc to Candy Club Holdings Ltd ACN 629 598 778	572,227 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	13 November 2018		Conversion of debt of \$4,615	26,892 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	16 January 2019	\$9,878	-	49,390 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	9 November 2018	\$0.15		156 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	12 November 2018		Transfer of shares in Candy Club Holdings Inc to Candy Club Holdings Ltd ACN 629 598 778	572,227 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	13 November 2018		Conversion of debt of \$4,615	26,892 fully paid ordinary shares
Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	16 January 2019	\$9,878	-	49,390 fully paid ordinary shares
Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	9 November 2018	\$0.45		449 fully paid ordinary shares
Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	12 November 2018		Transfer of shares in Candy Club Holdings Inc to Candy Club Holdings Ltd ACN 629 598 778	1,695,491 fully paid ordinary shares
Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	13 November 2018		Conversion of debt of \$13,628	79,680 fully paid ordinary shares
Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	16 January 2019	\$29,268	-	146,340 fully paid ordinary shares
Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	9 November 2018	\$0.23		229 fully paid ordinary shares
Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	12 November 2018		Transfer of shares in Candy Club Holdings Inc to Candy Club Holdings Ltd ACN 629 598 778	847,745 fully paid ordinary shares
Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	13 November 2018		Conversion of debt of \$6,814	39,840 fully paid ordinary shares
Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	16 January 2019	\$14,634	-	73,171 fully paid ordinary shares
RJIR Pty Ltd <ZDR Family Trust A/C>	9 November 2018	\$0.45		449 fully paid ordinary shares
RJIR Pty Ltd <ZDR Family Trust A/C>	12 November 2018		Transfer of shares in Candy Club Holdings Inc to Candy Club Holdings Ltd ACN 629 598 778	1,695,491 fully paid ordinary shares
RJIR Pty Ltd <ZDR Family Trust A/C>	13 November 2018		Conversion of debt of \$13,628	79,680 fully paid ordinary shares
RJIR Pty Ltd <ZDR Family Trust A/C>	16 January 2019	\$29,268	-	146,340 fully paid ordinary shares
RJIR Pty Ltd <ZDR Family Trust A/C>	28 November 2018	-	-	500,000 Class A Performance shares
RJIR Pty Ltd <ZDR Family Trust A/C>	28 November 2018	-	-	500,000 Class B Performance shares
RJIR Pty Ltd <ZDR Family Trust A/C>	28 November 2018	-	-	500,000 Class C Performance shares
RJIR Pty Ltd <ZDR Family Trust A/C>	28 November 2018	-	-	500,000 Class D Performance shares

Schedule 1 - Becoming a substantial shareholder in Candy Club Holdings Ltd

ADDRESSES

Instanz Nominees Pty Ltd ATF Hearts Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
RJIR Pty Ltd ATF ZDR Family Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia

Print Name:

Michael Abeles

Sign Name:

Capacity: Director & Representative

Date: 25/2/19