



21 October 2016

Market Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Letter to Shareholders regarding Delisting from ASX and Admission to AIM**

Following shareholder approval at its Extraordinary General Meeting on 29 September 2016, ThinkSmart Limited (**ThinkSmart**) has today applied to ASX for formal consent to its removal from the official list.

ThinkSmart has already received in-principle advice from ASX that ASX would be likely to remove ThinkSmart from the official list subject to compliance with certain conditions.

One of those conditions is that ThinkSmart sends a communication to all shareholders providing certain information regarding the timetable for delisting and what shareholders will need to do if they wish to trade on the Alternative Investment Market of the London Stock Exchange (**AIM**) following delisting from ASX. A copy of the letter being dispatched to shareholders today setting out this information is **attached**.

ASX also indicated that its consent would be subject to a condition, which is reflected in the attached letter, that ThinkSmart's removal from the official list of ASX shall not take place any earlier than the later of (1) one month after the date of the attached letter and (2) the date ThinkSmart's shares are admitted to trading on AIM.

Yours faithfully

A handwritten signature in blue ink that reads "Neil Hackett".

Neil Hackett  
Company Secretary  
ThinkSmart Limited

Att.

**ThinkSmart Limited**  
ABN 24 092 319 698

**Australian Registered Office**

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[www.thinksmartworld.com](http://www.thinksmartworld.com)

21 October 2016



TSM

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

Dear Shareholder

## **Removal of ThinkSmart from the official list of ASX and admission of ThinkSmart shares to trading on AIM**

As you will be aware, the shareholders of ThinkSmart Limited (**ThinkSmart** or the **Company**) approved the removal of the Company from the official list of the Australian Securities Exchange (**ASX**) at the extraordinary general meeting held on 29 September 2016.

The removal will take effect from the admission of the Company's shares to trading on the Alternative Investment Market of London Stock Exchange plc (**AIM**).

The Company's notice of meeting dated 30 August 2016 contains detailed information about the Company's reasons for delisting from ASX. Copies of the notice are available from [www.asx.com.au](http://www.asx.com.au).

**This letter contains important information about the delisting process and what it means for your shareholding.**

The information set out in this letter is of a general nature and does not take into account your individual investment objectives, financial situation or needs. Accordingly, you may wish to consult with your financial, legal, tax or other professional adviser before making a decision regarding your shareholding and the delisting process.

### **1 Delisting from ASX is conditional on admission to AIM**

On 21 October 2016, following receipt of shareholder approval, the Company formally applied to ASX for consent to its removal from the official list.

The Company has already received in-principle advice from ASX that it will consent to the removal, on the condition that the removal take effect no earlier than the date the Company's shares are admitted to trading on AIM.

### **2 Delisting process**

#### **2.1 Suspension of trading and delisting**

Trading in ThinkSmart shares is currently expected to be suspended on 23 November 2016 (**Suspension Date**). This is the date the Company's shares are currently expected to be admitted to trading on AIM. While this date may change in order to accommodate the AIM admission process (and ThinkSmart's application for admission to AIM remains subject to ongoing engaging with AIM), the Suspension Date will not be any earlier than 23 November 2016.

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You will not be able to trade your shares on ASX after this date. If you wish to sell your shares before the Company delists from ASX, you will need to do so before this date (in which case you will, as is customary, be responsible for any associated costs, including brokerage).

The removal of the Company from the official list of ASX is anticipated to occur with effect from close of trading on the date 2 business days after the Suspension Date. This is currently expected to be on 25 November 2016 (**Delisting Date**).

No new on-market trades will be processed between the Suspension Date and the Delisting Date – the period will only be used to settle on-market and off-market trades booked before the Suspension Date.

## **2.2 After the Delisting Date**

As you will be aware, because the Company's shares are currently quoted on ASX, you hold your shares in uncertificated form.

After the Delisting Date, your shareholding in the Company – whether CHESS sponsored or issuer sponsored – will be automatically converted into certificated form on the Company's Australian share register, and a share certificate will be posted to your registered address accompanied by a Depositary Interests Issuance (Australian Register to UK DI Register) form.

You are not required to do or pay anything to facilitate this. This is the default option for shareholders who do not sell their shares on ASX before the Suspension Date.

## **2.3 Trading on AIM**

Once your shares have been converted into certificated form, you will not be able to trade your ThinkSmart shares on AIM unless you convert them into 'Depositary Interests' (**DIs**).

The Company is in the process of establishing a DI facility under which it will appoint Computershare Investor Services PLC as the depositary (the **Depositary**).

Securities of Australian issuers cannot be directly registered, transferred or settled through CREST (which is the electronic settlement system in the UK). The DI facility overcomes this by creating entitlements to the Company's shares, which are deemed to be UK securities and therefore admissible to CREST. The underlying shares are listed and traded on AIM, while the DIs are transferred in CREST to settle those trades.

To convert your shares to DIs, you will need to transfer your shares to the Depositary's custodian. The Depositary will hold your shares in certificated form on trust and will issue you uncertificated DIs representing the underlying ThinkSmart shares transferred to it. You can then use the DIs to trade ThinkSmart shares on AIM. As is customary, you will be responsible for any brokerage or other costs, and tax implications, which may be related to the trading of your shares on AIM.

While your ThinkSmart shares are held on trust by the Depositary, you will retain the full beneficial interest in the shares you hold via DIs, including voting rights and dividends.

The Company is currently seeking to establish an arrangement with a broker to assist you to trade your shares on AIM if you wish to do so. Further details will be released to ASX when available. Alternatively, you can contact and establish an account with a stockbroker who offers accounts that allow trading on AIM.

The steps for converting your shares into DIs are set out below.

### 3 Depositary Interests

#### 3.1 Steps for converting your shares into DIs to allow trading on AIM

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**Step 1** Engage a suitable Australian broker who has an agreement with a UK broker that is able to trade on the AIM and can accept the DIs into the CREST system for settlement purposes. Alternatively you may wish to appoint a broker based in the UK. A list of UK brokers can be found via the London Stock Exchange website [www.londonstockexchange.com](http://www.londonstockexchange.com).

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**Step 2** Once your account with the broker has been established, you are required to submit your **original** share certificate and completed Depositary Interests Issuance (Australian Register to UK DI Register) form to Computershare's Global Transactions team. It is important that you complete the CREST participant details in full within the DI Issuance Instructions section. Your broker can assist you with providing this information.

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**Step 3** Your **original** share certificate and the completed and signed Depositary Interests Issuance (Australian Register to UK DI Register) form should be sent to:

Computershare Limited  
Global Transactions Team  
PO Box 103 Abbotsford  
Victoria 3067 Australia

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#### 3.2 Confirmation of DI issuance

Once your **original** share certificate and completed and signed form are delivered to Computershare, the DI creation process will typically be completed within 24 hours (generally the same business day). During the DI issuance process, your shareholding will be reduced and DIs will be issued. Your broker will then provide you with confirmation that you are now the holder of an equivalent amount of DIs. From this point you will now be able to instruct your broker to deal or transact in your DIs on AIM.

#### 3.3 How DI holders will be kept informed of what's happening with ThinkSmart

Computershare Investor Services PLC as the Depositary in the UK will rely on ThinkSmart to supply information to them relating matters that have a bearing on the rights of DIs. These Company matters include cash distributions, corporation actions and company meetings. The Depositary is then responsible to make this information available to the registered DI holders, being the broker who holds the DIs on your behalf in CREST. You will need to discuss with your broker how they will in turn keep you updated.

If you have any questions about these steps, please contact Computershare's Global Transactions team on:

Enquiries: 1300 731 056 (within Australia)  
+61 3 9415 5361 (outside Australia)

Email: [gtuau@computershare.com.au](mailto:gtuau@computershare.com.au)

Facsimile: +61 3 9473 2442

#### 3.4 Cancellation of DIs and becoming a shareholder again on the Australian share register

Contact your broker and they will initiate the process, by withdrawing your DIs from CREST and instructing Computershare's Global Transactions team to issue the shares in your name on the Company's Australian share register. Once your shares are issued on the Company's Australian share register, you will be issued a share certificate as evidence of ownership. These shares will not be able to be traded on-market.

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### 3.5 Do nothing and continue to hold your shares on the Australian share register

You may also elect to do nothing and retain shares in the Company in certificated form. If you do this, in order to sell your shares you would either need to, at a subsequent date, transfer your shares to a willing buyer in an off-market transfer, or convert your shares to DIs and trade them on AIM.

## 4 Indicative timetable

The timetable below sets out the indicative dates for delisting from ASX and admission to AIM.

<b>4 November 2016</b>	Close of tender buy-back
<b>23 November 2016</b>	<b>Suspension Date</b> – Suspension of the Company's shares from quotation on ASX. You will not be able to trade your ThinkSmart shares on ASX after close of trading on this date.  Expected date of admission of Company's shares to trading on AIM.
<b>25 November 2016</b>	<b>Delisting Date</b> – Effective date of removal of ThinkSmart from the official list of ASX.
<b>5 December 2016</b>	All ThinkSmart shares converted into certificated form, held on the Company's Australian share register once the CHESS subregister is closed.
<b>By 9 December 2016</b>	Your share certificate and Depositary Interests Issuance (Australian Register to UK DI Register) form will be posted to your registered address, and when received you can commence the process of converting your shares into DIs if you wish to trade on AIM.

You should be aware that this timetable is indicative only and subject to change. The Company will notify you by announcement to ASX if there are any changes to this timetable. **However, the Suspension Date will be no earlier than 23 November 2016.**

## 5 Further information

If you have any questions or would like further information about the delisting process, please contact the Company on +61 (0)8 9380 8333 or the Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Yours sincerely



**Neil Hackett**  
Company Secretary  
ThinkSmart Limited