



19 August 2015

ASX ANNOUNCEMENT

SMALL SHAREHOLDING SALE FACILITY

SmartTrans Holdings Limited (**ASX: SMA**) (**Company**) announces it has established a facility for the sale of ordinary shares for holders of less than a marketable parcel of the Company's shares (**Small Shareholding**), in accordance with article 3 of the Company's constitution and the ASX listing rules (**Sale Facility**).

The ASX listing rules define a marketable parcel as a parcel of securities with a market value of not less than \$500. Based on the Company's closing share price of \$0.031 on 17 August 2015 (**Record Date**), a Small Shareholding is therefore 16,129 shares or fewer. Small Shareholdings represent 9,083,688 ordinary shares held by 1,588 shareholders.

The Sale Facility will be available to SmartTrans shareholders holding a Small Shareholding on the Record Date.

To assist in the process, the Company has appointed Triple C Consulting Pty Ltd to act as sale broker and to underwrite the Sale Facility. All shares sold under the Sale Facility will be sold at a fixed price of \$0.031 per share, being a premium of 3.3% to the closing market price for the Company's shares on 18 August 2015.

A letter and form will be distributed to eligible shareholders on 21 August 2015, a copy of which is attached to this announcement.

Key dates relevant to the Facility are as follows:

| | |
|---------------------------------|-------------------------------|
| Record Date | Monday 17 August 2015 |
| Shareholder Mailing Date | Friday 21 August 2015 |
| Closing Date | Friday 02 October 2015 |
| Expected Payment Date | Friday 16 October 2015 |

For and on behalf of SmartTrans Holdings Limited

Further information please contact:

Bryan Carr

Managing Director

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21 August 2015

Dear Shareholder,

Sale of your Small Shareholding in SmartTrans Holding Limited

I am writing to advise you that SmartTrans Holdings Limited (**SmartTrans or Company**) has established a share sale facility (**Facility**) for holders of parcels of SmartTrans shares with a market value of less than \$500 as at 7.00pm (AEST) on Monday 17 August 2015 (**Small Shareholdings**). The Directors have resolved that based on the Company's closing share price of \$0.031 on 17 August 2015, holdings of 16,129 shares or fewer shall be subject to this Facility. The Facility is being established in accordance with the ASX Listing Rules and the Company's constitution.

An ASX announcement notifying the market of this transaction was made on 19 August 2015.

The Company is offering the Facility to assist holders of Small Shareholdings to sell their shares. Holders of Small Shareholdings who take advantage of the Facility will have their shares sold without having to pay brokerage fees or act through a broker. Whilst tax consequences from the sale of your shares are your responsibility, the Company will organise payment of the other costs associated with the sale and transfer of your shares.

To assist in the process, the Company has appointed Triple C Consulting Pty Ltd to act as sale broker and to underwrite the Facility. All shares sold under the Facility will be sold at a fixed price of \$0.031 per share, being a premium of 3.3% to the closing market price for the Company's shares on 18 August 2015.

By facilitating the sale of Small Shareholdings the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

The Company records show that you held 16,129 or fewer shares (being a Small Shareholding) as at 7.00pm (AEST) on 17 August 2015 (**Record Date**).

Unless you advise the Company that you do NOT wish to sell your shares through the Facility within six (6) weeks from the date of this letter, SmartTrans will sell your shares through the Facility. Payment from the sale of these shares will be sent to you following the Facility settlement or as soon as is practicable.

In the case of a third party announcing a takeover offer of the Company, please note that the Company will not sell your shares. Consistent with its continuous disclosure obligations, the Company may release to the ASX information that may be material to a shareholder's

decision as to whether they wish to retain their shares. This information will, if released, be available on both the ASX and Company websites.

What do I need to do?

If you **wish to sell** your SmartTrans shares without incurring brokerage or handling costs, you do not need to take any action. By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules, you will be deemed to have appointed the Company as your agent to sell all of your shares at a fixed price of \$0.031 per share. The Company will bear the costs of the sale and the proceeds of the sale will be dealt with as set out in the attached information pack.

If you **wish to retain** your shares, you must do one of the following:

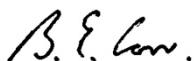
1. Complete the enclosed "Share Retention Form" and return it so that it is received by SmartTrans' share registry, Computershare by 5.00pm (AEST) on Friday 02 October 2015; or
2. If you hold shares in multiple holdings, arrange to have these holdings merged into one holding of 16,130 or more shares so that this is reflected on the Company's share register at 5.00pm (AEST) on Friday 02 October 2015.
3. Make your own arrangements outside this Facility to purchase additional shares so that you are the registered holder of 16,130 or more shares at 5.00pm (AEST) on Friday 02 October 2015.

SmartTrans makes no recommendation as to whether you should participate in this Facility and this letter does not constitute advice and is not a recommendation to buy, sell or hold shares. If you are in doubt or require further information regarding possible taxation implications from participation in the Facility, you should consult your legal, financial or taxation advisor.

The attached information pack sets out further details of the Facility, which I recommend you read prior to making your decision.

If you have any questions, please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (Outside Australia).

Yours sincerely,



Bryan Carr
Managing Director

1. What is a Small Shareholding and whom does this program apply to?

The Facility is available to SmartTrans shareholders who at 5.00pm (AEST) on 17 August 2015 (**Record Date**) were holders of ordinary shares in SmartTrans (**Shares**) valued at less than \$500 (**Small Shareholding**). Based on a price of \$0.031 per share, being the closing price of Shares on the Australia Stock Exchange (**ASX**) on the Record Date, a Small Shareholding is any holding of fewer than 16,129 shares. Our records show that you are the holder of a Small Shareholding as at the Record Date and accordingly your shareholding is eligible for this share sale facility.

2. What is the sale process?

If you do not take any action and on the Closing Date you continue to hold a Small Shareholding, your Shares will be sold on your behalf by SmartTrans as soon as practicable after the Closing Date. SmartTrans has appointed Triple C Consulting Pty Ltd to act as sale broker and to underwrite the Facility.

3. What if my Shares are held in a CHESS Holding?

If your Shares are held in CHESS holding, SmartTrans may, after the Closing Date, initiate a holding adjustment to move your Shares to the issuer sponsored register.

4. What is the sale price?

All Shares sold under the Facility will be sold at a fixed price of \$0.031 per Share, being a premium of 3.3% to the closing market price for SmartTrans Shares on 18 August 2015. The market price of SmartTrans Shares may rise or fall during the period between the date of this letter and the closing date of Friday 02 October 2015; however, this will not affect the price you receive for your Shares under the Facility or whether the Shares will be sold.

5. How and when will I receive the sales proceeds?

The proceeds to which you are entitled are expected to be remitted to you by Friday 16 October 2015 using the payment method recorded for your holding. The proceeds of the Share sale will be deposited into your bank account if you have previously provided banking instructions to SmartTrans' share registry or alternately, will be sent to you by cheque at the address last recorded in the Company's register of members.

6. If I buy more Shares, will I retain my holding?

Yes, SmartTrans will treat any purchase of additional Shares to increase the value of your SMA shareholding to more than \$500 as an indication that you do not want your Shares to be sold through the Facility. For a purchase to be an

effective notification that you wish to retain your Shares, any additional Shares must be registered by 5.00pm (AEST) on 2 October 2015 under the same name and address and with the same holder number (SRN or HIN) as set out in the accompanying letter.

Important Information

SmartTrans reserves the right to change any of the dates referred to in this shareholder information document or letter to the shareholder by notice to the ASX.

This letter does not constitute advice or a recommendation to buy, sell or hold Shares nor that the Facility is the best way to sell SmartTrans Shares.