

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme TPG Telecom Limited

ACN/ARSN 096 304 620

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

Name David Teoh, Vicky Teoh and their associated entities (as listed in Annexure A) (together, the Teoh Group)

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 13/07/2020

**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)
Ordinary Shares	318,315,608	318,315,608	17.12%

**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
David Teoh	Relevant interest pursuant to s 608(1)(a) of the Corporations Act 2001 (Cth) (Corporations Act) by virtue of being the registered holder of the securities and s608(3) for those held by TSH Holdings Pty Ltd, TSH Holdings No 1 Pty Ltd, TSH Holdings No 2 Pty Ltd and Total Peripherals Pty Ltd <Super Fund A/C>.	161,129,250 ordinary shares
TSH Holdings Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	110,778,498 ordinary shares
TSH Holdings No 1 Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	6,312,559 ordinary shares
TSH Holdings No 2 Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	6,312,559 ordinary shares
Vicky Teoh	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities and s608(3) for those held by Victoria Holdings Pty Ltd, Victoria Holdings No 1 Pty Ltd, Victoria Holdings No 2 Pty Ltd, Victoria Holdings No 3 Pty Ltd and Total Peripherals Pty Ltd <Super Fund A/C>.	159,874,004 ordinary shares
Victoria Holdings Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	109,900,861 ordinary shares
Victoria Holdings No 1 Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	9,468,839 ordinary shares
Victoria Holdings No 2 Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	9,468,839 ordinary shares
Victoria Holdings No 3 Pty Ltd	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	12,625,118 ordinary shares

Total Peripherals Pty Ltd <Super Fund A/C>	Relevant interest pursuant to s 608(1)(a) of the Corporations Act by virtue of being the registered holder of the securities.	2,687,646 ordinary shares
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#### 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
David Teoh	David Teoh, TSH Holdings Pty Ltd, TSH Holdings No 1 Pty Ltd, TSH Holdings No 2 Pty Ltd and Total Peripherals Pty Ltd<Super Fund A/C>	David Teoh, TSH Holdings Pty Ltd, TSH Holdings No 1 Pty Ltd, TSH Holdings No 2 Pty Ltd and Total Peripherals Pty Ltd<Super Fund A/C>	161,129,250 ordinary shares
TSH Holdings Pty Ltd	TSH Holdings Pty Ltd	TSH Holdings Pty Ltd	110,778,498 ordinary shares
TSH Holdings No 1 Pty Ltd	TSH Holdings No 1 Pty Ltd	TSH Holdings No 1 Pty Ltd	6,312,559 ordinary shares
TSH Holdings No 2 Pty Ltd	TSH Holdings No 2 Pty Ltd	TSH Holdings No 2 Pty Ltd	6,312,559 ordinary shares
Vicky Teoh	Vicky Teoh, Victoria Holdings Pty Ltd, Victoria Holdings No 1 Pty Ltd, Victoria Holdings No 2 Pty Ltd, Victoria Holdings No 3 Pty Ltd and Total Peripherals Pty Ltd <Super Fund A/C>	Vicky Teoh, Victoria Holdings Pty Ltd, Victoria Holdings No 1 Pty Ltd, Victoria Holdings No 2 Pty Ltd, Victoria Holdings No 3 Pty Ltd and Total Peripherals Pty Ltd <Super Fund A/C>	159,874,004 ordinary shares
Victoria Holdings Pty Ltd	Victoria Holdings Pty Ltd	Victoria Holdings Pty Ltd	109,900,861 ordinary shares
Victoria Holdings No 1 Pty Ltd	Victoria Holdings No 1 Pty Ltd	Victoria Holdings No 1 Pty Ltd	9,468,839 ordinary shares
Victoria Holdings No 2 Pty Ltd	Victoria Holdings No 2 Pty Ltd	Victoria Holdings No 2 Pty Ltd	9,468,839 ordinary shares
Victoria Holdings No 3 Pty Ltd	Victoria Holdings No 3 Pty Ltd	Victoria Holdings No 3 Pty Ltd	12,625,118 ordinary shares
Total Peripherals Pty Ltd <Super Fund A/C>	Total Peripherals Pty Ltd <Super Fund A/C>	Total Peripherals Pty Ltd <Super Fund A/C>	2,687,646 ordinary shares

#### 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	
As above	13 July 2020	N/A	Pursuant to scheme of arrangement. For further details see Scheme Booklet issued by TPG Corporation Limited (formerly TPG Telecom Limited) dated 19 May 2020.	318,315,608 ordinary shares

**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
Each member of the Teoh Group	Associates for the purposes of section 671B of the Corporations Act

**7. Addresses**

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

Name	Address
See Annexure A	See Annexure A

**Signature**

print name David Teoh

capacity

sign here

date 13 / 07 / 2020

**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, moneys 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.

## Annexure A

Name	Address
David Teoh	320-334 Sussex St Sydney NSW 2000
TSH Holdings Pty Ltd ACN 602 017 390	320-334 Sussex St Sydney NSW 2000
TSH Holdings No.1 Pty Ltd ACN 641 886 286	320-334 Sussex St Sydney NSW 2000
TSH Holdings No.2 Pty Ltd ACN 641 886 295	320-334 Sussex St Sydney NSW 2000
TSH Holdings No.3 Pty Ltd ACN 641 886 302	320-334 Sussex St Sydney NSW 2000
Vicky Teoh	320-334 Sussex St Sydney NSW 2000
Victoria Holdings Pty Ltd ACN 602 017 541	320-334 Sussex St Sydney NSW 2000
Victoria Holdings No.1 Pty Ltd ACN 641 886 679	320-334 Sussex St Sydney NSW 2000
Victoria Holdings No.2 Pty Ltd ACN 641 886 900	320-334 Sussex St Sydney NSW 2000
Victoria Holdings No.3 Pty Ltd ACN 641 887 014	320-334 Sussex St Sydney NSW 2000
Total Peripherals Pty Ltd ACN 003 1709 787 <Super Fund A/C>	320-334 Sussex St Sydney NSW 2000
Total Peripherals No.1 Pty Limited ACN 642 261 514	320-334 Sussex St Sydney NSW 2000
Total Peripherals No.2 Pty Limited ACN 642 245 261 <Super Fund No.2 A/C>	320-334 Sussex St Sydney NSW 2000
Simba SG Pty Ltd ACN 642 023 229	320-334 Sussex St Sydney NSW 2000