



TOUCHCORP LIMITED

(ASX: TCH)

ASX and Media Release

21 November 2016

Ceasing to be a substantial holder

Touchcorp Limited (**Touchcorp** or the **Company**) advises that Mr Michael Jefferies and his associates have ceased to be substantial holders in Touchcorp as a result of dilution of their collective holdings following the recent share issues to participants in the Company's capital raising placement announced to the ASX on 29 September 2016.

Attached is Mr Jefferies' Form 605 – Notice of ceasing to be a substantial holder.

-ENDS

For further information, contact:

Sophie Karzis, Company Secretary
Touchcorp Limited
T +61 3 9286 7500
E sk@ccounsel.com.au

About Touchcorp:

Touchcorp is a technology-driven business that has developed, built, owns and operates a scalable software platform that is used by blue-chip corporates in the convenience retail, healthcare, government, and telecommunications sectors. The platform enables the delivery of non-physical products, services and entitlements to consumers via in-store and self-service methods. Touchcorp generates revenue from transaction fees for the delivery of completed transactions, integration fees for the connection of new customers to Touchcorp's system and integration fees for granting existing customers access to additional service modules.

Touchcorp Limited

Bermudan Company Registration Number 48280, Australian Registered Body Number 603 731 184

Tel: +61 3 9286 7500 Fax: +61 3 9662 1472

19 Par-La-Ville Road, Hamilton HM 11, Bermuda

www.touchcorp.com

Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Touchcorp Limited

ACN/ARSN ARBN 603 731 184

1. Details of substantial holder ⁽¹⁾

Name Michael Jefferies and his associates as set out in this notice

ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on 17 / 11 / 2016

The previous notice was given to the company on 01 / 04 / 2015

The previous notice was dated 31 / 03 / 2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest ⁽²⁾ of the substantial holder or an associate ⁽³⁾ 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 ⁽⁴⁾	Consideration given in relation to change	Class ⁽⁶⁾ and number of securities affected	Person's votes affected
17/11/2016	Michael Jefferies	Dilution as a result of placement	N/A	4,999,416 Ordinary Shares	4,999,416
17/11/2016	Julie Jefferies	Dilution as a result of placement	N/A	4,364,416 Ordinary Shares	4,364,416
17/11/2016	Michael Jefferies and Julie Jefferies as trustee for the Jefferies Super Fund	Dilution as a result of placement	N/A	2,999,416 Ordinary Shares	2,999,416

3. Changes in association

The persons who have become associates ⁽³⁾ of, ceased to be associates of, or have changed the nature of their association ⁽⁷⁾ 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	N/A

4. Addresses

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

Name	Address
Michael Jefferies	1 Carruthers Road, Mount Pleasant, Western Australia, 6153
Julie Jefferies	1 Carruthers Road, Mount Pleasant, Western Australia, 6153
Michael Jefferies and Julie Jefferies as trustee for the Jefferies Super Fund	1 Carruthers Road, Mount Pleasant, Western Australia, 6153

Signature

print name Michael Jefferies

capacity

sign here



date 21 / 11 / 2016

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.