

ASX Announcement

28 September 2017

SWL SHAREHOLDERS APPROVE THE SCHEME

Seymour Whyte Limited (ASX:SWL) ('Seymour Whyte' or 'the Company') Shareholders today voted overwhelmingly in favour of the scheme of arrangement (**Scheme**) under which VINCI Construction International Network's nominee VINCI Construction Australasia Pty Ltd will acquire 100% of the shares in Seymour Whyte.

Next steps

Seymour Whyte will apply to the Federal Court of Australia for approval of the Scheme, with the hearing scheduled for Tuesday 3 October 2017. If the Scheme is approved by the Court, Seymour Whyte Shareholders who hold shares on the relevant record dates will receive a total cash payment of \$1.285 for each Seymour Whyte Share (which includes the payment of Scheme Dividends).

The timing of the cash payments to be received by Seymour Whyte Shareholders is scheduled as follows:

- Scheme Dividends: The Seymour Whyte Directors have determined to pay (subject to Court approval) Seymour Whyte Shareholders a fully franked Scheme Dividends of \$0.445 for each Seymour Whyte Share held as at the Scheme Dividends Record Date (which is expected to be 7.00pm on Monday 9 October 2017). The Scheme Dividends Payment Date is expected to be Friday 13 October 2017. However, this date may change (for example, if the Scheme Meeting is adjourned or the Effective Date is otherwise delayed). Any such change will be announced on the ASX and set out on Seymour Whyte's website (www.seymourwhyte.com.au)
- Scheme Consideration: Seymour Whyte Shareholders on the share register on the scheduled Scheme Record Date, (which is expected to be 7.00pm on Monday 16 October 2017) will be entitled to receive the cash scheme consideration of \$0.84 per Seymour Whyte Share, to be paid on Monday 23 October 2017.

Scheme Meeting voting results

For the purpose of ASX Listing Rule 3.13.2 and Section 251AA (1) and (2) of the *Corporation Act 2001* (Cth), Seymour Whyte states that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting in Annexure C to the Scheme Booklet, was passed by the requisite majorities of Shareholders, with:

- 98.99% Seymour Whyte Shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 99.98% of votes cast in favour of the resolution.

The poll report submitted by the Returning Officer as appointed by Seymour Whyte is attached.

Shareholder information

If Shareholders have any questions about the Scheme Dividends or the Scheme, they should call the Seymour Whyte Shareholder Information Line on 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).

Seymour Whyte Shareholders should consult their stockbroker, accountant, tax, financial or other professional adviser about the impact of the Scheme on their particular investment objectives before making any investment decision in relation to their Seymour Whyte securities.

ENDS

Further information: Vivian Lim – Group Communications Manager, 0434 306 131 or vivian.lim@seymourwhyte.com.au

Note to editors: Seymour Whyte Limited is an ASX-listed company providing civil and utilities infrastructure services across Australia. Seymour Whyte Limited is the holding company of Seymour Whyte Constructions Pty Ltd and Rob Carr Pty Ltd.

28 September 2017

The Chairman
 Seymour Whyte Limited
 12 Electronics Street
 Eight Mile Plains QLD 4113

I, John Harris the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Scheme Meeting of Seymour Whyte Limited held at Morgan Room, Level 1, Christie Conference Centre, 320 Adelaide Street, Brisbane QLD 4000 on 28 September 2017 at 10:00am (AEST), report as follows:

"That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

(a) the scheme of arrangement proposed between Seymour Whyte and Seymour Whyte Shareholders, as contained and described in the Scheme Booklet accompanying this Notice of Scheme Meeting, is approved; and

(b) your Directors are authorised:

- i. to agree to such alterations or conditions as are directed by the Court; and
- ii. subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions."

Votes cast

	Number	%
Votes cast 'FOR' the resolution	68,652,490	99.98
Votes cast 'AGAINST' the resolution	<u>12,087</u>	<u>0.02</u>
TOTAL VOTES CAST	<u>68,664,577</u>	<u>100.00</u>
Votes "ABSTAINED"		

Number of shareholders voting

	Number	%
Number of shareholders voting 'FOR' the resolution	489	98.99
Number of shareholders voting 'AGAINST' the resolution	<u>5</u>	<u>1.01</u>
Total numbers of shareholders voting on the resolution	<u>494</u>	<u>100.00</u>
Number of shareholders 'ABSTAINING' on the resolution	2	

The total number of shareholders who voted both 'FOR' and 'AGAINST' the resolution and not included in the above "Number of shareholders voting" section. 0

The Scheme Resolution was carried by the required majorities being 50% of Shareholders and 75% of the Voted Shares.



John Harris
 Returning Officer
 Computershare Investor Services Pty Limited