



THINKSMART COMPLETES OFF-MARKET BUY-BACK TENDER IN FULL

7 November 2016

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 30 August 2016 and approved by shareholders at an Extraordinary General Meeting on 29 September 2016 (**Buy-Back Tender**).

Under the Buy-Back Tender, the Company has bought back 9,999,178 Shares, being 8.66% of ThinkSmart's issued share capital, at a price of \$0.38 per Share for a total of \$3.8 million.

ThinkSmart's Chairman, Ned Montarello said "We are pleased with the level of participation by shareholders in the Buy-Back Tender. The process has provided shareholders with the ability to exit their holding prior to the ThinkSmart's anticipated admission to AIM and delisting from ASX and has allowed the Company to return capital to shareholders that is surplus to our current requirements."

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

Size	\$3,799,687.64
Buy-Back Price	\$0.38 per Share
Capital component	\$0.29 per Share
Unfranked dividend component	\$0.09 per Share
Shares bought back	9,999,178
Percentage of Shares on issue bought back	8.66%
Scale back percentage	58.54%

As the total number of Shares tendered at the Buy-Back Price of \$0.38 (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 or as Final Price Tenders had 58.54% of their Shares that were tendered in excess of the Priority Allocation bought back.

Shareholders who tendered their Shares at the Buy-Back Price or Final Price had the Priority Allocation of 4,846 Shares bought back in full before the scale back was applied. Finally, shareholders who would have been left with a Small Residual Holding, being 1,212 Shares or less after the scale back, had all of their Shares bought back in full.

For shareholders who have successfully tendered their Shares, \$0.09 of the Buy-Back Price is expected to be treated for Australian tax purposes as an unfranked dividend. For Australian capital gains tax purposes, the capital proceeds are expected to be \$0.29, 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 it will issue its class ruling in relation to the Buy-Back Tender by mid-December 2016.

Payment for Shares bought back under the Buy-Back Tender will commence from Thursday 10 November 2016. Shares that have been tendered into the Buy-Back Tender but not bought back are expected to be released to shareholders no later than 8 November 2016.

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).

Confirmation of ASX in-principle advice regarding removal from ASX official list

Further to the letter provided to shareholders dated 21 October 2016 regarding ThinkSmart's anticipated admission to AIM and delisting from ASX, ASX has confirmed its in-principle advice that ASX would be likely to remove ThinkSmart from the official list subject to compliance with certain conditions by way of the following formal decision:

1. *Based solely on the information provided, ASX Limited ("ASX") resolves to remove ThinkSmart Limited (the "Company") from the official list of ASX, pursuant to listing rule 17.11, on a date to be decided by ASX, subject to compliance with the following conditions:*
 - 1.1. *The Company sends written or electronic communication to all security holders whose securities are held on the Company's Australian register, in form and substance satisfactory to ASX, setting out:*
 - 1.1.1. *the nominated time and date at which the entity will be removed from the ASX official list and that:*
 - (a) *if they wish to sell their securities on ASX, they will need to do so before then; and*
 - (b) *if they don't, thereafter they will only be able to sell the underlying securities on-market on the Alternative Investment Market ("AIM").*
 - 1.1.2. *generally what they will need to do if they wish to sell their securities on AIM.*
 - 1.1.3. *The removal shall not take place any earlier than the later of (1) one month after the date the information in Resolution 1.1 has been sent to security holders and (2) the Company is admitted to and its securities are quoted on the Alternative Investment Market of the London Stock Exchange ("AIM").*
 - 1.1.4. *The Company releases the full terms of this decision to the market.*
2. *ASX has only considered the application of listing rule 17.11 only and makes no statement as to the Company's compliance with other listing rules.*

Further information:

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ABOUT THINKSMART:

ThinkSmart Limited (ASX: TSM) a financial technology company and a leader in digital, paperless, retail point of sale finance which 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 13 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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