

ASX ANNOUNCEMENT (ASX: TSM)

27 January 2015



ThinkSmart successfully completes off-market buy-back tender

ThinkSmart Limited (**ThinkSmart** or the **Company**) today announces that it has successfully completed the off-market buy-back of ordinary fully paid shares in ThinkSmart (**Shares**) that was announced on 18 November 2014 and approved by shareholders at an Extraordinary General Meeting on 22 December 2014 (**Buy-Back Tender**).

Under the Buy-Back Tender, the Company has bought back 49,998,962 Shares, being 34.2% of ThinkSmart's issued share capital, at a price of \$0.42 per Share for a total of \$20,999,564.

ThinkSmart's Chairman, Ned Montarello said "ThinkSmart is pleased with the strong support we have received from shareholders. The Buy-Back Tender has enabled the Company to effectively return surplus capital to shareholders, as well as distribute franking credits to shareholders, allowing the Company to establish a more efficient capital structure. The Company is now in a strong position to pursue its next phase of growth."

The key results of the Buy-Back Tender are as follows:

Size	\$20,999,564
Buy-Back Price	\$0.42 per Share
Capital component	\$0.30 per Share
Franked dividend component	\$0.04 per Share
Unfranked dividend component ¹	\$0.08 per Share
Shares bought back	49,998,962
Percentage of Shares on issue bought back	34.2%
Scale back percentage	66.47%

As the total number of Shares tendered at a Tender Price lower than or equal to the Buy-Back Price of \$0.42 (and as Final Price Tenders) was greater than the number of Shares ThinkSmart determined to buy back, a scale back was required. Subject to the qualifications to the scale back outlined below, as a result of the scale back, shareholders who tendered their Shares at the Buy-Back Price had 66.47% of their Shares tendered in excess of the Priority Allocation bought back.

¹ So much of the Buy-Back Price as exceeds the deemed market value per Share (as determined in accordance with the Commissioner of Taxation's views set out and expressed in TD 2004/22 and PSLA 2007/9) is an unfranked dividend for Australian income tax purposes.

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Tenders at less than the Buy-Back Price, and Final Price Tenders, were accepted in full and were not subject to any scale back. Further, Shareholders who tendered their Shares at the Buy-Back Price had the Priority Allocation of 5,797 Shares bought back in full before the scale back was applied. Finally, shareholders who would have been left with a Small Residual Holding, being 1,449 Shares or less after the scale back, had all of their Shares bought back in full.

For shareholders who have successfully tendered their Shares, \$0.12 of the Buy-Back Price is treated for Australian tax purposes as a dividend. The franked component of this dividend is \$0.04 and the balance (\$0.08) is unfranked. For Australian capital gains tax purposes, the capital proceeds are \$0.30, being the capital component. It is expected that both the dividend component and the capital proceeds will be confirmed by the ATO in its class ruling. The ATO has advised that they will issue their class ruling in relation to the Buy-Back Tender by the end of February 2015.

Payment for Shares bought back under the Buy-Back Tender will commence from Friday 30 January 2015. Shares that have been tendered into the Buy-Back Tender but not bought back are expected to be released to shareholders during week commencing 27 January 2015.

As outlined in the Off-Market Buy-Back Tender Booklet, ThinkSmart suspended the existing on-market buy-back (**On-Market Buy-Back**), which was announced on 24 October 2014, during the Buy-Back Tender period. As at the commencement of the Buy-Back Tender period, ThinkSmart had bought back 653,681 under the On-Market Buy-Back and the Company may, in its absolute discretion, elect to buy back further Shares under the On-Market Buy-Back or alternatively may suspend or cancel the On-Market Buy-Back without prior notice.

Shareholders who have any enquiries in relation to their tenders may contact the ThinkSmart Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm Monday to Friday (Perth time) (except public holidays).

Further information:

www.thinksmartworld.com

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ABOUT THINKSMART:

ThinkSmart Limited (ASX: TSM) processes high volumes of finance transactions quickly and efficiently through its SmartCheck proprietary technology. This enables online credit approval in just a few minutes whether customers are online or in store. Our products are executable throughout today's complex retail channel, creating additional revenue and enhanced margin performance – on and off line.

For over 10 years, ThinkSmart has been an exclusive partner to Dixons Retail, now the newly merged Dixons Carphone Group Plc, where we have developed compelling Business and Consumer lease finance propositions, most recently introducing Upgrade Anytime – a first to market offer which enables consumers to upgrade to the very latest computing and vision products, bringing more technology to more customers more often.

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Appendix 3F

Final share buy-back notice (*except* minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN/ARSN
ThinkSmart Limited	24 092 319 698

We (the entity) give ASX the following information.

Description of buy-back

1	Type of buy-back	Selective buy-back on equal access buy-back conditions (as modified by ASIC)
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Details of all shares/units bought back

2	Number of shares/units bought back	49,998,962
3	Total consideration paid or payable for the shares/units	\$20,999,564
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: N/A date: lowest price: N/A date:

+ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:


(Company secretary)

Date: 27 January 2015

Print name: Neil Hackett

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