

ASX ANNOUNCEMENT

1 September 2017

SMS Shareholders approve ASG Scheme SMS announces Special Dividend

SMS Management & Technology Limited (**SMS**) (ASX:SMX) is pleased to announce that SMS shareholders today voted in favour of the proposal by ASG Group Limited (**ASG**) to acquire 100% of the issued share capital of SMS by way of scheme of arrangement (**Scheme**).

Results of Scheme Meeting

In accordance with Listing Rule 3.13.2, SMS advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting in Annexure D of the Scheme Booklet dated 26 July 2017 (**Scheme Booklet**), was passed by the requisite majorities at the Scheme Meeting held earlier today.

In summary:

- 91.06% of SMS shareholders present at the meeting (in person or by proxy) voted in favour of the resolution; and
- 98.52% of the votes cast were in favour of the resolution.

The details of the resolution passed and proxies received as required by Section 251AA of the Corporations Act are set out in the attached voting summary. The Declaration of a Poll is also attached.

Special Dividend

The SMS Board has determined to pay a fully-franked special dividend of 10.2 cents per SMS share, subject to the Scheme becoming effective (currently expected to occur on Thursday, 7 September 2017).

If the Scheme does not become effective, then no special dividend will be paid.

Subject to the Scheme becoming effective, the Scheme Consideration (being \$1.80 in cash per SMS share) will be reduced by the cash value of the special dividend paid (being 10.2 cents per SMS share), and the Scheme Consideration will be reduced to \$1.698 per SMS share.

Next Steps

The indicative key dates in relation to the Scheme are set out below.

Event	Date
Second Court Date	Wednesday, 6 September 2017
Effective Date (Court order lodged with ASIC; SMS shares suspended on ASX from close of trading)	Thursday, 7 September 2017
Special Dividend Record Date (for determining entitlement to special dividend)	Monday, 11 September 2017 - 7.00pm
Special Dividend Payment Date	Monday, 18 September 2017
Scheme Record Date (for determining entitlement to Scheme Consideration)	Tuesday, 19 September 2017 - 7.00pm
Implementation Date (Scheme Consideration paid)	Tuesday, 26 September 2017

For further information please contact:

Rick Rostolis, Chief Executive Officer
rick.rostolis@smsmt.com
+61 3 9674 3327

Peter Sherar, Chief Financial Officer
peter.sherar@smsmt.com
+61 3 9674 3327

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

SCHEME MEETING
Friday, 1 September, 2017

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1	46,177,585	391,238	427,136	9,681	46,603,062 98.52%	701,995 1.48%	9,681

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item



DECLARATION OF A POLL


Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1

<u>FOR:</u>				
46,603,062	VOTES REPRESENTING	98.52%	OF VOTES CAST	
611	HOLDERS REPRESENTING	91.06%	OF HOLDERS	
<u>AGAINST:</u>				
701,995	VOTES REPRESENTING	1.48%	OF VOTES CAST	
60	HOLDERS REPRESENTING	8.94%	OF HOLDERS	
<u>ABSTAIN:</u>				
(note only)	9,681	VOTES		
	4	HOLDERS		



Signature of Scrutineer



1 SEPTEMBER 2017

Date