

# ASX ANNOUNCEMENT

26 July 2017

## Court approves convening of Scheme Meeting for 1 September 2017

### Independent Expert concludes the ASG Scheme is in the best interests of SMS shareholders

#### Court Approval

SMS Management & Technology Limited (**SMS**) (ASX:SMX) advises that today the Supreme Court of Victoria (the **Court**) has ordered a meeting of SMS shareholders (**Scheme Meeting**) to consider and vote on the previously announced Scheme of Arrangement (**Scheme**), whereby it is proposed that ASG Group Limited (**ASG**) will acquire 100% of the issued share capital of SMS.

If the Scheme is approved by the requisite majorities of SMS shareholders and all conditions precedent are satisfied or waived (where capable of waiver), SMS shareholders will receive a cash payment of \$1.80 per SMS share less the cash value of any special dividend paid (**Scheme Consideration**). The implementation date of the Scheme is expected to be Tuesday, 26 September 2017.

The Directors of SMS have retained the discretion to pay a fully-franked special dividend of up to a maximum of 10.2 cents per SMS share. Any special dividend declared will be subject to the Scheme becoming effective and a favourable draft ATO class ruling being obtained. The \$1.80 in cash consideration will be reduced by the cash value of any special dividend paid. If declared, the special dividend is expected to be paid shortly before the record date of the Scheme.

The Scheme Meeting will be held at 11.00 am (Melbourne time) on Friday, 1 September 2017, at Level 2 of the RACV Club, located at 501 Bourke Street, Melbourne, Victoria.

Information relating to the Scheme, including the explanatory statement for the Scheme and the notice convening the Scheme Meeting, will be included in the Scheme Booklet, which will be sent to SMS shareholders shortly following registration of the Scheme Booklet with the Australian Securities and Investments Commission (**ASIC**) and lodgement with the ASX.

A further announcement attaching the Scheme Booklet will be released by SMS following registration of the Scheme Booklet with ASIC.

#### Independent Expert's Report

The Independent Expert, KPMG Financial Advisory Services (Australia) Pty Ltd, has concluded that the Scheme is both fair and reasonable and, therefore, is in the best interests of SMS shareholders, in the absence of a superior proposal. The conclusion of the Independent Expert should be read in context with the full Independent Expert's Report and the Scheme Booklet.

## Recommendation

The Directors of SMS continue to unanimously recommend that SMS shareholders vote in favour of the Scheme in the absence of a superior proposal or the Independent Expert changing or qualifying its conclusion that the Scheme is in the best interests of SMS shareholders.

Subject to those same qualifications, the Directors also intend to vote any SMS shares in their control in favour of the Scheme.

The Directors believe the ASG Scheme represents a compelling offer for SMS shareholders and their best available opportunity to realise value for their shares.

## Indicative Timetable

Event	Date*
Scheme Booklet despatched to SMS shareholders	Wednesday, 2 August 2017
Latest time and date for receipt of proxy forms (including proxies lodged online) or powers of attorney by the SMS Share Registry for the Scheme Meeting	11.00 am on Wednesday, 30 August 2017
Scheme Meeting to vote on the Scheme	11.00 am on Friday, 1 September 2017
Second Court Date for approval of the Scheme	Wednesday, 6 September 2017
Effective Date (Court order lodged with ASIC; SMS Shares suspended on the ASX from close of trading)	Thursday, 7 September 2017
Special Dividend Record Date (for determining entitlement to Special Dividend, if declared)	Monday, 11 September 2017
Special Dividend Payment Date (if declared and subject to the Scheme becoming effective)	Monday, 18 September 2017
Scheme Record Date (for determining entitlement to Scheme Consideration)	Tuesday, 19 September 2017
Implementation Date (Scheme Consideration will be despatched to Scheme Shareholders, subject to the Scheme becoming effective)	Tuesday, 26 September 2017

\* Dates are subject to change

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## About SMS

SMS is an ASX-listed Australian business specialising in business and IT advisory, technology solutions, managed services and recruitment. SMS cultivates innovation, digital, mobile and design-led business and technology capability to empower organisations across all industry sectors. With over 1,400 staff across Australia, Hong Kong, Singapore and the Philippines, SMS promotes and delivers next-generation customer-centric outcomes for our clients.

For more information please visit [www.smsmt.com](http://www.smsmt.com)