



## ASX ANNOUNCEMENT (ASX: TSM)

4 February 2015

### Confirmation of Issued Capital Structure following Completion of Buy-Back Tender – ASIC Form 484 Cancellation of Shares

On 29 January 2015, ThinkSmart Limited (**ThinkSmart** or the **Company**) confirmed successful completion of 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**).

As a result of ThinkSmart buying back 49,998,962 Shares under the Buy-Back Tender, and 653,681 Shares to date under the on-market buy-back announced on 24 October 2014, ThinkSmart currently has 96,227,922 Shares on issue.

The attached ASIC Form 484 Cancellation of Shares confirms ThinkSmart's capital structure following completion of the Buy-Back Tender.

#### Further information:

[www.thinksmartworld.com](http://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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# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- |   |                                 |   |
|---|---------------------------------|---|
| A1 Change of address  | B1 Cease company officeholder   | C1 Cancellation of shares                                       |
| A2 Change of name – officeholders and proprietary company members | B2 Appoint company officeholder | C2 Issue of shares  |
| A3 Change – ultimate holding company                              | B3 Special purpose company      | C3 Change to share structure                                    |
|   |                                 | C4 Changes to the register of members for proprietary companies |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

<b>Company details</b>	Company name	<input type="text" value="ThinkSmart Limited"/>
	ACN/ABN	<input type="text" value="24 092 319 698"/>
	Refer to guide for information about corporate key	Corporate key <input type="text"/>

<b>Lodgement details</b>	Who should ASIC contact if there is a query about this form?		
	ASIC registered agent number (if applicable)		
	<input type="text" value="502"/>		
	Firm/organisation		
	<input type="text" value="Herbert Smith Freehills"/>		
	Contact name/position description	Telephone number (during business hours)	
	<input type="text" value="Olivia Walton, Solicitor"/>	<input type="text" value="+61 8 9211 7777"/>	
	Email address (optional)	<input type="text" value="olivia.walton@hsf.com"/>	
Postal address			
<input type="text" value="Level 36 QV.1 Building 250 St Georges Terrace"/>			
Suburb/City	State/Territory	Postcode	
<input type="text" value="Perth"/>	<input type="text" value="WA"/>	<input type="text" value="6000"/>	

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

Capacity

- Director  
 Company secretary

Signature

Date signed

[D] [D] [M] [M] [Y] [Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website  
[www.asic.gov.au](http://www.asic.gov.au)

## For more information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630

## Section C completion guide

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide a full title for the shares, just the share class code

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 – Cancellation of shares	C2 – Issue of shares	C3 – Change to share structure table	C4 – Change to members register
<b>Issue of shares</b>				
<input type="checkbox"/> Proprietary company	Not required	✓	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	✓	✓	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	✓	✓ Preferred	Not required
<b>Cancellation of shares</b>				
<input type="checkbox"/> Proprietary company	✓	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	✓	Not required	✓	Not required
<input checked="" type="checkbox"/> if not in response to the Annual company statement	✓	Not required	✓ Preferred	Not required
<b>Transfer of shares</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
<b>Changes to amounts paid</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	✓	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
<b>Changes to beneficial ownership</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days of the change occurring.

# C1 Cancellation of shares

**Reason for cancellation**  
Please indicate the reason that shares have been cancelled (select one or more boxes)

- Redeemable preference shares – S.254J
  - Redeemed out of profits
  - Redeemed out of proceeds of a fresh issue of shares
  
- Capital reduction – S.256A – S.256E
  - Single shareholder company
  - Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place
  
- Share buy-back – ss.257H(3)
  - Minimum holding buy-back by listed company
  - Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place
  
- Forfeited shares – S.258D
  
- Shares returned to a public company – ss.258E(2) & (3)
  - Under section 651C, 724(2), 737 or 738
  - Under section 1325A (court order)
  
- Other
  - Description
  - Give section reference

**Details of cancelled shares**

List the details of shares cancelled in the following table

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	49,998,962	\$20,999,564

**Earliest date of change**

Please indicate the earliest date that any of the above changes occurred.

[D] [D] [M] [M] [Y] [Y]

## C2 Issue of shares

List details of new share issues in the following table

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /    
 [D] [D] [M] [M] [Y] [Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract

No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

## C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /    
 [D] [D] [M] [M] [Y] [Y]

### Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

Yes

No

## C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

### The changes apply to

Please indicate the name and address of the member whose shareholding has changed

Family name Given names

OR

Company name

ACN/ARBAN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City State/Territory

Postcode Country (if not Australia)

### Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

/   /

[D] [D] [M] [M] [Y] [Y]

### The changes are

Beneficially held usually means that the owner of the shares is entitled to the direct benefit from the shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by (number)	Shares decreased by (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

Date of entry of member's name in register  
(New members only)

Date of entry

/   /

[D] [D] [M] [M] [Y] [Y]

## C4 Continued... Further changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

**The changes apply to**  
Please indicate the name and address of the member whose shareholding has changed

Family name Given names

OR

Company name

ACN/ARBN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City State/Territory

Postcode Country (if not Australia)

**Earliest date of change**  
Please indicate the earliest date that any of the following changes occurred

Date of change

/   /

[D] [D] [M] [M] [Y] [Y]

**The changes are**

Share class code	Shares increased by .. (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

**Date of entry of member's name in register**  
(New members only)

Date of entry

/   /

[D] [D] [M] [M] [Y] [Y]