



ThinkSmart to Seek Shareholder Approval for On-Market Buy-Back

ThinkSmart Limited (**ThinkSmart**) (ASX: TSM) announces that it intends to seek shareholder approval at its upcoming Annual General Meeting to buy back up to a maximum of 14,688,056 ordinary fully paid shares in the company (**Shares**) through an on-market buy-back (the **On-Market Buy-Back**).

On 31 January 2014, ThinkSmart announced that it had completed the sale of its Australian and New Zealand operations for \$43 million. At the time of that announcement, ThinkSmart also announced its intention to return some of the sale proceeds to shareholders by way of a special dividend and an on-market buy-back (**Original On-Market Buy-Back**). The special dividend was paid to shareholders in February 2014 and the Original On-Market Buy-Back was completed in September 2014.

ThinkSmart now wishes to have the flexibility to return a further portion of the sale proceeds to shareholders by way of the On-Market Buy-Back. The timing and number of Shares purchased by ThinkSmart pursuant to the On-Market Buy-Back will depend on market conditions (including volumes and other considerations) and is in the company's absolute discretion. As ThinkSmart has exhausted its 10/12 capacity as a result of the Original On-Market Buy-Back, the On-Market Buy-Back must be approved by ThinkSmart shareholders by ordinary resolution before it can be implemented by the company.

ThinkSmart will seek approval for the On-Market Buy-Back at its upcoming annual general meeting on 26 November 2014. The notice of meeting will be sent to shareholders on 27 October 2014.

The On-Market Buy-Back will commence no earlier than the day following shareholders approving the On-Market Buy-Back (27 November 2014) and will end no later than 12 months after that date.

An Appendix 3C in relation to the On-Market Buy-Back follows.

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 3C

Announcement of buy-back (*except* minimum holding buy-back)

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

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

ThinkSmart Limited (the **Company**)

24 092 319 698

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market buy-back
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary shares
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the ⁺ class on issue	146,880,565
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval is required and will be sought at ThinkSmart Limited's 2014 Annual General Meeting on 26 November 2014 (AGM).
7	Reason for buy-back	Capital management

⁺ See chapter 19 for defined terms.

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|---|---|---|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>) | Shareholders should refer to the announcement accompanying this Appendix 3C and the Notice of Meeting (including the Explanatory Statement) for the AGM that will be dispatched to shareholders on 27 October 2014. |
|---|---|---|

On-market buy-back

- | | | |
|----|---|--|
| 9 | Name of broker who will act on the company's behalf | Lonsec Limited. |
| 10 | Deleted 30/9/2001. | |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number

<small>Note: This requires a figure to be included, not a percentage.</small> | Up to 14,688,056 (being approximately 10% of the lowest number of ordinary shares on issue in the 12 months prior to the announcement of the buy-back). |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | Subject to it being approved by shareholders, the buy-back will commence no earlier than 27 November 2014 (the day following the AGM) and will end no later than 26 November 2015. |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions | Shareholders approving the buy-back at the AGM. |

Employee share scheme buy-back

- | | | |
|----|---|-----|
| 14 | Number of shares proposed to be bought back | N/A |
| 15 | Price to be offered for shares | N/A |

Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back N/A
- 17 Number of shares proposed to be bought back N/A
- 18 Price to be offered for shares N/A

Equal access scheme

- 19 Percentage of shares proposed to be bought back N/A
- 20 Total number of shares proposed to be bought back if all offers are accepted N/A
- 21 Price to be offered for shares N/A
- 22 ⁺Record date for participation in offer N/A
Cross reference: Appendix 7A, clause 9.

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: 
(Director/Company secretary) Date: 24 October 2014

Print name: Neil Hackett
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⁺ See chapter 19 for defined terms.