



ASX Circular

Date: 3 December 2013

Key topics

1. Dick Smith Holdings Limited
2. ASX Code: DSH
3. Quotation expected to commence at 12:00 pm A.E.D.T. on Wednesday 4 December 2013 on a conditional and deferred basis

Reading List

Client Advisers
 Corporate Advisory
 DTR Operators
 Institutions
 Listing Officers
 ASX Settlement Participants
 Office Managers
 Operations Managers (back office)
 Research Analysts
 Share Registries
 ASX Clear Participants
 Market Participants

Authorised by

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No responsibility is accepted for any inaccuracies contained in the matter published.

DICK SMITH HOLDINGS LIMITED – ADMISSION AND COMMENCEMENT OF OFFICIAL QUOTATION

It is anticipated that Dick Smith Holdings Limited (the “Company”) will be admitted to the Official List of ASX Limited (“ASX”) on the morning of Wednesday, 4 December 2013.

Official quotation of the Company’s shares is expected to commence at 12:00pm A.E.D.T. on Wednesday, 4 December 2013 on a conditional and deferred settlement basis. The Company raised approximately \$344.5 million under the Offer by the issue of 156,605,294 ordinary shares at an issue price of \$2.20 per share.

Quoted Securities: 236,511,364 fully paid ordinary shares

ASX Code: DSH

Time: 12:00pm A.E.D.T.

Date: 4 December 2013

ASX Trade Abbreviation: DICKSMITH

ISIN: AU000000DSH4

Home Branch: Sydney

Industry Classification: 2550 - Retailing

Registered Office: 2 Davidson Street
Chullora NSW 2190

Ph: (02) 9642 9100 or 1800 016 632

Website: www.dicksmithholdings.com.au

Company Secretary: Michael Potts

Share Registry: Link Market Services
Level 12, 680 George Street
Sydney NSW 2000

Ph: (02) 8280 7111

Balance Date: Last day of last trading week of June each year

<u>CHESS:</u>	Participating. The Company will also operate an issuer sponsored subregister
<u>State of Incorporation:</u>	Victoria
<u>Dividend Policy:</u>	Refer to section 5.17 of the Company's replacement prospectus dated 21 November 2013 (the "Prospectus")
<u>Activities:</u>	Retailer of consumer electronics products in Australia and New Zealand.
<u>Joint Lead Managers:</u>	Goldman Sachs Australia Limited Level 46, 1 Farrer Place Sydney NSW 2000 Macquarie Capital (Australia) Limited No.1 Martin Place Sydney NSW 2000
<u>ASX Restricted Securities:</u>	Nil
<u>Securities not quoted:</u>	Nil

CONDITIONAL AND DEFERRED SETTLEMENT TRADING

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions (as referred to on page 113 of the Prospectus) for the conditional market specified by the Company are (i) the settlement of the offer pursuant to the Underwriting Agreement (as referred to on page 135 of the Prospectus); (ii) acceptance of the Sale Deed (as referred to on page 134 of the Prospectus) by LMA Investments Pty Ltd and Anchorage Capital Partners; (iii) completion of the transaction contemplated by the Sale Deed, (iv) the issue by the Company of shares to successful applicants under the Prospectus' offer, and (v) ASX agreeing to admit the Company to the official list and to quote the shares.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will be placed in pre-open at 8:30 AM AEDT on Wednesday, 4 December 2013 and trading will commence on a conditional and deferred settlement basis at 12:00pm AEDT on Wednesday, 4 December 2013.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and Signal E.

The Company is required to advise ASX immediately of the fulfillment or non-fulfillment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfillment of the conditions, ASX will issue a further Circular to participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met by 9:30am on Monday, 9 December 2013. The Company has agreed to send holding statements on Wednesday, 11 December 2013, which will mean that the first settlement date will be Tuesday, 17 December 2013.

CONTRACT NOTES FOR CONDITIONAL SALES AND PURCHASES

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

"This contract is conditional upon notification being received by ASX by close of business on Wednesday, 18 December 2013 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

INDICATIVE KEY DATES

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 9:30am AEDT on Monday, 9 December 2013. If the conditions are not fulfilled by the close of business on Wednesday, 18 December 2013, shares will not be issued and all conditional trades that have occurred since Wednesday, 4 December 2013 will be cancelled.

If the conditions are not satisfied by 9:30am AEDT on Monday, 9 December 2013, but are satisfied prior to the close of business on Wednesday, 18 December 2013, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Wednesday, 4 December 2013	Company admitted to the official list of ASX Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00pm AEDT (ASX Code: DSH)
Friday, 6 December 2013	Last day of conditional trading
Monday, 9 December 2013	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open – by 9:30am AEDT) Trading to commence on a deferred settlement basis only (ASX Code: DSH)
Wednesday, 11 December 2013	Holding statements sent to successful applicants Last day of deferred settlement trading
Thursday, 12 December 2013	First day of trading on a normal (T+3) basis (ASX code: DSH)
Tuesday, 17 December 2013	Settlement of all on-market trades conducted on a conditional and deferred settlement basis from 4 to 11 December 2013, and first settlement of trades conducted on a T+3 basis

For further information please refer to the Company's replacement prospectus dated 21 November 2013 or call the Dick Smith Holdings Limited Information Line on 1800 129 386 (within Australia) or on +61 2 8767 1321 (from outside Australia) at any time from 7:30am to 8:30pm AEDT (Sydney time) Monday to Friday.