

#### **Rights Issue Update**

**18 May 2015:** On 12 May 2015, mobile and online payments platform and logistics software provider **SmartTrans Holdings Limited (ASX: SMA) ('SmartTrans' or 'the Company')** announced its intention to raise \$5.5 million through a fully underwritten non-renounceable rights issue ('**Offer**'), available to existing shareholders on the basis of one (1) new share for every seven (7) shares held at an issue price of \$0.02 per share. Eligible shareholders will also receive one (1) attaching option exercisable at \$0.035 per share and expiring 24 months after issue for every two (2) new shares allotted.

The Company attaches copies of the following two letters sent today in relation to the Offer:

- 1. Letter to shareholders of the Company who have registered addresses in Australia, New Zealand, Hong Kong or the Philippines and, provided this remains the case as at the record date of 21 May 2015, will be entitled to participate in the Offer; and
- 2. Letter to shareholders who currently have a registered address outside Australia, New Zealand, Hong Kong or the Philippines and, provided this remains the case as at the record date of 21 May 2015, will not be entitled to participate in the Offer.

The **attached** Appendix 3B contains information about the Offer.

- ENDS -

#### Further information please contact:

**Bryan Carr** 

Managing Director AUST: +61 412 111 968 CHINA: +86 138 1188 8401

Media inquiries to: Ben Jarvis, Six Degrees Investor Relations:

+61 413 150 448

#### About SmartTrans

SmartTrans Holdings Limited (ASX: SMA) is a leading Australian technology and software provider that has developed a mobile and online billing and payment platform for the China market. The company has agreements in place with China Mobile, China Unicom, China Telecom CMPay, UnionPay and Alipay. With the growing use of the smartphone as a billing device in China, the company is experiencing significant uptake of its technology in that market. SmartTrans has also developed cutting-edge proprietary logistics software which is used by some of Australia's leading blue-chip organisations who have long term contracts in place with the company. SmartTrans is assessing growth opportunities for its logistic offering in China to complement its mobile and online payments platform.

http://www.twitter.com/SmartTrans SMA

http://www.smarttransholdings.com



#### SmartTrans Holdings Limited

ABN 86 009 065 650

18 May 2015

T 000001 000 SMA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Shareholder

## SmartTrans Holdings Limited ACN 009 065 650 - non-renounceable rights issue - notice to security holders

SmartTrans Holdings Limited (**SmartTrans**) is pleased to have announced on 12 May 2015 a non-renounceable rights issue to eligible shareholders, on the basis of 1 new fully paid ordinary shares for every 7 shares held, at an issue price of \$0.02 per share (**New Shares**), with the issue of 1 attaching new option for every 2 New Shares allotted (**New Option**), to raise approximately \$5,509,095, based on SmartTrans' undiluted share capital (**Rights Issue**). The New Options will be exercisable at \$0.035 per Share and expire 24 months after their issue.

Assuming no existing options on issue in the Company are exercised, approximately 275,454,757 fully paid ordinary shares will be offered under the Rights Issue.

The Rights Issue is fully underwritten by Triple C Consulting Pty Ltd.

The Rights Issue will be available to all registered shareholders who hold shares on 21 May 2015 (**Record Date**) with registered addresses in Australia, New Zealand, Hong Kong or the Philippines (**Eligible Shareholders**).

In accordance with the Listing Rules of the ASX, SmartTrans has considered the number of shareholders with registered addresses in various jurisdictions outside of Australia, New Zealand, Hong Kong and the Philippines and the size of the shareholdings held by those shareholders. Taking this into consideration, as well as the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to the shareholders with registered addresses in various jurisdictions outside of Australia, New Zealand, Hong Kong and the Philippines, the Company has formed the view that it is unreasonable to extend the Rights Issue to those shareholders. Accordingly, shareholders outside of Australia, New Zealand, Hong Kong and the Philippines, including shareholders in the United States, will not be entitled to participate in the Rights Issue.

The purpose of the Rights Issue is to raise approximately \$5,509,095, including the costs of the Rights Issue. The funds raised from the Rights Issue will be used to fund increased marketing of the Company's products and services in China and Australia to fast track growth, fund the costs of the Rights Issue and to provide working capital.

The proposed timetable for the Rights Issue is set out in the table below:

Event	Date
Announcement of Rights Issue	12 May 2015
Appendix 3B lodged with ASX	
Prospectus lodged with ASX	15 May 2015
Notice of Rights Issue sent to option holders	15 May 2015
Notice of Rights Issue sent to shareholders	18 May 2015

Event	Date
Shares commence trading on an ex rights basis	19 May 2015
Record Date for the Rights Issue (7:00pm Perthtime)	21 May 2015
Despatch Prospectus to shareholders	26 May 2015
Opening date of Rights Issue (9:00am Perth time)	26 May 2015
Closing date of Rights Issue (5:00pm Perth time)	16 June 2015
Shares commence trading on deferred settlement basis	17 June 2015
Advise ASX of any shortfall	19 June 2015
Allotment of New Shares under Rights Issue	23 June 2015
Despatch of holding statements for New Shares and deferred settlement trading ends	24 June 2015

This timetable is indicative only and may be subject to change subject to the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules.

The Rights Issue is being made in accordance with a prospectus issued under section 713 of the Corporations Act. SmartTrans will send a prospectus to shareholders on 26 May 2015, as set out in the timetable above. The prospectus has been lodged with ASIC and ASX on 15 May 2015 and is available on the Company's website www.smarttrans.com.au and the ASX website.

#### **Further information**

The Company anticipates that, approximately 275,454,757 New Shares will be issued (this number may have to be increased by a further 3,285,715 New Shares if all existing option holders exercise their options prior to the Record Date). The New Shares will be issued for \$0.02 each.

Upon completion of the Rights Issue, and assuming it is fully subscribed and that existing option holders do not exercise their options, the issued capital of SmartTrans will comprise approximately 2,203,638,056 shares and 165,727,379 unlisted options exercisable at prices ranging from \$0.02 to \$0.04 each with expiry dates ranging from 9 September 2016 to 11 May 2018.

The New Shares will rank equally in all respects with SmartTrans's existing shares. If an eligible shareholder's entitlement results in a fraction of a New Share, the shareholder's entitlement will be rounded up to the nearest whole number. There will be no change to the dividend policy of the Company as a result of the Rights Issue.

Trading in the New Shares is expected to commence on 24 June 2015, the expected date for dispatch of the holding statements for the New Shares.

An Appendix 3B applying for quotation of the New Shares was lodged with ASX on 12 May 2015. As stated in that Appendix 3B, the Company has not sought nor obtained approval under ASX Listing Rule 7.1, which is not required.

SmartTrans encourages all eligible shareholders to participate in the capital raising.

Yours faithfully

Dr Geoffrey W Raby Chairman SmartTrans Holdings Limited



18 May 2015

MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Dear Shareholder

#### SmartTrans Holdings Limited ACN 009 065 650 - non-renounceable rights issue

On 12 May 2015, SmartTrans Holdings Limited (**SmartTrans** or the **Company**) announced a non-renounceable rights issue to eligible shareholders, on the basis of 1 new fully paid ordinary share for every 7 shares held at an issue price of \$0.02 per share (**New Share**), with the issue of 1 attaching new option for every 2 New Shares allotted (**New Option**), to raise approximately \$5,509,095 before costs (**Rights Issue**). Each New Option is exercisable at \$0.035 per share and expires 24 months after issue.

The Rights Issue is fully underwritten by Triple C Consulting Pty Ltd.

The purpose of the Rights Issue is to raise approximately \$5,509,095 for the Company to:

- fund increased marketing in China and Australia of the Company's products and services to fast track growth;
- cover the costs of the Rights Issue; and
- provide working capital.

A Prospectus in relation to the Rights Issue was lodged with the Australian Securities & Investments Commission (**ASIC**) and Australian Securities Exchange (**ASX**) on 15 May 2015 and is available on the ASX website and also on the Company website at www.smarttrans.com.au.

The proposed timetable for the Rights Issue is set out in the table below:

Event	Date
Announcement of Rights Issue.	12 May 2015
Appendix 3B lodged with ASX	
Prospectus lodged with ASIC and ASX	15 May 2015
Notice of Rights Issue sent to option holders	15 May 2015
Notice of Rights Issue sent to shareholders	18 May 2015
Shares commence trading on an ex rights basis	19 May 2015
Record Date for the Rights Issue (7:00pm Perth time)	21 May 2015
Despatch Prospectus to shareholders	26 May 2015
Opening date of Rights Issue (9:00am Perth time)	26 May 2015
Closing date of Rights Issue (5:00pm Perth time)	16 June 2015

Event	Date
Shares commence trading on deferred settlement basis	17 June 2015
Advise ASX of any shortfall	19 June 2015
Allotment of New Shares under Rights Issue	23 June 2015
Despatch of holding statements for New Shares and deferred settlement trading ends	24 June 2015
Normal trading of New Shares on ASX begins	24 June 2015

This timetable is indicative only and may be subject to change subject to the requirements of the Corporations Act and the ASX Listing Rules.

In accordance with the ASX Listing Rules, SmartTrans has considered the number of shareholders with registered addresses outside of Australia, New Zealand, Hong Kong and the Philippines, the number and value of the shares held by those shareholders, and the number and value of New Shares those shareholders would be offered pursuant to the Rights Issue. Taking this into consideration, as well as taking into consideration the costs of complying with the legal requirements and the requirements of the regulatory authorities of those relevant jurisdictions outside of Australia, New Zealand, Hong Kong and the Philippines, SmartTrans believes it to be unreasonable to extend the Rights Issue to all shareholders. Accordingly, the offer pursuant to the Rights Issue will only be extended to those who are SmartTrans shareholders as at 7.00pm (Perth time) on 21 May 2015, and who have registered addresses in Australia, New Zealand, Hong Kong and the Philippines. Entitlements to New Shares pursuant to the Rights Issue are non-renounceable and accordingly will not be traded on the ASX.

As you are a shareholder with a registered address outside of Australia, New Zealand, Hong Kong and the Philippines, the offer pursuant to the Rights Issue will not be extended to you.

Please contact Mr David Thomson on +61 3 9866 7333 if you have any queries regarding the Rights Issue or your eligibility to participate in the Rights Issue.

Yours faithfully

Dr Geoffrey W Raby

Chairman SmartTrans Holdings Limited

<sup>+</sup> See chapter 19 for defined terms.

## **Appendix 3B**

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

#### Name of entity

SmartTrans Holdings Limited

ABN

86 009 065 650

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

+Class of +securities issued or to be issued

Fully paid ordinary shares and new attaching unlisted options to acquire ordinary fully paid shares pursuant to a rights issue

Number of \*securities issued or to be issued (if known) or maximum number which may be issued Up to 275,454,757 ordinary shares and up to 137,727,379 new attaching options are to be issued ("Attaching Options")

Principal terms of the \*securities (e.g. if options, exercise price and expiry date; if partly paid \*securities, the amount outstanding and due dates for payment; if \*convertible securities, the conversion price and dates for conversion)

The terms of the ordinary shares are as per existing ordinary fully paid shares already quoted.

The terms of the Attaching Options are:

Exercise price: \$0.035

Expiry date: 24 months after issue date

<sup>+</sup> See chapter 19 for defined terms.

4 Do the \*securities rank equally in all respects from the \*issue date with an existing \*class of quoted \*securities?

If the additional \*securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

The shares rank equally with existing fully paid ordinary shares on issue.

Ordinary fully paid shares issued to optionholders on exercise of the Attaching Options will rank equally with the existing fully paid shares from the date of allotment.

5 Issue price or consideration

\$0.02 per share and nil for the Attaching Options

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) The rights issue funds will be used for expenditure for marketing and sales of the Company's products and services in China and Australia, the costs of the rights issue and to provide working capital.

6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h in relation to the \*securities the subject of this Appendix 3B, and comply with section 6i

- 6b The date the security holder resolution under rule 7.1A was passed
- 6c Number of \*securities issued without security holder approval under rule 7.1

6d Number of \*securities issued with security holder approval under rule 7.1A

No.

Not applicable.

Not applicable.

Not applicable.

<sup>+</sup> See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.	
6f	Number of *securities issued under an exception in rule 7.2	Not applicable.	
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	Not applicable.	
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.	
7	*Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.	On or about 23 June 20	015
	Cross reference: item 33 of Appendix 3B.		
8	Number and *class of all *securities quoted on ASX (including the *securities in section 2 if applicable)	Number 2,203,638,056	+Class Fully paid ordinary shares

<sup>+</sup> See chapter 19 for defined terms.

9 Number and \*class of all \*securities not quoted on ASX (*including* the \*securities in section 2 if applicable)

Number	+Class
10,000,000	Unlisted Options exercisable at \$0.03 on or before 9 September 2016
10,000,000	Unlisted Options exercisable at \$0.04 on or before 9 September 2016
1,500,000	Unlisted Options exercisable at \$0.02 on or before 11 May 2017
1,500,000	Unlisted Options exercisable at \$0.03 on or before 11 May 2018
137,727,379	Unlisted Options exercisable at \$0.035 on or before 23 June 2017

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change

### Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non- renounceable
13	Ratio in which the *securities will be offered	1:7 (and 1 new attaching option for every 2 shares allotted)
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Ordinary Shares
15	<sup>+</sup> Record date to determine entitlements	21 May 2015

<sup>+</sup> See chapter 19 for defined terms.

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

Yes

17 Policy for deciding entitlements in relation to fractions

Fractional entitlements will be rounded up to the nearest whole number.

Names of countries in which the entity has security holders who will not be sent new offer documents USA, China, Germany, Switzerland, United Arab Emirates, Brunei Darussalam, Canada France, United Kingdom, India, Malaysia, Panama, Singapore, Turkey, Vanuatu

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

16 June 2015

<sup>+</sup> See chapter 19 for defined terms.

20	Names of any underwriters	Triple C Consulting Pty Ltd
21	Amount of any underwriting fee or commission	(1) Management fee of 1% of the underwritten amount for managing the offer; (2) Equity raising fee of 5% of the underwritten amount for underwriting the offer; and (3) Issue of 5,000,000 unlisted 'success' options for ordinary shares in the Company, exercisable at \$0.035 per Option with an expiry date of 24 months from the date of issue.
22	Names of any brokers to the issue	Triple C Consulting Pty Ltd
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	No handling fees are payable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	26 May 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	15 May 2015
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.

<sup>+</sup> See chapter 19 for defined terms.

30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.

<sup>+</sup> See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	<sup>+</sup> Issue date	23 June 2015
	3 - Quotation of securities d only complete this section if you are app	
34	Type of *securities (tick one)	
(a)	*Securities described in Part	[ 1
(b)		end of the escrowed period, partly paid securities that become fully paid en restriction ends, securities issued on expiry or conversion of convertibl
Entitie	es that have ticked box 34(a)	
Additi	ional securities forming a new	class of securities
Tick to docum	o indicate you are providing the informat ents	tion or
35	1/\1	securities, the names of the 20 largest holders of the the number and percentage of additional *securities
36	1 1	y securities, a distribution schedule of the additiona umber of holders in the categories
37	A copy of any trust deed for	the additional *securities

<sup>+</sup> See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

38	Number of *securities for which *quotation is sought		
39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought		
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?		
	If the additional *securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another +security, clearly identify		
	that other *security)	Number	+Class
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)		

<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>†</sup>Quotation of our additional <sup>†</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>†</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:	(Director/Company secretary)	Date:
Print name:		

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following:	
Number of fully paid <sup>+</sup> ordinary securities issued in that 12 month period under an exception in rule 7.2	
Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval	
Number of partly paid <sup>+</sup> ordinary securities that became fully paid in that 12 month period	
<ul> <li>Note:</li> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
Subtract the number of fully paid  †ordinary securities cancelled during that 12 month period	
"A"	

<sup>+</sup> See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
Multiply "A" by 0.15		
Step 3: Calculate "C", the amount 7.1 that has already been used	of placement capacity under rule	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:		
<ul> <li>Under an exception in rule 7.2</li> </ul>		
Under rule 7.1A		
<ul> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul>		
<ul> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"C"		
Step 4: Subtract "C" from ["A" x " placement capacity under rule 7.1	B"] to calculate remaining	
"A" x 0.15		
Note: number must be same as shown in Step 2		
Subtract "C"		
Note: number must be same as shown in Step 3		
<b>Total</b> ["A" x 0.15] – "C"		
	[Note: this is the remaining placement capacity under rule 7.1]	

<sup>+</sup> See chapter 19 for defined terms.

Rule 7.1A – Additional placement capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A"		
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
Multiply "A" by 0.10		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A		
Notes:		
<ul> <li>This applies to equity securities – not just ordinary securities</li> </ul>		
Include here – if applicable – the securities the subject of the Appendix		
<ul><li>3B to which this form is annexed</li><li>Do not include equity securities issued</li></ul>		
under rule 7.1 (they must be dealt with		
in Part 1), or for which specific security holder approval has been obtained		
<ul> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"E"		

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10	
Note: number must be same as shown in Step 2	
Subtract "E"	
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.10] – "E"	
	Note: this is the remaining placement capacity under rule 7.1A