

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme OnCard International Limited (ONC)

ACN/ARSN 084 800 902

1. Details of substantial holder (1)

Name Centennial Asset Management Pty Ltd and other parties listed in item 3 below

Note: This notice is being lodged as a result of a change in the trustee and investment manager of The Level 18 Fund from Gannet Capital Pty Ltd to Centennial Asset Management Pty Ltd

ACN (if applicable) 605 827 745

The holder became a substantial holder on 29/07/2015

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	Persons' votes(5)	Voting power (6)
Ordinary shares	1,304,935 ordinary shares	1,304,935	6.25*%

* based on 20,863,514 ordinary shares on issue

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
Centennial Asset Management Pty Ltd	Registered holder and trustee and investment manager of The Level 18 Fund	1,304,935 ordinary shares
JML Capital Pty Ltd	Shareholder of more than 20% in Centennial Asset Management Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares
GEJK Pty Limited	Shareholder of more than 20% in Centennial Asset Management Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares
Footprint Capital Pty Ltd	Shareholder of more than 20% in Centennial Asset Management Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares
Gannet Capital Pty Limited	Associate of Footprint Capital Pty Ltd who is the 100% shareholder in Gannet Capital Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares
Glenn Darren Poswell	Owns Footprint Capital Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares

Gary Joffe	Owns JML Capital Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares
Matthew Kidman	Owns GEJK Pty Limited (relevant interest under section 608(3) of the Corporations Act)	1,304,935 ordinary shares

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
Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
JML Capital Pty Ltd	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
GEJK Pty Limited	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
Footprint Capital Pty Ltd	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
Gannet Capital Pty Limited	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
Glenn Darren Poswell	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
Gary Joffe	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares
Matthew Kidman	Centennial Asset Management Pty Ltd	Centennial Asset Management Pty Ltd	1,304,935 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 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	
Centennial Asset Management Pty Ltd	29 July 2015		Transfer as a result of change in investment manager and trustee of The Level 18 Fund	1,304,935 ordinary shares
JML Capital Pty Ltd	As above		As above	As above
GEJK Pty Limited	As above		As above	As above
Footprint Capital Pty Ltd	As above		As above	As above
Gannet Capital Pty Ltd	As above		As above	As above
Glenn Darren Poswell	As above		As above	As above
Gary Joffe	As above		As above	As above
Matthew Kidman	As above		As above	As above

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
JML Capital Pty Ltd	An associate of Centennial Asset Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)
GEJK Pty Limited	An associate of Centennial Asset Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)
Footprint Capital Pty Ltd	An associate of Centennial Asset Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)
Gannet Capital Pty Ltd	An associate of Footprint Capital Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)
Glenn Darren Poswell	An associate of Centennial Asset Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)
Gary Joffe	An associate of Centennial Asset Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)
Matthew Kidman	An associate of Centennial Asset Management Pty Ltd by virtue of section 12 of the Corporations Act 2001 (Cth)

7. Addresses

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

Name	Address
Centennial Asset Management Pty Ltd	Level 20, Gateway Building, 1 Macquarie Place, Sydney NSW 2000
JML Capital Pty Ltd	c/ Level 20, Gateway Building, 1 Macquarie Place, Sydney NSW 2000
GEJK Pty Limited	c/ Level 20, Gateway Building, 1 Macquarie Place, Sydney NSW 2000
Footprint Capital Pty Ltd	Rialto Towers Level 29 525 Collins Street Melbourne Victoria 3000
Gannet Capital Pty Ltd	Rialto Towers Level 29 525 Collins Street Melbourne Victoria 3000
Glenn Darren Poswell	c/ Footprint Capital Rialto Towers Level 29 525 Collins Street Melbourne Victoria 3000
Gary Joffe	As per JML Capital Pty Limited above
Matthew Kidman	As per GEJK Pty Limited above

Signature

print name **GARY JOFFE**

capacity Director

sign here 

date **6 / 8 / 2015**

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 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 benefit, 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