

Ellerston Capital Limited  
ABN 34 110 397 674  
AFSL No. 283 000

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TO: The Manager, Company Announcements, ASX  
FROM: Ellerston Capital  
DATE: 12 October 2016

NO. OF PAGES (including this page): 8

Dear Manager

**RE: 1300 SMILES LIMITED – Form 604**

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We attach our notice of a change in interest of a substantial holder (Form 604) in respect 1300 SMILES LIMITED

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,

Ellerston Capital Limited

**Form 604**  
Corporations Act 2001  
Section 671B

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

To Company Name/Scheme 1300 SMILES LIMITED

ACN/ARSN/ABN 094 508 166

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

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in annexure B

ACN/ARSN (if applicable) ACN 110 397 674

There was a change in the interests of the  
substantial holder on 10/10/16  
The previous notice was given to the company on 10/11/14  
The previous notice was dated 10/11/14

**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 holder 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)
ORD	1,186,854	5.01%	1,450,405	6.13%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A

Note, all transactions took place on a prescribed financial market (ASX or ChiX)

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder 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
Primary Person	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	In respect of 129,379 shares held by BNP Paribas Nominees Pty Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	129,379 Ordinary Shares	0.55%
Primary Person	State Street (Australia) Ltd	State Street (Australia) Ltd	In respect of 30,973 shares held by State Street (Australia) Ltd as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	30,973 Ordinary Shares	0.13%

Primary Person	JP Morgan Nominees Australia Limited	JP Morgan Nominees Australia Limited	In respect of 1,290,053 shares held by JP Morgan Nominees Australia Limited as nominee under s608(1)(b) and (c) by having the power to control voting and disposal.	1,290,053 Ordinary Shares	5.45%
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**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
N/A	

**6. Addresses**

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

Name	Address
See annexures	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
	The entities listed in Annexure B – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
1300 SMILES LIMITED	Ground Floor, 105 Denham Street, TOWNSVILLE, QLD, AUSTRALIA, 4810

**Signature**

print name	IAN KELLY	capacity	Company Secretary
sign here	<i>IKelly</i>	date	12/10/2016

**1300 SMILES LIMITED 094 508 166**

*This is Annexure A of 2 pages referred to in Form 604 - Notice of change of interests of substantial holder.*

**Signature**

print name IAN KELLY capacity Company Secretary  
 sign here *IKelly* date 12/10/2016

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 votes affected
10/10/2016	Primary Person	Buy	\$460,457.60	62,224 Ordinary Shares	62,224
05/08/2016	Primary Person	Buy	\$6,790.00	970 Ordinary Shares	970
29/07/2016	Primary Person	Buy	\$90,545.00	12,935 Ordinary Shares	12,935
28/07/2016	Primary Person	Buy	\$12,457.51	1,780 Ordinary Shares	1,780
27/06/2016	Primary Person	Sell	\$34,510.50	5,000 Ordinary Shares	5,000
18/08/2015	Primary Person	Buy	\$699,818.00	99,974 Ordinary Shares	99,974
11/02/2015	Primary Person	Buy	\$9,943.00	1,630 Ordinary Shares	1,630
09/02/2015	Primary Person	Buy	\$2,975.00	500 Ordinary Shares	500
06/02/2015	Primary Person	Buy	\$1,200.00	200 Ordinary Shares	200
05/02/2015	Primary Person	Buy	\$1,296.00	216 Ordinary Shares	216
04/02/2015	Primary Person	Buy	\$52,948.00	8,680 Ordinary Shares	8,680
03/02/2015	Primary Person	Buy	\$51,000.00	8,500 Ordinary Shares	8,500
02/02/2015	Primary Person	Buy	\$12,576.28	2,111 Ordinary Shares	2,111
30/01/2015	Primary Person	Buy	\$11,505.52	1,924 Ordinary Shares	1,924

29/01/2015	Primary Person	Buy	\$38,538.00	6,423 Ordinary Shares	6,423
16/01/2015	Primary Person	Buy	\$18,251.20	2,992 Ordinary Shares	2,992
13/01/2015	Primary Person	Buy	\$5,490.00	900 Ordinary Shares	900
05/01/2015	Primary Person	Buy	\$1,512.50	250 Ordinary Shares	250
09/12/2014	Primary Person	Buy	\$60,609.60	9,936 Ordinary Shares	9,936
04/12/2014	Primary Person	Buy	\$152.75	25 Ordinary Shares	25
03/12/2014	Primary Person	Buy	\$28,733.89	4,706 Ordinary Shares	4,706
02/12/2014	Primary Person	Buy	\$49,593.60	8,000 Ordinary Shares	8,000
01/12/2014	Primary Person	Buy	\$129,621.24	20,908 Ordinary Shares	20,908
19/11/2014	Primary Person	Buy	\$29,950.00	5,000 Ordinary Shares	5,000
17/11/2014	Primary Person	Buy	\$45,809.77	7,767 Ordinary Shares	7,767

This is Annexure B of 3 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signature

print name	<u>IAN KELLY</u>	capacity	Company Secretary
sign here	<u><i>I Kelly</i></u>	date	12/10/2016

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Primary Person or a person that controls a related body corporate of the Primary Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
Aidem Holdings Pty Limited	161 624 399
Arctic Asia GP general partner of the Arctic Asia Opportunities Fund, L.P.	
Arctic Capital Ltd	
Arctic LES (Ireland) Limited	
Arctic LES (Luxembourg) Sarl	
Australian Financial Times Pty Ltd	003 993 682
Australian Fluorine Chemicals Pty Ltd	000 333 684
Bareage Pty Ltd	060 526 865
Cairnton Pty Ltd	001 735 075
Cairnton Holdings Limited	008 394 134
Captwo Pty Ltd	091 030 929
Casthree Pty Ltd	084 494 619
Castwo Pty Ltd	084 494 520
Catone Pty Ltd	091 030 910
Cavalane Holdings Pty Ltd	080 695 754
CBG Holding Company Pty Limited	163 161 420
Chermon Pty Ltd	123 039 305
Compress (Hong Kong) Ltd	
Compress (Malaysia) Sdn Bhd	
Compress Cayman, LDC	
Compress Cayman II, LDC	
Compress Cayman III, LDC	
Compress Christchurch Pty Ltd	
Compress Finance BV	
Compress Holdings Pty Ltd	088 047 974
Compress International Finance	
Compress International (Netherlands Antilles) NV	
Compress International (Netherlands Antilles) II NV	
Compress Mauritius Limited	
Compress Securities Pty Limited	160 602 853
Consolidated Custodians International Ltd	
Consolidated Custodians Pty Ltd	008 394 492
Consolidated Gaming Pty Ltd	071 513 409
Consolidated Press Entertainment Pty Ltd	070 506 606
Consolidated Press (Finance) Ltd	001 557 035
Consolidated Press Financial Services Pty Ltd	008 457 869
Consolidated Press (Finance) III Pty Ltd	604 881 030
Consolidated Press Holdings Pty Ltd	008 394 509

<b><u>PARTY/ENTITY NAME</u></b>	<b><u>AUSTRALIAN COMPANY NO.</u></b>
Consolidated Press International Limited	
Consolidated Press International Holdings Limited	
Consolidated Press Investments Pty Ltd	000 089 118
Consolidated Press Property Pty Ltd	004 160 703
CPH Crown Holdings Pty Limited	603 296 804
CPH Crown Holdings II Pty Limited	608 867 036
Consolidated Press (Finance) II Pty Limited	603 295 834
Consolidated Press (Finance) LLC (USA)	
Cairnton Holdings Bahamas Limited (Bahamas)	
CP International Investments Ltd	
CP International Management Services Limited	
CP International Resources Ltd	
CP International Securities Ltd	
CPH Barbuda Holdings Limited (Bahamas)	
CPH Capital Pty Ltd	096 130 899
CPH Direct Investments Pty Ltd	122 328 652
CPH Gaming I Pty Limited	603 295 674
CPH Gaming II Pty Limited	603 295 923
CPH Gaming III Pty Limited	603 296 162
CPH Gaming IVA Pty Limited	603 296 537
CPH Gaming IVB Pty Limited	603 296 546
CPH Investments Management Pty Limited	092 008 172
CPH Products Pty Limited	106 918 638
CPH Property Pty Limited	000 031 747
CPH Snow Investments Pty Limited	163 335 724
CPH WA Investment Co Pty Limited	129 011 534
DCE America Inc.	
ECS Investment Partners Pty Ltd	166 264 375
Ellerstina Inversiones (Malaysia) Sdn Bhd	
Ellerstina Inversiones SA	
Ellerston Asian Emerging Opportunities Fund	
Ellerston Australian Ex-Top 20 Fund	
Ellerston Australian Small Companies Fund	
Ellerston Australian Share Fund	
Ellerston Australian Market Neutral Fund	
Ellerston Capital Limited	110 397 674
Ellerston Capital (Europe) Limited	
Ellerston Capital (Hong Kong) Limited	
Ellerston Capital (Resources No.1) Limited	
Ellerston Global Equity Managers Offshore Fund	
Ellerston Global Equity Managers Fund	
Ellerston Leisure Pty Limited	608 785 753
Ellerston Onassis Polo Pty Limited	608 392 436
Ellerston Opportunities Pty Ltd	150 851 666
Ellerston Overlay ASF	
Ellerston Pty Ltd	123 039 341
Ellerston Special Opportunities Platform	
Engine Room Management Pty Limited	094 993 585
Engine Room Music Pty Ltd	088 993 104
Holiwest Pty Ltd	082 627 898
Hoyts Cinemas America Limited	
Hoyts Cinemas Argentina Limited	
Hoyts Cinemas Chile Limited	
Hoyts Cinemas Germany GmbH	
Hoyts Cinemas Germany Operations GmbH	
Hoyts Cinemas Operations Pty Ltd	006 530 347
Hoyts Cinemas Overseas Holdings Sdn Bhd	
Hoyts Cinemas (South America) Holdings Limited	
Hoyts Cinemas ( Wood Green ) Limited	
Hoyts Emerging Territories Ltd	
Hoyts Overseas Operations Sdn Bhd	
HUSH Holding Company Inc	

<b><u>PARTY/ENTITY NAME</u></b>	<b><u>AUSTRALIAN COMPANY NO.</u></b>
HUSH Holding Subsidiary Inc	
HUSH Holdings US Inc	
Hyde Park Gardens (Jersey) Limited	
Jadeite Phoenix Pty Limited	164 098 113
Jaslib Pty Ltd	065 059 458
Jasopt Pty Ltd	065 064 164
Jersey Boys LLC	
KPE Multiplextheatre GmbH & Co KG	
Lenvoka Pty Limited	003 274 628
Lustrust Pty Limited	088 937 428
Magenta Investments Ltd	
Murray Leisure Group Pty Limited	000 090 273
Murray Publishers Pty Limited	000 067 998
Nicarby Pty Ltd	086 715 362
Northeast Cinemas, L.L.C.	
Northeast Cinemas (Connecticut) L.L.C.	
Northeast Cinemas (Maryland) L.L.C.	
Northkom Pty Ltd	082 885 961
Northkom I Pty Limited	604 022 899
Northkom Bahamas Limited (Bahamas)	
Nova One Limited	
Nova Two Limited	
Park Street Partners Cayman II Limited	
Park Street SPV 1 (Cayman) Limited	
Perisher Blue Pty Ltd	061 232 488
Perisher Snow Holidays Pty Limited	139 766 993
Raystonel Pty Limited	123 039 270
RatPac Entertainment II, LLC	
RatPac Entertainment , LLC	
Ratpac Development LLC	
Ratpac Documentary Films LLC	
Ratpac Entertainment LLC	
Ratpac Film Fund LLC	
Ratpac Holding LLC	
Ratpac Press LLC	
Ratpac Productions LLC	
Revlake Pty Limited	051 765 818
Ridgegate Pty Limited	058 139 923
Rosgrove Pty Limited	051 649 560
S. One Holding Company Pty Limited	601 640 215
Samenic Limited	066 234 900
Savabow Pty Ltd	084 712 774
SBC Burlington Corp	
ScrumPac Pty Ltd	602 375 253
Silthree Pty Ltd	084 494 575
Siltwo Pty Ltd	084 494 495
Silver City Cinemas, Inc.	
Silver City Holdings, Inc.	
Sonomaco Pty Ltd	169 386 421
Sandpiper Bahamas Limited (Bahamian)	
Taringah Pty Ltd	105 268 862
Toranaga Pty Ltd	056 229 728
Toray Pty Ltd	002 348 503
Treysta Pty Ltd	078 467 080
Wilbur Holdings Limited	
Wilbur One Limited	
Wakefield Bahamas Limited	
Water Diviner LLC	
Western Empire Publications Ltd	
Wooltech Pty Limited	010 717 441