

21 April 2009

Manager Announcements  
Company Announcements Office  
Australian Stock Exchange  
Limited 20 Bridge Street  
Sydney NSW 2000

Dear Sir,

**UNMARKETABLE PARCEL SHARE SALE FACILITY**

The Directors of e-pay Asia Limited announce that the company is establishing an Unmarketable Parcel Share Sale Facility that will enable holders of 2,000 or less ordinary shares to dispose of their unmarketable parcels without incurring any brokerage.

e-pay Asia Limited has on its register a large number of shareholders in percentage terms that hold less than a marketable parcel of shares.

In accordance with the e-pay Asia Limited Constitution and Australian Stock Exchange Listing Rule 15.13 the Company has initiated an Unmarketable Parcel Share Sale Facility designed to reduce administration and registry costs through the sale of unmarketable parcels of shares.

All shareholders that holding 2,000 or less ordinary shares (an unmarketable parcel of shares) on 20 April 2009 will receive a copy of the attached letter and Retention Notice outlining the terms and conditions of the Sale Facility.

Yours faithfully



Robert Lees  
Company Secretary



# How to complete this form

Securityholders who wish to retain their shares must lodge a Small Holding Facility form.

<b>A</b> <b>Registration Name(s)</b> Your name and address as it appears on the register of e-pay Asia Limited.	<b>D</b> <b>Contact details</b> Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.
<b>B</b> <b>Number of Shares as at Record Date</b> This is the total number of Shares you held at 5.00pm (Sydney Time), 20 April 2009.	<b>E</b> <b>Signature(s)</b> You must sign and date the form as follows in the space provided:  Joint holding: where the holding is in more than one name all of the securityholders must sign.  Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.
<b>C</b> <b>Retention of Shares</b> If you would like to retain your shares, please mark the box on the front of the form and return it in accordance with the lodgement instructions below.  If this form is not received by that time, and you have not otherwise validly notified the Company that you wish to retain your Shares by that time, the Company will be entitled to have your Shares sold for you.  <b>If you wish to sell your Shares under the Small Holding Sale Facility, you should not complete this form.</b>	

## Consolidation of shareholdings

If you have more than one holding on e-pay Asia Limited's register and you do not sell your Shares under the Small Holding Sale Facility, you should consider consolidating them. For further advice in this regard, please contact Computershare Investor Services Pty Limited ('CIS') on 1300 855 080 (within Australia) or 03 9415 4000 (outside Australia).

## Lodgement of Form

If you wish to retain your Shares, this Small Holding Sale Facility Form must be completed and received by CIS (Sydney) **by no later than 5.00pm (Sydney Time) on 5 June 2009.**

It is your responsibility to allow sufficient time for this form to be received by CIS. **[A reply paid envelope is enclosed for posting from within Australia.]** Your Small Holding Sale Facility Form must be sent to:

Computershare Investor Services Pty Limited  
GPO Box 7043 Sydney  
New South Wales 2001 Australia

Neither CIS nor the Company accepts any responsibility if you lodge the Small Holding Sale Facility Form at any other address or by any other means.

## Privacy Statement

Personal information is collected on this form by CIS, as registrar for the Company, for the purpose of effecting your instructions in relation to the Small Holding Sale Facility, maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to the Company and its professional advisers, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

**If you have any enquiries concerning your Securityholding please contact CIS on telephone 1300 855 080.**

This form may not be used to notify your change of address. For information please contact CIS on 1300 855 080 or visit the share registry at [www.computershare.com](http://www.computershare.com)

S R F

E P Y



20 April 2009

Dear Shareholder

## UNMARKETABLE PARCEL SALE FACILITY

e-pay Asia Limited ("EPY") has a large number of shareholders on its register that hold less than A\$500 worth of shares (an "Unmarketable Parcel"). These Unmarketable Parcels represent significant registry costs for your company. In order to efficiently manage these costs EPY is entitled, under rule 31 of its Constitution and Australian Stock Exchange Listing Rule 15.13, to sell the Unmarketable Parcels of those shareholders who do not respond to this letter (referred to as the "Unmarketable Parcel Sale Facility").

Our records indicate that you held an Unmarketable Parcel (2,000 or less shares) as at 20 April 2009. I am writing to advise you that, unless you respond to this letter, EPY intends to sell your Unmarketable Parcel and deliver to you the proceeds of the sale of that Unmarketable Parcel. All costs relating to the sale of your Unmarketable Parcel, including brokerage, are payable by EPY.

If you do not want your Unmarketable Parcel to be sold, you must return a 'Share Retention Notice' as instructed below.

Pursuant to rule 10.5 of EPY Constitution you must therefore choose **ONE** of the following two options:

<p><b>RETAIN your Unmarketable Parcel</b></p>	<p><b>Complete and return the enclosed SHARE RETENTION NOTICE</b>  <i>If you wish to retain your Unmarketable Parcel, you must complete the <b>enclosed</b> 'Share Retention Notice' and return it to the EPY registry so that it is received by no later than 5:00pm) on 5 June 2009. Your Unmarketable Parcel will be sold if you do not return the Share Retention Notice.</i></p>
<p><b>DISPOSE of your Unmarketable Parcel</b></p>	<p><b>Do nothing</b>  <i>If you wish EPY to sell your shares on your behalf, do nothing. If EPY has not received a response from you by 5pm) on 5 June 2009, EPY will appoint a stockbroker to sell your Unmarketable Parcel at the prevailing market price at the time of sale.</i></p>

Please take time to read the **enclosed** 'Unmarketable Parcel Sale Facility - Terms and Conditions' and seek your own investment or taxation advice if needed. Any taxation consequences arising from the sale of your Unmarketable Parcel under the Unmarketable Parcel Sale Facility will be your responsibility.

Please note that the Unmarketable Parcel Sale Facility does not affect your ability to buy or sell EPY shares on ASX (subject only to the 'Terms and Conditions of the Unmarketable Parcel Sale Facility').

A proposed timetable is as follows

Event	Date
Announcement to ASX	21 April 2009
Letters sent to shareholders	23 April 2009
Last Data for election not to participate	5 June 2009
Commence sale of shares on market	10 June 2009
Remittance of proceeds	30 June 2009

On behalf of the Board, I encourage you to consider the opportunity provided under the Unmarketable Parcel Sale Facility.

Yours sincerely



Jack Tan  
Chairman

## Unmarketable Parcel Sale Facility - Terms and Conditions

These terms and conditions and the accompanying Share Retention Notice set out the terms and conditions of the Unmarketable Parcel Sale Facility.

### 1. WHAT IS THE UNMARKETABLE PARCEL SALE FACILITY?

The Unmarketable Parcel Sale Facility allows EPY to sell shares on behalf of shareholders who hold less than a marketable parcel (that is, less than A\$500 worth of EPY ordinary shares) on a particular date. An unmarketable parcel sale facility is often implemented by listed companies in response to the disproportionately high registry and administrative costs incurred by those companies from maintaining unmarketable parcels on their shareholder registers.

### 2. DOES EPY HAVE THE RIGHT TO SELL MY EPY SHARES?

Yes. EPY is entitled, under rule 10.5 of its Constitution and Australian Stock Exchange Listing Rule 15.13, to sell the Unmarketable Parcels unless those shareholders notify EPY in writing that they wish to retain their shares. Proceeds from the sale must be remitted to those shareholders whose Unmarketable Parcels have been sold.

### 3. WHAT IF I DON'T WANT MY EPY SHARES TO BE SOLD?

If you wish to retain your EPY shares, you **MUST** complete the Share Retention Notice and return it so that it is received by EPY' registry: -

Computershare Investor Services Pty Limited  
GPO Box 7043  
Sydney NSW 2001

**no later than 5:00pm on 5 June 2009.** If you do so, your shares will not be sold.

### 4. WHAT ARE THE COSTS OF HAVING MY EPY SHARES SOLD ON MY BEHALF?

There are no brokerage or other transaction costs payable by shareholders whose Unmarketable Parcels are sold under the Unmarketable Parcel Sale Facility. These costs will be paid by EPY. Taxation consequences arising from the sale of your shares under the Unmarketable Parcel Sale Facility will be your responsibility.

### 5. WHEN WILL MY EPY SHARES BE SOLD?

Sales of shares will occur on ASX and are expected to occur over a ten trading day period after 10 June 2009 ("Sale Period").

### 6. WHAT PRICE WILL I RECEIVE FOR SHARES SOLD UNDER THE UNMARKETABLE PARCEL SALE FACILITY?

For each share sold, you will receive an amount equal to the total proceeds from all shares sold under the Unmarketable Parcel Sale Facility, divided by the total number of shares sold under the Unmarketable Parcel Sale Facility.

### 7. WHEN WILL THE PROCEEDS FROM THE SALE OF SHARES BE SENT TO ME?

As soon as practicable after the Sale Period, EPY will mail a cheque for your proceeds.

### 8. WHERE CAN I OBTAIN FURTHER INFORMATION IN RELATION TO THE UNMARKETABLE PARCEL SALE FACILITY?

If you have any questions about the Unmarketable Parcel Sale Facility, please call EPY' Company Secretary on +61 2 9299 9580.

None of EPY or Computershare, or any of their respective officers, employees or agents, is or is to be taken to be, giving any securities recommendation or investment advice in relation to the Unmarketable Parcel Sale Facility, nor do any of them have any obligation to do so. You should consider seeking your own independent advice in relation to the Unmarketable Parcel Sale Facility.

#### **For further information contact:**

Jack Tan  
Chairman & non-executive Director  
Phone +61 2 9283 8835

Robert Lees  
Company Secretary  
Phone +61 2 9299 9580