

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Smartpay Holdings Limited (ASX: SMP)

ACN/ARSN NZBN: 9429039735690

1. Details of substantial holder (1)

Name Wilson Asset Management Group (refer entities listed in Annexure A)

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

29/11/2023

The previous notice was given to the company on

17/08/2023

The previous notice was dated

17/08/2023

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)
Ordinary Shares	15,748,127	6.61%	18,203,705	7.64%

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
Refer to Annexure B					

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 affected	Person's votes
Refer to Annexure C					

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	

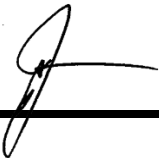
6. Addresses

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name	Address
Refer to Annexure A	

Signature

print name Kim Heng capacity Chief Operations Officer

sign here  date 1/12/2023

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 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.
- (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.

Annexure A

1. Details of Wilson Asset Management Group

Wilson Asset Management Group

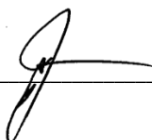
Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)
Wilson Asset Management Leaders Fund	(ARSN 663 806 228)

6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Alternative Assets Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Wilson Asset Management Leaders Fund	Level 26, 1 Farrer Place, Sydney, NSW 2001
Citigroup Pty Limited	Level 21, 2 Park Street, Sydney, NSW 2000

This is Annexure A of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: _____



Date: 01/12/2023

ANNEXURE B

3. Changes in relevant interests

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

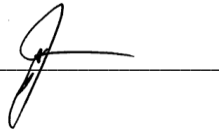
Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
21/08/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-4,020.44	Ordinary shares	2,702	2,702
21/08/23	WAM Active Limited	On market purchase	-7,908.46	Ordinary shares	5,315	5,315
21/08/23	WAM Capital Limited	On market purchase	-109,968.51	Ordinary shares	73,906	73,906
21/08/23	WAM Microcap Limited	On market purchase	-26,897.69	Ordinary shares	18,077	18,077
23/08/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market sell	11,544.78	Ordinary shares	- 7,509	7,509
23/08/23	WAM Active Limited	On market sell	22,709.81	Ordinary shares	- 14,771	14,771
23/08/23	WAM Capital Limited	On market sell	315,772.55	Ordinary shares	- 205,386	205,386
23/08/23	WAM Microcap Limited	On market sell	77,234.25	Ordinary shares	- 50,235	50,235
28/08/23	WAM Microcap Limited	On market purchase	-43,577.22	Ordinary shares	29,124	29,124
29/08/23	WAM Microcap Limited	On market purchase	-26,565.56	Ordinary shares	17,452	17,452
05/09/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-572.46	Ordinary shares	383	383
05/09/23	WAM Active Limited	On market purchase	-1,125.49	Ordinary shares	753	753
05/09/23	WAM Capital Limited	On market purchase	-15,643.14	Ordinary shares	10,466	10,466
07/09/23	WAM Microcap Limited	On market purchase	-4,941.42	Ordinary shares	3,361	3,361
11/09/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,243.57	Ordinary shares	1,535	1,535
11/09/23	WAM Active Limited	On market purchase	-4,412.60	Ordinary shares	3,019	3,019
11/09/23	WAM Capital Limited	On market purchase	-61,355.37	Ordinary shares	41,978	41,978
13/09/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,570.52	Ordinary shares	2,315	2,315
13/09/23	WAM Active Limited	On market purchase	-7,022.28	Ordinary shares	4,553	4,553
13/09/23	WAM Capital Limited	On market purchase	-97,634.79	Ordinary shares	63,303	63,303
13/09/23	WAM Microcap Limited	On market purchase	-24,193.16	Ordinary shares	15,686	15,686
14/09/23	WAM Microcap Limited	On market purchase	-46,240.28	Ordinary shares	30,035	30,035
21/09/23	WAM Microcap Limited	On market sell	778,713.00	Ordinary shares	- 500,000	500,000
25/09/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,925.04	Ordinary shares	1,242	1,242
25/09/23	WAM Active Limited	On market purchase	-3,786.54	Ordinary shares	2,443	2,443
25/09/23	WAM Capital Limited	On market purchase	-52,647.26	Ordinary shares	33,967	33,967
25/09/23	WAM Microcap Limited	On market purchase	-10,917.87	Ordinary shares	7,044	7,044
26/09/23	WAM Microcap Limited	On market purchase	-1,622.15	Ordinary shares	1,060	1,060
02/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,007.64	Ordinary shares	660	660
02/10/23	WAM Active Limited	On market purchase	-1,980.18	Ordinary shares	1,297	1,297
02/10/23	WAM Capital Limited	On market purchase	-27,546.96	Ordinary shares	18,043	18,043
06/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-813.89	Ordinary shares	530	530
06/10/23	WAM Active Limited	On market purchase	-1,601.67	Ordinary shares	1,043	1,043
06/10/23	WAM Capital Limited	On market purchase	-22,266.74	Ordinary shares	14,500	14,500
06/10/23	WAM Microcap Limited	On market purchase	-4,613.05	Ordinary shares	3,004	3,004
10/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,694.07	Ordinary shares	1,112	1,112
10/10/23	WAM Active Limited	On market purchase	-3,330.23	Ordinary shares	2,186	2,186
10/10/23	WAM Capital Limited	On market purchase	-46,318.59	Ordinary shares	30,404	30,404
10/10/23	WAM Microcap Limited	On market purchase	-9,594.60	Ordinary shares	6,298	6,298
11/10/23	WAM Microcap Limited	On market purchase	-148,420.20	Ordinary shares	98,244	98,244
13/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,356.75	Ordinary shares	904	904
13/10/23	WAM Capital Limited	On market purchase	-148,725.75	Ordinary shares	99,096	99,096

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
16/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-4,426.69	Ordinary shares	3,021	3,021
16/10/23	WAM Active Limited	On market purchase	-8,224.76	Ordinary shares	5,613	5,613
16/10/23	WAM Capital Limited	On market purchase	-92,821.25	Ordinary shares	63,346	63,346
17/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-621.94	Ordinary shares	423	423
17/10/23	WAM Active Limited	On market purchase	-1,220.36	Ordinary shares	830	830
17/10/23	WAM Capital Limited	On market purchase	-17,093.98	Ordinary shares	11,626	11,626
17/10/23	WAM Microcap Limited	On market purchase	-3,634.64	Ordinary shares	2,472	2,472
18/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,086.64	Ordinary shares	2,254	2,254
18/10/23	WAM Active Limited	On market purchase	-10,200.81	Ordinary shares	7,449	7,449
18/10/23	WAM Capital Limited	On market purchase	-240,650.54	Ordinary shares	175,732	175,732
18/10/23	WAM Microcap Limited	On market purchase	-4,156.18	Ordinary shares	3,035	3,035
19/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-226.17	Ordinary shares	177	177
19/10/23	WAM Active Limited	On market purchase	-747.52	Ordinary shares	585	585
19/10/23	WAM Capital Limited	On market purchase	-17,628.60	Ordinary shares	13,796	13,796
19/10/23	WAM Microcap Limited	On market purchase	-304.12	Ordinary shares	238	238
23/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-649.04	Ordinary shares	515	515
23/10/23	WAM Active Limited	On market purchase	-2,147.51	Ordinary shares	1,704	1,704
23/10/23	WAM Capital Limited	On market purchase	-50,654.28	Ordinary shares	40,193	40,193
23/10/23	WAM Microcap Limited	On market purchase	-874.63	Ordinary shares	694	694
25/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,521.87	Ordinary shares	1,187	1,187
25/10/23	WAM Active Limited	On market purchase	-12,165.96	Ordinary shares	9,489	9,489
25/10/23	WAM Capital Limited	On market purchase	-301,312.98	Ordinary shares	235,013	235,013
25/10/23	WAM Microcap Limited	On market purchase	-326,055.19	Ordinary shares	254,311	254,311
26/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-9,294.03	Ordinary shares	7,249	7,249
26/10/23	WAM Active Limited	On market purchase	-20,454.81	Ordinary shares	15,954	15,954
26/10/23	WAM Capital Limited	On market purchase	-430,367.82	Ordinary shares	335,671	335,671
26/10/23	WAM Microcap Limited	On market purchase	-180,939.34	Ordinary shares	141,126	141,126
27/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,503.32	Ordinary shares	1,142	1,142
27/10/23	WAM Active Limited	On market purchase	-2,994.79	Ordinary shares	2,275	2,275
27/10/23	WAM Capital Limited	On market purchase	-42,976.17	Ordinary shares	32,647	32,647
27/10/23	WAM Microcap Limited	On market purchase	-9,911.10	Ordinary shares	7,529	7,529
30/10/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,711.06	Ordinary shares	1,310	1,310
30/10/23	WAM Active Limited	On market purchase	-3,407.75	Ordinary shares	2,609	2,609
30/10/23	WAM Capital Limited	On market purchase	-48,908.84	Ordinary shares	37,445	37,445
30/10/23	WAM Microcap Limited	On market purchase	-11,279.92	Ordinary shares	8,636	8,636
31/10/23	WAM Microcap Limited	On market purchase	-26,423.29	Ordinary shares	20,316	20,316
06/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,395.43	Ordinary shares	1,843	1,843
06/11/23	WAM Active Limited	On market purchase	-4,825.94	Ordinary shares	3,713	3,713
06/11/23	WAM Capital Limited	On market purchase	-28,216.07	Ordinary shares	21,709	21,709
07/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-862.09	Ordinary shares	663	663
07/11/23	WAM Active Limited	On market purchase	-1,741.08	Ordinary shares	1,339	1,339
07/11/23	WAM Capital Limited	On market purchase	-4,864.37	Ordinary shares	3,741	3,741
07/11/23	WAM Microcap Limited	On market purchase	-1,127.35	Ordinary shares	867	867
13/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-9,941.50	Ordinary shares	7,754	7,754
13/11/23	WAM Active Limited	On market purchase	-19,798.37	Ordinary shares	15,442	15,442
13/11/23	WAM Capital Limited	On market purchase	-283,095.45	Ordinary shares	220,804	220,804

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
16/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,949.72	Ordinary shares	1,357	1,357
16/11/23	WAM Active Limited	On market purchase	-3,882.21	Ordinary shares	2,702	2,702
16/11/23	WAM Capital Limited	On market purchase	-55,511.81	Ordinary shares	38,636	38,636
16/11/23	WAM Microcap Limited	On market purchase	-12,650.93	Ordinary shares	8,805	8,805
22/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-31,469.01	Ordinary shares	24,227	24,227
22/11/23	WAM Active Limited	On market purchase	-55,532.87	Ordinary shares	42,753	42,753
22/11/23	WAM Capital Limited	On market purchase	-322,077.14	Ordinary shares	247,957	247,957
22/11/23	WAM Microcap Limited	On market purchase	-55,496.50	Ordinary shares	42,725	42,725
27/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-7,650.41	Ordinary shares	6,163	6,163
27/11/23	WAM Active Limited	On market purchase	-17,293.18	Ordinary shares	13,931	13,931
27/11/23	WAM Capital Limited	On market purchase	-89,745.51	Ordinary shares	72,297	72,297
27/11/23	WAM Microcap Limited	On market purchase	-133,579.88	Ordinary shares	107,609	107,609
28/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-795.45	Ordinary shares	590	590
28/11/23	WAM Active Limited	On market purchase	-1,798.52	Ordinary shares	1,334	1,334
28/11/23	WAM Capital Limited	On market purchase	-9,333.74	Ordinary shares	6,923	6,923
28/11/23	WAM Microcap Limited	On market purchase	-190,305.43	Ordinary shares	141,153	141,153
29/11/23	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,689.01	Ordinary shares	2,925	2,925
29/11/23	WAM Active Limited	On market purchase	-8,660.65	Ordinary shares	6,867	6,867
29/11/23	WAM Capital Limited	On market purchase	-105,234.41	Ordinary shares	83,440	83,440
29/11/23	WAM Microcap Limited	On market purchase	-10,793.34	Ordinary shares	8,558	8,558

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

Signed: _____



Date: 01/12/2023

ANNEXURE C

4. Present relevant interests

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as a holder (8)	Nature of relevant interest (6)	Number of securities	Class of securities	Person's votes
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Citigroup Pty Limited	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Management of the portfolio of Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	492,192	Ordinary shares	492,192
WAM Active Limited	Citigroup Pty Limited	WAM Active Limited	Management of the portfolio of WAM Active Limited	977,484	Ordinary shares	977,484
WAM Capital Limited	Citigroup Pty Limited	WAM Capital Limited	Management of the portfolio of WAM Capital Limited	13,460,085	Ordinary shares	13,460,085
WAM Microcap Limited	Citigroup Pty Limited	WAM Microcap Limited	Management of the portfolio of WAM Microcap Limited	3,273,944	Ordinary shares	3,273,944

This is Annexure C of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: 

Date: 01/12/2023