



Touchcorp Limited
Bermudan Company Registration Number 48280
Australian Registered Body Number 603 731 184
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Hamilton HM 11, Bermuda
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Pre-quotation disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- the initial public offering of fully paid ordinary shares (**Shares**) in Touchcorp Limited (ARBN 603 731 184) (**Company**) by the Company pursuant to a replacement prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 20 March 2015 (**Offer**); and
- the admission of the Company to the official list of ASX, official quotation of Shares and commencement trading of Shares on ASX.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

Conditions precedent to the Company being admitted to the official list of ASX Limited, the official quotation of 115,963,568 Shares and commencement of deferred settlement trading

- 1.1 The Company confirms that the Offer has closed and:
 - 1.1.1 the issue of 16,000,000 ordinary shares to investors at an issue price of \$1.40 per Share; and
 - 1.1.2 the sale and transfer of 24,000,000 ordinary shares to investors at an issue price of \$1.40 per Share,have been completed.
- 1.2 The Company confirms that it has received cleared funds for the complete amount of the issue and sale price of every security issued or transferred to every successful applicant for securities under the Prospectus.
- 1.3 The Company confirms that 5,000,000 ordinary shares have been issued to Mr Adrian Cleeve following the exercise of 5,000,000 options exercisable at 20 cents each by Mr Adrian Cleeve.
- 1.4 The Company provides the following information for release to the market:
 - 1.4.1 The basis of allocation of Shares to applicants under the Broker Firm Offer has been determined by Brokers who allocated Shares among their respective clients, and applicants will be able to confirm their allocation through their Broker or by calling the Touch Offer Information Line.
 - 1.4.2 The basis of allocation of Shares to applicants under the Chairman's List Offer has been determined by the Company and the Sole Underwriter.
 - 1.4.3 The allocation of Shares to applicants under the Institutional Offer has been determined by the Sole Underwriter during the bookbuild, which occurred prior to lodgement of the Prospectus, and institutional investors have been notified of their allocations.
 - 1.4.4 The Company confirms that the final issue and sale price of Shares to be issued or transferred under each of the following components (as defined in the Prospectus) of

the Offer is \$1.40. The number of Shares to be issued or transferred under each component of the Offer is:

- (a) Institutional Offer: 29,180,000 shares
- (b) Broker Firm Offer: 10,800,000 shares
- (c) Chairman's List Offer: 20,000 shares

1.4.5 The Company confirms that 39,980,000 Shares were issued or transferred under the bookbuild at a final price of \$1.40 per Share.

1.4.6 The intended date for the despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Wednesday, 1 April 2015.

1.4.7 The number of Shares subject to voluntary escrow and the escrow period applied to those securities are as follows:

- (a) there are 5,000,001 Shares held by Adrian Cleeve which are subject to voluntary escrow arrangements;
- (b) there are 15,600,000 Shares held by ATC Capital Pty Ltd which are subject to voluntary escrow arrangements;
- (c) there are 2,327,354 Shares held by Cleevecorp Pty Ltd which are subject to voluntary escrow arrangements;
- (d) there are 2,000,000 Shares held by Michael Jefferies which are subject to voluntary escrow arrangements;
- (e) there are 1,365,000 Shares held by Julie Jefferies which are subject to voluntary escrow arrangements;
- (f) there are 2,924,416 Shares held by Michael and Julie Jefferies as trustee for the Jefferies Super Fund which are subject to voluntary escrow arrangements;
- (g) there are 150,000 Shares held by Hatim Tyabji which are subject to voluntary escrow arrangements;
- (h) there are 13,780,926 Shares held by Utilico Investments Limited which are subject to voluntary escrow arrangements;
- (i) there are 16,300,020 Shares held by Vix Investments Limited which are subject to voluntary escrow arrangements; and
- (j) the escrow period for these escrowed Shares is the period commencing on the date on which Shares under the Offer are first quoted on the ASX and ending on the date that is the first trading day in Shares on the financial market conducted by ASX following the public announcement by the Company of its preliminary final report with respect to the financial year ending 31 December 2015.

1.4.8 There are 5,524,025 Shares held by Allan Sullivan which are subject to voluntary escrow arrangements and the escrow period for these escrowed Shares is the period

commencing on the date on which Shares under the Offer are first quoted on the ASX and ending on the date that is the first trading day in Shares on the financial market conducted by ASX following the day which is six months after the admission of the Company to the official list of ASX.

- 1.4.9 The Company has also arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The Touch Offer Information Line is 1300 721 982 and is operated by Computershare Investor Services Pty Limited. Its hours of operation are 8.30am to 5.00pm (AEST), Monday to Friday.



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Ms Sophie Karzis
Company Secretary
Touchcorp Limited

30 March 2015