

ASX ANNOUNCEMENT (ASX: TSM)



26 October 2015

Company Announcements
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Notice of 2015 Annual General Meeting and Proxy Form

Attached please find the ThinkSmart Limited ("the Company") 2015 Notice of Annual General Meeting being dispatched to the Company's shareholders.

The abovementioned document will be available on the Company's website
www.thinksmartworld.com

Yours faithfully

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

Neil Hackett
Company Secretary
ThinkSmart Limited

ThinkSmart Limited
ABN 24 092 319 698

Australian Registered Office
Suite 5, 531 Hay Street
Subiaco, 6008
WESTERN AUSTRALIA
P +61 8 9380 8333
F +61 8 9380 8300

European Head Office
7th Floor, Oakland House
Talbot Road, Old Trafford
Manchester, M16 0PQ
UNITED KINGDOM
P +44 161 333 2400
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www.thinksmartworld.com



ABOUT THINKSMART:

ThinkSmart Limited (ASX: TSM) a Financial Technology company and leader in digital, paperless, retail point of sale finance which processes high volumes of 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 12 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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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting of ThinkSmart Limited (the “Company”) will be held at Level 36, 250 St Georges Terrace, Perth, Western Australia on Monday 23 November 2015 at 3.00pm (WST).

An Explanatory Statement containing information in relation to each of the resolutions to be put to shareholders accompanies this Notice of Meeting.

The 2015 Annual Report is available on the Company’s website: www.thinksmartworld.com

AGENDA ITEMS

ORDINARY BUSINESS

Financial Reporting

To receive and consider the financial report of the Company and the consolidated entity and the reports of the directors and the auditors for the financial year ended 30 June 2015.

There is no vote on this item.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Remuneration Report contained within the Company’s financial report for the year ended 30 June 2015 be adopted.”

This resolution is advisory only and does not bind the directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the Company’s key management personnel (“KMP”), details of whose remuneration is included in the Remuneration Report, or their closely related parties (such as close family members and any companies the person controls).

However, the Company need not disregard a vote cast on Resolution 1 by a member of the KMP or their closely related parties as a proxy if the vote is not cast on behalf of a member of the KMP or their closely related parties and either:

- the voter is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1; or
- the proxy is the Chairman of the meeting and the appointment expressly authorises the Chairman to exercise the proxy.

Resolution 2 – Retirement and election of Director – Mr Keith Jones

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Keith Jones, being a director of the Company who retires in accordance with clause 8.1(c) of the Company’s Constitution and in accordance with ASX Listing Rule 14.4, and being eligible, is elected as a director of the Company.”

ENTITLEMENT TO VOTE

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 5:00pm (WST) on **Saturday 21 November 2015**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative at the meeting.

If such evidence is not received at the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Members of the KMP (which includes each of the directors and the company secretary) will not be able to vote as proxy on Resolution 1 unless shareholders direct them how to vote or, in the case of the Chairman of the meeting, unless the shareholder expressly authorises him to do so. If a shareholder intends to appoint a member of the KMP (such as one of the directors or the company secretary) as their proxy, other than the Chairman of the meeting, they should ensure that they direct that person how to vote on Resolution 1.

If a shareholder intends to appoint the Chairman of the meeting as their proxy in relation to Resolution 1, or the Chairman will be appointed as their proxy by default, the shareholder can direct the Chairman of the meeting how to vote by either marking the box for Resolution 1 (for example, if the shareholder wishes to vote 'for', 'against' or to 'abstain' from voting).

If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, and the shareholder does not direct the Chairman how to vote by marking a voting box for Resolution 1, then by completing and returning the Proxy Form the shareholder will be expressly authorising the Chairman to exercise its undirected proxy on Resolution 1 even though it is connected with the remuneration of KMP (in which case the Chairman will vote in favour of Resolution 1).

A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received:

by post to: **Computershare Investor Services Pty Limited**
GPO Box 242
Melbourne VIC 3001 in person at: **Computershare Investor Services Pty Limited**
Level 11, 172 St Georges Terrace
Perth WA 6000 by facsimile on: **(+61 3) 9473 2555**

by no later than 3pm (WST) on Saturday 21 November 2015.

By order of the Board



Neil Hackett
Company Secretary

Date: 12 October 2015

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the accompanying Notice of Meeting.

The directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

Financial Statements and Reporting

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires:

- The reports of the directors and auditors; and
- The annual financial report, including the financial statements of the Company for the year ended 30 June 2015,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given reasonable opportunity to raise questions or make comments on the financial affairs of the Company at the Annual General Meeting.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company’s auditor questions relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2015 is put to shareholders for adoption.

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the discussion on this Resolution and the outcome of the vote into account when considering the Company’s remuneration policy. In addition, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report at the Annual General Meeting.

As a result of amendments to the Corporations Act known generally as the ‘two strikes rule’, shareholders should note that if 25 per cent or more of the votes cast on this Resolution are voted against the Resolution (constituting a ‘first strike’), a resolution on whether to hold a further meeting to spill the Board (a ‘spill resolution’) would be put to shareholders if a ‘second strike’ occurs at the 2016 Annual General Meeting. This spill resolution would be included in the 2016 Notice of Annual General Meeting.

The Chairman intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Retirement and election of Director

The Company’s Constitution requires that where a director has been appointed by the other directors in accordance with rule 8.1(b), that director, if they are not a managing director, shall hold office until the conclusion of the next AGM following their appointment. This requirement is also reflected in Listing Rule 14.4. Mr Keith Jones was CEO until 1 January 2015, when Mr Fernando de Vicente commenced in that role and, following a transitional period, Mr Jones commenced as Executive Director for Group Strategy and Development. Accordingly, Mr Jones offers himself for election.

A brief description of the candidate follows:

Keith Jones

Keith Jones has 30 years of retail experience in Europe including roles as Chief Executive Officer of JJB Sports plc and Group Retail Director of Dixons retail plc. At Dixons, Keith was a member of the Group Executive Committee with direct responsibility for all UK and Ireland fascias including PC World and Currys. Previously he was Managing Director of PC World Stores Group with responsibility for stores in the UK, Spain, France, Italy and Nordics in addition to Group Service Operations. Keith has a MBA from Manchester Business School.

The directors consider that Mr Jones brings considerable commercial experience to the Board and will continue to be a key contributor to the Company seeking to continue its product and channel diversification strategy.

The directors (other than Mr Jones) recommend that shareholders vote in favour of Resolution 2. Mr Jones, who has an interest in the outcome of Resolution 2, declines to make a recommendation.

Ends
Enc. Proxy Form

THINKSMART

ThinkSmart Limited

ABN 24 092 319 698

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 3.00pm (WST) Saturday, 21 November 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

IND

Proxy Form


Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of ThinkSmart Limited hereby appoint

the Chairman of the Meeting **OR**


 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ThinkSmart Limited to be held at Level 36, 250 St Georges Terrace, Perth, Western Australia on Monday, 23 November 2015 at 3.00pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Retirement and election of Director – Mr Keith Jones | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /