

# ASX ANNOUNCEMENT: COU

**25 November 2011**

## Securityholders vote in favour of Schemes



Count Financial Limited (**Count**) is pleased to announce that the proposed schemes of arrangement (**Schemes**) under which:

- all the ordinary shares in Count would be acquired by a wholly owned subsidiary of Commonwealth Bank by scheme of arrangement (**Share Scheme**); and
- all of the outstanding options in Count would be cancelled for consideration in accordance with a scheme of arrangement (**Option Scheme**),

have been approved by the requisite majorities of the relevant securityholders.

### Share Scheme Resolution

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001*, Count is pleased to announce that, at the Share Scheme Meeting held at 10.00am this morning, the following resolution in the Notice of Share Scheme Meeting was passed:

*'That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed between Count Financial Limited and the holders of its fully paid ordinary shares, designated the 'Share Scheme', as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions required by the Court to which Count Financial Limited and Commonwealth Bank of Australia agree) and, subject to approval of the Share Scheme by the Court, the board of directors of Count Financial Limited is authorised to implement the Share Scheme with any such modifications or conditions.'*

Voting at the Share Scheme Meeting was conducted by a poll and the resolution was passed by both a majority in number of shareholders present and voting and by at least 75% of the votes cast on the resolution as required by section 411(4)(a)(ii) of the *Corporations Act 2001*.

### Total votes

Direct and proxy voting numbers on the resolution were as follows:

	Number of votes	% of votes	Number of shareholders	% of shareholders
Votes cast 'FOR' the resolution	182,198,942	99.38%	1,264	94.82%
Votes cast 'AGAINST' the resolution	1,132,826	0.62%	69	5.18%
TOTAL VOTES	183,331,768	100%	1,333	100%

Percentages required to be cast 'FOR' to pass the resolution	At least 137,498,826	at least 75%	More than 666	more than 50%
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The total number of direct and proxy ABSTAIN votes was 61,238.

### Proxy information

The total number of proxy votes exercisable by all proxies validly appointed was 183,055,596

The total number of proxy votes in respect of which the appointments specified that:

- (a) the proxy was to vote **for** the resolution was 180,028,615;
- (b) the proxy was to vote **against** the resolution was 1,132,826;
- (c) the proxy was to **abstain** on the resolution was 61,238; and
- (d) the proxy could vote at the proxy's **discretion** was 1,832,917.

### Option Scheme Resolution

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001*, Count is pleased to announce that, at the Option Scheme Meeting held at 10.30 am this morning, the following resolution in the Notice of Meeting was passed:

*'That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the arrangement proposed between Count Financial Limited and the holders of Scheme Options, designated the 'Option Scheme', as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions required by the Court to which Count Financial Limited and Commonwealth Bank of Australia agree) and, subject to approval of the Option Scheme by the Court, the board of directors of Count Financial Limited is authorised to implement the Option Scheme with any such modifications or conditions.'*

Voting at the Option Scheme Meeting was conducted by a poll and the resolution was passed by both a majority in number of optionholders present and voting and by at least 75% of the total amount of the debts and claims of the optionholders present and voting as required by section 411(4)(a)(i) of the Corporations Act 2001. For this purpose, the 'debt or claim' of each optionholder is the total amount of the Option Scheme Consideration payable to the optionholder if the Option Scheme were to be implemented.

### Total votes

Direct and proxy voting numbers on the resolution were as follows:

	Debt or claim (\$)	% of total debts and claims	Number of optionholders	% of optionholders
Votes cast 'FOR' the resolution	\$398,584.88	96.24%	364	94.55%
Votes cast 'AGAINST' the resolution	\$ 15,588.36	3.76%	21	5.45%
TOTAL VOTES	\$414,173.24	100%	385	100%

Percentages required to be cast 'FOR' to pass the resolution	At least \$310,629.93	at least 75%	More than 192	more than 50%
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The total number of direct and proxy ABSTAIN votes was zero.

### Proxy information

The total amount of the debts and claims represented by the proxy votes exercisable by all proxies validly appointed was \$412,732.64.

The total amount of the debts and claims represented by the proxy votes in respect of which the appointments specified that:

- (e) the proxy was to vote **for** the resolution was \$377,339.18;
- (f) the proxy was to vote **against** the resolution was \$15,588.36
- (g) the proxy was to **abstain** on the resolution was \$0.00; and
- (h) the proxy could vote at the proxy's **discretion** was \$19,805.10.

The Schemes remain subject to Court approval at the second Court hearing scheduled for 2.15pm on 28 November 2011. Full details of the conditions precedent to the Schemes are set out in the Scheme Booklet released by Count on 24 October 2011.

**For media interviews or inquiries please contact:**

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