

# ASX release

6 July 2018

---

## **NON-RENOUCEABLE RIGHTS ISSUE CLEANSING NOTICE** **Under Section 708AA(2)(f) of the Corporations Act 2001 (Cth.)**

---

Desane Group Holdings Limited ACN 003 184 932 (**Desane** or the **Company**) announced today a non-renounceable pro rata Rights Issue to raise approximately \$3.9 million before offer costs and expenses (**Rights Issue** or **Offer**).

The Offer entitles eligible shareholders with registered addresses in Australia and New Zealand (**Eligible Shareholders**) to subscribe for 1 new fully paid ordinary share (**New Share**) for every 10 fully paid ordinary shares (**Shares**) held at 7pm (AEST) on Wednesday, 11 July 2018, at an issue price of \$1.05 per New Share.

Fractional entitlements will be rounded up to the nearest whole number of New Shares. New Shares will rank equally with the Shares already on issue and will be entitled to any final dividend to be paid in respect of the 2018 financial year, expected to be announced with the release of Desane's 2018 audited results in August 2018. In the absence of unforeseen circumstances, the final dividend is expected to be 2.25 cents per Share fully franked.

Desane will apply to the ASX for the quotation of the New Shares.

The Offer is fully underwritten by Taylor Collison Limited (the **Underwriter**), who will acquire any New Share entitlements not taken up by Eligible Shareholders.

In accordance with section 708AA(7) of *the Corporations Act 2001 (cth.)* (**Corporations Act**), the Company hereby states that:

- 1) the Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- 2) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- 3) as at the date of this notice, the Company has complied with:
  - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - b) section 674 of the Corporations Act;

- 4) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act; and
- 5) As at the date of this notice, the issue of the New Shares under the Offer is not expected to have a material effect or consequence on the control of the Company, given the pro rata nature of the Offer and the fact that directors and key management personnel of the Company have committed to take up their entitlements.

The potential effect the issue of the New Shares will have on the control of the Company or the consequences of that effect will depend on a number of factors, including Eligible Shareholders' interest in taking up their entitlements. Accordingly:

- a) If all Eligible Shareholders take up their entitlements under the Offer, the issue of New Shares under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from Ineligible Shareholders being unable to participate in the Offer;
- b) Eligible Shareholders who do not subscribe for their full entitlement of Shares under the Offer and Ineligible Shareholders unable to participate in the Offer will be diluted relative to those Shareholders who subscribe for some or all of their entitlement;
- c) In respect of any shortfall, any New Shares not taken up will be subscribed by and issued to the Underwriter pursuant to the Underwriting Agreement. The Underwriter is not a related party of the Company for the purpose of the Corporations Act. Any Shares issued to the Underwriter will increase the Underwriter's voting power in the Company; and
- d) The Underwriter may appoint one or more sub-underwriters and will be solely responsible for their fees. Each sub-underwriter will not, buy its sub-underwriting, increase its relevant interest in Shares to more than 19.9%. No Related Parties are sub-underwriting the Offer.

**Jack Sciara**  
**Company Secretary**