

**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme The Agency Group Australia Ltd

ACN/ARSN 118 913 232

**1. Details of substantial holders (1)**

Names Steven Adam Chen  
Emma Maria Chen  
SEMC2 Pty Ltd ATF The Chen Asset Trust

ACN/ARSN (if applicable) ACN 126 492 733

There was a change in the interests of the substantial holders on 01/10/2019

The previous notice was given to the company on 25/01/2019

The previous notice was dated 11/01/2019

**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 holders 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)
Fully Paid Ordinary Shares ( <b>Ordinary Shares</b> )	6,359,444	6.13%	25,603,532	8.63%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holders or an associate in voting securities of the company or scheme, since the substantial holders last gave a substantial holding notice to the company or scheme until 1 October 2019 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
01/10/19	Steven Adam Chen Emma Maria Chen SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	Allotment of Ordinary Shares in debt-equity swap	Release of debt for Ordinary Shares at A\$0.065 per Ordinary Share	19,244,088 Ordinary Shares	19,244,088

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holders 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
Steven Adam Chen Emma Maria Chen SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	Holder or power to exercise, or control the exercise of, a right to vote attached to the securities per Corporations Act 2001 s608(1)(a) and (b)	6,359,444 Ordinary Shares	6,359,444
Steven Adam Chen Emma Maria Chen SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	Holder or power to exercise, or control the exercise of, a right to vote attached to the securities per Corporations Act 2001 s608(1)(a) and (b)	19,244,088 Ordinary Shares	19,244,088

**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
Emma Maria Chen	Associated per Corporations Act 2001 s15(1)(c)

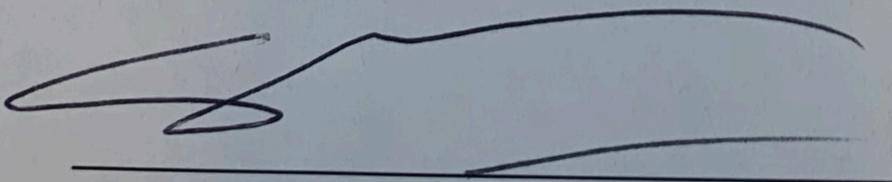
**6. Addresses**

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

Name	Address
Steven Adam Chen	31 Hopetoun Avenue Vacluse NSW 2030
Emma Maria Chen	31 Hopetoun Avenue Vacluse NSW 2030
SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust	31 Hopetoun Avenue Vacluse NSW 2030

print name STEVEN ADAM CHEN capacity: for and on behalf of himself, Emma Maria Chen and SEMC2 Pty Ltd (ACN 126 492 733) ATF The Chen Asset Trust

sign here



## 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.