



UCW Limited (ASX:UCW)
ACN 108 962 152
Level 1, 225 Clarence Street
Sydney NSW 2000
P: 02 8072 1400
F: 02 9283 1970

17 June 2016

The Manager
Company Announcements
Australian Securities Exchange

By electronic lodgement

Dear Sirs

Establishment of Unmarketable Parcel Share Sale Facility

The directors of UCW Limited (**Company**) are pleased to announce the establishment of a share sale facility (**Facility**) for holders of less than a marketable parcel (defined in the ASX Listing Rules as a parcel of securities of not less than \$500 in value) (**Unmarketable Parcel**) of the Company's shares. The Facility has been established in accordance with the Company's constitution and ASX Listing Rules.

The Record Date for the purposes of establishing holders of an Unmarketable Parcel has been set at 7:00pm (Sydney time) on 14 June 2016. Of the Company's approximately 935 shareholders, 508 held an Unmarketable Parcel at the Record Date, being a shareholding of 8,928 shares or less. An Unmarketable Parcel Notice will be sent to all UCW shareholders that held an Unmarketable Parcel on the Record Date.

The purpose of the Facility is to assist holders of an Unmarketable Parcel to sell their shares without incurring brokerage or handling costs that could otherwise make a sale of their shares uneconomic. In addition, the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

The sale price that will apply to each shareholder for shares sold through the Facility will be equal to the average sale price of all shares sold through the Facility. Each shareholder will receive their respective sale proceeds by cheque or via direct credit to their nominated bank account on or about 24 August 2016.

A summary of the key dates in relation to the Facility is as follows:

Unmarketable Parcel Record Date - 14 June 2016 at 7:00pm (Sydney time)

Announcement to ASX - 17 June 2016

Notice sent to relevant shareholders - 17 June 2016

Closing Date for receipt of Share Retention Forms - 29 July 2016 at 5:00pm (Sydney time)

Unmarketable Parcel Payment Date - on or about 24 August 2016

Attached is a copy of the Unmarketable Parcel Notice and the Share Retention Form which will be sent to all shareholders that hold an Unmarketable Parcel on the Record Date.

If you have any queries, please contact the undersigned on (+61 2) 8072 1400 or via email to awhitten@whittens.com.au.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Andrew Whitten', written over a light grey grid background.

Andrew Whitten
Company Secretary



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Dear Shareholder

NOTICE OF INTENTION TO SELL SHARES OF LESS THAN MARKETABLE PARCEL

The Board of Directors of UCW Limited (**UCW** or the **Company**) are pleased to advise that the Company has established a share sale facility (**Facility**) for the sale of ordinary shares for holders who hold less than a marketable parcel (defined in the ASX Listing Rules as a parcel of securities of not less than \$500 in value) (**Unmarketable Parcel**). The Facility has been established in accordance with the Company's constitution and ASX Listing Rules.

The purpose of the Facility is to assist holders of Unmarketable Parcels to sell their shares without incurring brokerage costs or handling costs which could otherwise render a sale unattractive or uneconomical. In addition, the Company expects to reduce administrative costs associated with maintaining a large number of shareholders with Unmarketable Parcels.

This offer applies to shareholders who at 7:00pm (Sydney time) on 14 June 2016 (**Record Date**) were holders of shares in the Company valued at less than \$500 based on the closing price of UCW shares on the Record Date of \$0.056 per share. Our records show that you held an Unmarketable Parcel of shares on the Record Date and accordingly your shareholding is eligible to participate in this Facility. Please refer to the enclosed Share Retention Form which details your holding on the Record Date.

The Company has approximately 935 shareholders of which approximately 508 hold Unmarketable Parcels, that in aggregate represent approximately 0.1% of all issued shares.

You may choose to sell all of your holding or retain your existing holding as explained below.

1. Sell all of your Unmarketable Parcel

If you want to sell your shares through the Facility, you do not need to take any action. UCW is authorised under Clause 3.13(b) of its Constitution to sell your shares immediately following the expiry of 6 weeks from the date this letter was sent to you (**Date of Effect**), unless the Company receives a notice from you within such time, as contemplated in 2 below.

Your shares will be pooled with other shares that are eligible to be sold under this Facility and sold as soon as practicable after the Date of Effect. All costs associated with the sale of your shares will be borne by the Company. You do not need to appoint a broker nor pay the brokerage and handling costs associated with the sale of shares under the Facility.

Any tax consequences from the sale of your shares will be your responsibility. The price you receive for each share sold through this Facility will be equal to the average price of all shares sold through the Facility.

You will be paid your sale proceeds in Australian dollars by cheque or direct credit to your nominated bank account.

2. Retain your existing holding

If you want to retain your UCW shares, you must either:

- (i) complete and return the enclosed Share Retention Form so that it is received by 5:00pm (Sydney time) on 29 July 2016, being the Date of Effect of this Facility; or
- (ii) increase your holdings so that on the Date of Effect, you are the registered holder of 8,929 or more shares. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.

If you take one of these steps, your shares will not be sold under the Facility.

Important Information

UCW is not bound to sell all or any of the shares that may be available for it to sell under the Facility, and there is no guarantee that UCW will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date, depending on movements in the market price of the shares and on the Company appointed brokers' ability to procure purchasers.

The Company will determine whether a shareholder has an Unmarketable Parcel as at the Record Date. The Company will not have any reference to any increase in the price of shares after the Record Date in determining whose shares may be sold pursuant to this Facility.

If you have an Unmarketable Parcel as at the Record Date, then unless you take one of the steps outlined in section 2 of this letter, UCW will be entitled to sell your shares under the Facility.

Neither UCW nor any other person involved in the Facility shall be liable for failure to sell the shares or at a particular price. The price of UCW shares is subject to change and an up-to-date price can be obtained from ASX website (www.asx.com.au) under the code "UCW".

Please read the instructions on your personalised Share Retention Form carefully before completing it. If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Facility you should consult your legal, financial or taxation adviser.

The attached terms and conditions sets out further details of the Facility, which you should read before making any decision.

Yours faithfully



Andrew Whitten
Company Secretary

Terms and Conditions of the Unmarketable Share Sale Facility (Facility)

1. What is an Unmarketable Parcel?

An Unmarketable Parcel of shares is a holding of UCW shares valued at less than \$500 as at 7:00pm (Sydney time) on 14 June 2016 (**Record Date**). Based on the UCW share price of \$0.056 as at close of trade on the Record Date, this is a holding of 8,928 shares or less.

As the determination of an Unmarketable Parcel is undertaken at the Record Date, any increase in the UCW share price after that date will not impact what constitutes an Unmarketable Parcel.

2. Why have I been sent this letter?

You have been sent this letter because your shareholding on the Record Date was an Unmarketable Parcel.

3. Why did UCW establish the Facility?

UCW recognises that shareholders of Unmarketable Parcels may find it difficult or expensive to dispose of their shares in the usual way. The Company is offering the Facility to assist holders of Unmarketable Parcels to sell their shares without incurring brokerage or handling costs.

The Company is also seeking to reduce the Company's administrative costs associated with maintaining a large number of shareholders with Unmarketable Parcels.

4. What if I want to retain my shares?

If you want to retain your UCW shares, you must either:

- complete and return the enclosed Share Retention Form so that it is received by 5:00pm (Sydney time) on 29 July 2016; or
- increase your shareholding to a minimum of 8,929 UCW shares. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out in this letter and registered with the Company's share registry by 5:00pm (Sydney time) on 29 July 2016

If you currently have more than one holding on the UCW share register, you may wish to consider amalgamating your holdings so that they are registered as one holding by 5:00pm (Sydney time) on 29 July 2016. This may result in your amalgamated holding no longer being an Unmarketable Parcel. Under these circumstances your shares will not be sold as part of this Facility.

5. When will my shares be sold if I take no action?

Your shares will be sold during the period of 3 August 2016 and 17 August 2016.

6. What price will I receive for shares sold through the Facility?

The price that you receive for your shares under the Facility will be the average price of all UCW shares sold under the Facility. This price will depend on a number of factors, including market conditions at the time. UCW does not give any assurance as to the likely sale price of the shares that may be achieved.

7. When will the proceeds from the sale of shares be sent to me?

Payment will be sent to you as soon as is practicable following the last sale under the Facility. Payment will be made in Australian dollars by cheque or to your nominated bank account. You will be notified by way of a transaction confirmation statement of the number of your shares sold, the sale

price and your sale proceeds. The transaction statement (and cheque if applicable) will be sent by post to your address as shown in the share register at the time the payment is made.

8. What if my shares are held in a CHESS holding?

If your shares remain in a CHESS holding at 5:00pm (Sydney time) on 29 July 2016, the Company may move those shares to an issuer sponsored holding and the shares will be sold through the Facility.

9. Where can I get further information concerning the Facility?

If you have any questions concerning the Facility, please contact UCW's Company Secretary on (02) 8072 1425 during normal office hours or via email to: awhitten@whittens.com.au.

Important notes

The Facility has been established in accordance with the Company's constitution and ASX Listing Rules.

This letter does not constitute advice nor a recommendation to buy, sell or hold shares nor that the Facility is the best way to sell UCW shares. If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

UCW reserves the right to vary the Facility, to change any of the dates referred to in this letter by notice to the ASX or not to proceed with the sales under the Facility.

UCW

L I M I T E D

ABN 85 108 962 152

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 1300 554 474
Facsimile: +61 2 9287 0303
ASX Code: UCW
Website: www.linkmarketservices.com.au

SRN/HIN:

**Number of Shares held as at
the Record Date, 7:00pm (AEST)
on 14 June 2016:**

IMPORTANT NOTICE

Please return this slip if you do not wish your Shares in UCW Limited to be sold. If you do not understand this notice you should immediately consult your financial adviser.

SHARE RETENTION FORM

If you wish to retain your shareholding in UCW Limited ("UCW") you must detach this slip and return it to UCW's Registry, so that it is received no later than 5:00pm (AEST), on 29 July 2016. Slips may be mailed or delivered to the addresses below.

Mailing Address

UCW Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

or

Hand Delivery

UCW Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138

(Do not use this address for mailing purposes)

**THIS FORM MUST BE RECEIVED BY LINK MARKET SERVICES LIMITED
BY NO LATER THAN 5:00PM (AEST) ON THE 29 JULY 2016**

If you require further information regarding this form, please contact the Company on 02 8072 1425 between 8:30am and 5:30pm (AEST) Monday to Friday.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

UCW

L I M I T E D

ABN 85 108 962 152

Please detach

SRN/HIN:



RETENTION SLIP

I/We the shareholder(s) described above by returning this retention slip, hereby give notice that I/we wish to retain my/our shareholding in UCW, pursuant to Clause 3.13(b) of the Company's Constitution.



DO NOT SELL MY SHARES

CONTACT DETAILS – Telephone number

Telephone number – after hours

Contact name