



TOUCHCORP LIMITED

(ASX: TCH)

ASX and Media Release

19 June 2017

Touchcorp Scheme Meeting Results - Shareholders vote in favour of scheme of arrangement

Touchcorp Limited (ASX:TCH) (**Touchcorp**) is pleased to announce that Touchcorp shareholders today voted in favour of the Touchcorp scheme of arrangement (**Touchcorp Scheme**) which forms part of the merger between Touchcorp and Afterpay Holdings Limited (ASX:AFY) (**Afterpay**) under a newly incorporated holding company, Afterpay Touch Group Limited.

In accordance with Listing Rule 3.13.2, details of the resolution, proxies and poll result at the Touchcorp Scheme Meeting are attached.

Touchcorp advises that eligible shareholders of Afterpay also today voted in favour of the Afterpay scheme with the scheme resolution passed by the requisite majorities of eligible Afterpay shareholders.

Timetable of key dates and times for the Touchcorp Scheme:

Event	Indicative date
Second Bermudian Court Hearing for approval of the Touchcorp Scheme	23 June 2017
Second Australian Court hearing for approval of the Afterpay Scheme	28 June 2017
Effective Date – Touchcorp Scheme and Afterpay Scheme take effect Last day of trading in Touchcorp Shares on ASX Last day of trading in Afterpay Shares on ASX	28 June 2017
Suspension of Touchcorp Shares from trading on ASX Suspension of Afterpay Shares from trading on ASX	28 June 2017
Afterpay Touch Group Shares commence trading on ASX on a deferred settlement basis	29 June 2017
Record Date for determining entitlement to receive Afterpay Touch Group Shares, being the Touchcorp Scheme Consideration	3 July 2017, 7.00pm
Implementation Date – Implementation of the Touchcorp and Afterpay Scheme	6 July 2017

Touchcorp Limited

Bermudan Company Registration Number 48280, Australian Registered Body Number 603 731 184

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Event	Indicative date
Last day of deferred settlement trading of Afterpay Touch Group Shares	7 July 2017
Dispatch of holding statements and certificates for Afterpay Touch Group Shares	
Commencement of normal trading of Afterpay Touch Group Shares	10 July 2017

Unless the context otherwise requires, capitalised terms in this announcement have the meanings given to them in the scheme booklet for the Touchcorp Scheme.



Sophie Karzis
Company Secretary
Touchcorp Limited

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For further information, please contact:

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About Touchcorp:

Touchcorp is a technology-driven business that has developed, built, owns and operates a scalable software platform that is used by blue-chip corporates in the convenience retail, healthcare, government, and telecommunications sectors. The platform enables the delivery of non-physical products, services and entitlements to consumers via in-store and self-service methods. Touchcorp generates revenue from transaction fees for the delivery of completed transactions, integration fees for the connection of new customers to Touchcorp's system and integration fees for granting existing customers access to additional service modules.

**Touchcorp Limited
Scheme Meeting
Monday, 19 June 2017
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approve Scheme of Arrangement	Special	89,211,871 99.33%	38,742 0.04%	565,534 0.63%	12,800	89,930,620 99.96%	38,742 0.04%	12,800	Carried
						Number of shareholders voting on the poll			Resolution Result
						For	Against	Abstain*	Carried / Not Carried
						281 98.94%	3 1.06%	2	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.