

ASX ANNOUNCEMENT: COU

28 November 2011

Court approves schemes of arrangement



Count Financial Limited (**Count**) is pleased to announce that the proposed schemes of arrangement (**Schemes**) under which:

- all the ordinary shares in Count would be acquired by a wholly owned subsidiary of Commonwealth Bank of Australia (**Commonwealth Bank**) by scheme of arrangement (**Share Scheme**); and
- all of the outstanding options in Count would be cancelled for consideration in accordance with a scheme of arrangement (**Option Scheme**),

have been approved by the Supreme Court of New South Wales at the Court hearing held today at 2.15pm (Sydney time).

Count intends to lodge an office copy of the Court order with the Australian Securities and Investments Commission tomorrow, Tuesday 29 November 2011, at which time the Scheme will become effective under the *Corporations Act 2001*.

Count shares to cease trading on 29 November 2011

Count's shares will cease trading at the close of trading on ASX tomorrow, Tuesday 29 November 2011.

Payment and issue of Schemes Consideration

The Record Date for determining entitlements to the:

- Share Scheme Consideration of \$1.40 cash per Count share or, if validly elected, \$1.40 worth of New Commonwealth Bank Shares for each Count Share held; and
- the Option Scheme Consideration of between \$0.02 and \$0.10 per Scheme Option (depending on the particular series of Count Options),

will be 7.00pm (Sydney time) on Tuesday 6 December 2011. The payment and issue of the Scheme Consideration will be made on the Implementation Date of the Schemes, Friday 9 December 2011.

Timetable

The indicative timetable to the implementation date of the Schemes is as follows:

Event	Date and time (Sydney time)
Court approval of the Schemes	28 November 2011
Effective date	29 November 2011
Suspension of trading in Count shares on ASX	4.00pm on 29 November 2011
Commencement of trading on the ASX of New Commonwealth Bank Shares issued as Share Scheme Scrip Consideration on a deferred settlement basis	30 November 2011
Latest time by which Election Forms for making a Share Scheme Consideration election must be received by the Count Registry or be made via the Count website (www.count.com.au)	7.00pm on 6 December 2011
Record date (for determining entitlements to Schemes consideration)	7.00pm on 6 December 2011
Implementation date (for despatching Schemes consideration)	9 December 2011
Commencement of normal trading in New Commonwealth Bank Shares issued as Share Scheme Scrip Consideration	13 December 2011

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