



Announcement Summary

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**Entity name**

AHALIFE HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Friday February 28, 2020

**The Proposed issue is:**

- A standard pro rata issue (including non-renounceable or renounceable)
- A placement or other type of issue

**Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
AHL	ORDINARY FULLY PAID	560,675,364

**Ex date**

Wednesday March 4, 2020

**+Record date**

Thursday March 5, 2020

**Offer closing date**

Tuesday March 24, 2020

**Issue date**

Tuesday March 31, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
AHL	ORDINARY FULLY PAID	200,000,000

**Proposed +issue date**

Tuesday March 3, 2020



Refer to next page for full details of the announcement

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Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

AHALIFE HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ABN

**Registration Number**

15006908701

**1.3 ASX issuer code**

AHL

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Friday February 28, 2020

**1.6 The Proposed issue is:**

A standard +pro rata issue (non-renounceable or renounceable)

A placement or other type of issue

**1.6a The proposed standard +pro rata issue is:**

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

**3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 3B - Offer details

**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +Security Code and Description**

AHL : ORDINARY FULLY PAID

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

**ASX +Security Code and Description**

AHL : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

**The quantity of additional +securities to be issued**

1

**For a given quantity of +securities held**

2



**What will be done with fractional entitlements?**

Fractions rounded down to the nearest whole number or fractions disregarded

**Maximum Number of +securities proposed to be issued**

560,675,364

**Purpose of the issue**

The Company is seeking to raise funds through the issue of fully paid ordinary shares under a placement and non-renounceable rights offer, as announced to the ASX on 28 February 2020.

**Offer price details for retail security holders**

**Issue Currency**

AUD - Australian Dollar

**Offer Price per +security**

AUD 0.00500

**Estimated or Actual?**

Actual

**Oversubscription & Scale back details**

**Are +security holders allowed to oversubscribe?**

Yes

**Provide the oversubscription details**

The Entitlement Offer includes a shortfall facility under which Eligible Shareholders who take up their full Entitlement will be invited to apply for additional Offer Shares in the Entitlement Offer from a pool of those Entitlements not taken up by other Shareholders of the Company.

**May a scale back be applied to this event?**

No

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 3C - Timetable

**3C.1 +Record date**

Thursday March 5, 2020

**3C.2 Ex date**

Wednesday March 4, 2020

**3C.4 Record date**

Thursday March 5, 2020

**3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue**

Tuesday March 10, 2020



**3C.6 Offer closing date**

Tuesday March 24, 2020

**3C.7 Last day to extend the offer closing date**

Thursday March 19, 2020

**3C.9 Trading in new +securities commences on a deferred settlement basis**

Wednesday March 25, 2020

**3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors**

Friday March 27, 2020

**3C.11 Issue date**

Tuesday March 31, 2020

**3C.12 Date trading starts on a normal T+2 basis**

Wednesday April 1, 2020

**3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis**

Friday April 3, 2020

Part 3E - Fees and expenses

**3E.1 Will there be a lead manager or broker to the proposed offer?**

No

**3E.2 Is the proposed offer to be underwritten?**

Yes

**3E.2a Who are the underwriter(s)?**

The non-renounceable rights offer will be partially underwritten by two directors of the Company.

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

The underwritten amount is up to A\$234,238

**3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?**

The underwriters will not be paid any fee or commission for their services.

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

If certain events occur such as: the rights offer is withdrawn, the cleansing notice is defective, ASIC commences investigations or proceedings in relation to the rights offer, there is a material contravention by the Company of its constitution, ASX Listing Rules or Corporations Act, there is a material change to the control of the Company, an insolvency event occurs in relation to the Company, or if the Company breaches a representation, warranty or undertaking in the underwriting agreement.



**3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

Yes

**3E.2e (i) What is the name of that party?**

Mr Arnaud Massenet & Mr Michael Everett

**3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?**

Mr Arnaud Massenet will underwrite up to A\$202,885 and Mr Michael Everett will underwrite up to A\$31,353

**3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?**

The underwriters will not be paid any fee or commission for their services.

**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

N/A

Part 3F - Further Information

**3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue**

To invest in the Company's growth strategy;  
Continue to support the recent launch of new Design Milk websites; and  
For general working capital purposes.

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue**

Belize, China, Hong Kong, Japan, Singapore, United States, Guernsey

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

Yes

**3F.5a Please provide further details**

Shareholders should note that the Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**



**3F.7 Any other information the entity wishes to provide about the proposed issue**

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Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +Security Code and Description**

AHL : ORDINARY FULLY PAID

**Maximum Number of +securities proposed to be issued**

200,000,000

**Purpose of the issue**

The Company is seeking to raise raise funds through the issue of fully paid ordinary shares under a placement and non-renounceable rights offer, as announced to the ASX on 28 February 2020.

**Offer price details for retail security holders**

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00500



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

**Oversubscription & Scale back details**

May a scale back be applied to this event?

No

Part 7C - Timetable

**7C.1 Proposed +issue date**

Tuesday March 3, 2020

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

99,050,005

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

100,949,995

**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No



Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

N/A

Part 7F - Further Information

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**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

N/A

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