

# Entitlement Offer

## Offer Booklet

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### **AstiVita Limited ACN 139 461 733**

A non-renounceable Entitlement Offer to existing shareholders of **AstiVita Limited** of 1 New Share at an issue price of \$0.10 each for every 1 Share held to raise up to approximately \$3,111,107 before costs.

**The Entitlement Offer will not be underwritten.**

### **Important Notice**

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered pursuant to this document. The New Shares offered pursuant to this document should be considered speculative.

This document should be read in its entirety. If after reading this document you have any questions about the Offer or the New Shares then you should consult your stockbroker, accountant or other professional adviser.

## Important information and Summary of Capital Raising

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### Interpretation

A number of terms and abbreviations used in this Offer Booklet have defined meanings, which are explained in the “Definitions and Glossary” at Section 7.

Money as expressed in this Offer Booklet is in Australian dollars unless indicated otherwise.

### Key dates for investors

|   |                  |
|---|------------------|
| Announcement of Entitlement Offer; and Appendix 3B lodged with ASX  | 20 December 2016 |
| Notice of Entitlement Offer sent to Shareholders<br>Offer Booklet lodged with ASX   | 23 December 2016 |
| Trading on Ex basis   | 28 December 2016 |
| Record Date for the Entitlement Offer (7:00pm AEST)   | 29 December 2016 |
| Despatch of Offer Booklet   | 4 January 2017   |
| Opening Date of Entitlement Offer (9:00am AEST)   | 4 January 2017   |
| Closing Date of Entitlement Offer (5:00pm AEST)   | 6 February 2017  |
| ASX notified of under subscriptions (no more than 3 business days after Closing Date)   | 9 February 2017  |
| Allotment Date - expected date of allotment of the New Shares issued under the Entitlement Offer and the Shortfall Share Offer (if any)       | 13 February 2017 |
| Normal trading begins   | 14 February 2017 |
| Despatch Date - expected date of despatch of New Shares holding statements under the Entitlement Offer and the Shortfall Share Offer (if any) | 24 February 2017 |

*The dates set out in the above table are subject to change and are indicative only. The Company in consultation with the underwriter reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice. The Directors, subject to the requirements of the Listing Rules and the Corporations Act, may extend the period of the Entitlement Offer or bring forward the Closing Date at their discretion. This may have a consequential effect on the other dates. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.*

## Entitlement Offer

|  |                    |
|--|--------------------|
| Number of New Shares to be issued                                | 31,111,071 Shares  |
| Issue Price  | \$0.10             |
| Gross proceeds (approximately)                                   | \$3,111,107        |
| Costs of Entitlement Offer *                                     | \$25,000           |
| <b>Total net proceeds of the Capital Raising*(approximately)</b> | <b>\$3,086,107</b> |

\* Estimate as at the date of this Information Booklet, and assumes that the Entitlement Offer is fully subscribed

## Entitlement and Acceptance Forms

It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance.

### Important notice

This Offer Booklet is issued under Section 708AA of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*).

This Offer Booklet is provided for information purposes and is not, and does not purport to be a prospectus or other disclosure document for the purposes of the Corporations Act. Accordingly, this Offer Booklet does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document, and does not necessarily contain all of the information which a prospective investor may require to make an investment decision.

Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Offer or the merits of the investment to which this Entitlement Offer relates.

## **Eligible and Foreign Shareholders**

The Company seeks to make offers under the Entitlement Offer to all Shareholders. Therefore, the Entitlement Offer is being extended to all Shareholders on the Record Date who have a registered address in the Prescribed Jurisdictions.

The Entitlement Offer is made only to those Shareholders who are Shareholders on the Record Date and who have registered addresses in the Prescribed Jurisdictions (**Eligible Shareholders**), and only Eligible Shareholders will be offered New Shares.

This Entitlement Offer (including the Offer Booklet) does not constitute an offer of, or invitation to subscribe for securities in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Offer Booklet in jurisdictions outside of the Prescribed Jurisdictions, including Papua New Guinea, Great Britain and Thailand, may be restricted by law and persons who come into possession of this Offer Booklet should seek their own advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Where this Offer Booklet is available to persons domiciled in a country other than the Prescribed Jurisdictions, and where that country's securities code or legislation requires registration, this Offer Booklet is provided for information purposes only. No action has been taken to register or qualify this Offer Booklet or to otherwise permit a public offering of New Shares outside the Prescribed Jurisdictions.

It is the responsibility of investors resident outside the Prescribed Jurisdictions to obtain all necessary approvals for applying for New Shares pursuant to this Offer Booklet. The return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty by the Applicant that all approvals necessary in the jurisdiction in which the Applicant resides, have been obtained.

The Entitlement Offer has not been, and will not be, registered under the *United States Securities Act of 1933* and is not being made in the United States or to persons resident in the United States.

No action has been taken to register or qualify the New Shares or the Entitlement Offer, or otherwise permit a public offering of New Shares, in any jurisdiction outside the Prescribed Jurisdictions. Shares may not be offered or sold in any country outside the Prescribed Jurisdictions.

### ***New Zealand***

In making this offer to Eligible Shareholders in New Zealand, the Company is relying on the *Securities Act (Overseas Companies) Exemption Notice 2002 (NZ)* by virtue of which this Information Booklet is not required to be registered in New Zealand, and the Financial Reporting (Overseas Companies) Exemption Notice (NZ) by which the Company's financial statements are not required to be filed in New Zealand. For the purpose of these Exemption Notices this Offer Booklet is an 'Authorised Advertisement'.

### **No representations**

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation in connection with the Offer not contained in this Offer Booklet may not be relied on as having been authorised by the Company or its officers. This Offer Booklet does not provide investment advice or advice on the taxation consequences of accepting the Entitlement Offer. The Entitlement Offer and the information in this Offer Booklet, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor. In particular, in considering whether or not to invest in the New Shares, it is important that you consider the risk factors contained in this Offer Booklet that could affect the financial performance and position of the Company in light of your investment objectives, financial situation and particular needs (including financial and tax issues), and seek investment advice from your financial or other professional advisers.

Except as required by law, and only to the extent so required, neither the Company nor any other person warrants the future performance of the Company or any return on any investment.

### **Deciding to accept the Offer**

Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarised in this Offer Booklet. This Offer Booklet is an important document and you should read it in full before deciding whether to invest pursuant to the Entitlement Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website [www.aircorporate.com.au](http://www.aircorporate.com.au)

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## 1. Chairman's letter

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22 December 2016

Dear Shareholder,

On behalf of the Directors, I am pleased to invite you, as a valued Shareholder of AstiVita Limited (**AIR** or the **Company**), to participate in AIR's recently announced 1 for 1 non-renounceable entitlement offer of new AstiVita ordinary shares (**New Shares**) at an issue price of \$0.10 per New Share to raise approximately \$3,111,107 (**Entitlement Offer**). The Entitlement Offer will not be underwritten.

The issue price of \$0.10 per New Share represents a 42.8% premium to the ten-day volume-weighted average Share price (being \$0.07 as at 12 December 2016). Allotment of the New Shares issued under the Entitlement Offer will occur on 13 February 2017.

It is proposed that the funds raised from the Capital Raising will be used for the following purposes.

### **Restore NTA of AstiVita Limited**

At the recent Audit Committee meeting in August 2016, our auditors raised concerns about AstiVita's net tangible asset position given the deferred tax asset has increased to \$3.33 million. Although AstiVita is showing signs of genuine improvement, to utilise the deferred tax asset the Company will need to generate taxable profits of sufficient magnitude that the deferred tax assets associated with carry forward tax losses can be absorbed. In light of this, the Board has taken a decision to raise capital to reduce its external borrowings by approximately \$1.9 million to restore and improve its NTA position.

### **Working Capital**

- To create sufficient working capital to expand the product range on the retail customer website.
- To create sufficient working capital to import new products to support the new affiliation with Ray White Concierge in Australia.

However, in the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed uses of funds in an effort to maximise the benefit to Shareholders.

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that accompanies this Offer Booklet.

If you are an Eligible Shareholder and you wish to accept your Entitlement pursuant to the Entitlement Offer, you will need to complete the Entitlement and Acceptance Form and return it together with the appropriate application money to the Company's Share Registry before **5pm (Brisbane time)** on the Closing Date of 6 February 2017.

Entitlements are non-renounceable and cannot be traded on the ASX or otherwise transferred. This means that if you choose not to take up your Entitlement you will not receive any value in respect of your Entitlement and your percentage interest in the Company will reduce.

AIR's Directors, representing approximately 66.94% of the Company's issued share capital, have shown their support for the Entitlement Offer by indicating that they intend to

subscribe for their full Entitlement.

Key information with respect to the Entitlement Offer is set out in this Offer Booklet. Please read the Offer Booklet carefully before deciding whether or not to invest.

If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional adviser.

On behalf of the Directors, I encourage you to consider this investment opportunity carefully and thank you for your ongoing support of AstiVita.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'geoff', is positioned above the typed name.

Geoff Acton  
Director  
AstiVita Limited



## 2. Entitlement Offer Details

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### 2.1 The Entitlement Offer

The Entitlement Offer is an offer to Eligible Shareholders of an estimated 31,111,071 New Shares at an Issue Price of \$0.10 per New Share, on the basis of 1 New Share for every 1 Share held (**Entitlement**), to raise approximately \$3,111,107 (before costs).

On the same date as announcing the Entitlement Offer, the Company applied to the ASX for the New Shares to be granted official quotation on the ASX. Official quotation of the New Shares is expected to occur on or about 13 February 2017.

The issue price of \$0.10 per New Share represents a 42.8% premium to the ten-day volume-weighted average Share price (being \$0.07) as at 12 December 2016.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, and they cannot be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Offer Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement. There is no minimum subscription amount.

### 2.2 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

Eligible Shareholders are Shareholders on the Record Date who:

- (a) have a registered address in a Prescribed Jurisdiction;
- (b) are not in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States; and
- (c) are not ineligible under applicable securities laws in any country to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

### 2.3 Investment risks

Eligible Shareholders should be aware that an investment in the Company is subject to investment and other known and unknown risks, including possible loss of income and principal invested. A number of these risks are specific to the Company and the industry in which it operates. Some of the key risks identified by the Company are outlined in Section 3.7 of this Offer Booklet. However, these risks should not be taken to be exhaustive of the risks faced by the Company or its Shareholders. Those risk factors referred to in the Offer Booklet, may materially affect the financial performance of the Company and the value of its Shares in the future.

AstiVita has implemented strategies, actions, systems and safeguards for known risks. However, some risks are beyond its control. Consequently, the prevailing price or value of New Shares issued under the Entitlement Offer may be more or less than the Issue Price.

In any event, the Company does not guarantee any particular rate of return, the performance of the Company, the payment of any dividends, the repayment of capital from the Company, any price for the Company's Shares or any particular tax treatment.

## 2.4 New Share Terms

Each New Share will rank equally with all existing Shares then on issue. Full details of the rights and liabilities attaching to the Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

## 2.5 Sources and proposed use of funds

The Directors intend to apply the funds raised from the Capital Raising as follows:

| <b>Sources of funds</b>                | <b>Amount (\$'000)</b> |
|--|------------------------|
| Existing cash (as at 30 November 2016) | 602                    |
| Proceeds of Entitlement Offer          | 3,111                  |
| <b>Total source of funds</b>           | <b>3,713</b>           |
| <b>Proposed use of funds</b>           | <b>Amount (\$'000)</b> |
| Repay Rainrose Loan                    | 1,900                  |
| <b>Closing Cash</b>                    | <b>1,813</b>           |
| <b>Total use of funds</b>              | <b>3,713</b>           |

## 2.6 Use of Funds

It is proposed that the funds raised from the Capital Raising will be used for the following purposes.

## 2.7 Restore NTA of AstiVita Limited

At the recent Audit Committee meeting in August 2016, our auditors raised concerns about AstiVita's net tangible asset position given the deferred tax asset has increased to \$3.33 million. Although AstiVita is showing signs of genuine improvement, to utilise the deferred tax asset the Company will need to generate taxable profits of sufficient magnitude that the deferred tax assets associated with carry forward tax losses can be absorbed. In light of this, the Board has taken a decision to raise capital to reduce its external borrowings by approximately \$1.9 million to restore and improve its NTA position.

## 2.8 Working Capital

- (a) To create sufficient working capital to expand the product range on the retail customer website.
- (b) To create sufficient working capital to import new products to support the new affiliation with Ray White Concierge in Australia.

However, in the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed uses of funds in an effort to maximise the benefit to Shareholders.

## **2.9 Allotment and allocation**

The Company will proceed to allocate New Shares as soon as possible after the Closing Date and receiving ASX permission for official quotation of the New Shares.

Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in New Shares. Applicants who sell New Shares before they receive notice of the number of New Shares allocated to them do so at their own risk.

## **2.10 ASX listing**

The Company applied for the listing and official quotation of the New Shares on the ASX on same date as announcing the Entitlement Offer. If granted, official quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading.

## **2.11 CHESS**

The Company will apply for the New Shares to participate in CHESS, in accordance with the ASX Listing Rules and ASX Settlement Operating Rules.

The Company will not issue certificates to Shareholders with respect to the New Shares. After allotment of the New Shares, Shareholders who are issuer sponsored will be provided with an issuer sponsored statement and those who are CHESS holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares allotted to each successful Applicant pursuant to this Offer Booklet. The statement will also advise holders of their holder identification number ("HIN"). Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

## **2.12 Foreign Shareholders**

The Company seeks to make offers under the Entitlement Offer to all Shareholders. Therefore, the Entitlement Offer is being extended to all Shareholders on the Record Date who have a registered address in the Prescribed Jurisdictions.

The Entitlement Offer is made only to those Shareholders who are Shareholders on the Record Date and who have registered addresses in the Prescribed Jurisdictions (Eligible Shareholders), and only Eligible Shareholders will be offered New Shares.

This Entitlement Offer (including the Offer Booklet) does not constitute an offer of, or invitation to subscribe for securities in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Offer Booklet in jurisdictions outside of the Prescribed Jurisdictions, including Papua New Guinea, Great Britain and Thailand, may be restricted by law and persons who come into possession of this Offer Booklet should seek their own advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Where this Offer Booklet is available to persons domiciled in a country other than the Prescribed Jurisdictions, and where that country's securities code or legislation requires registration, this Offer Booklet is provided for information purposes only. No action has been taken to register or qualify this Offer Booklet or to otherwise permit a public offering of New Shares outside the Prescribed Jurisdictions.

It is the responsibility of investors resident outside the Prescribed Jurisdictions to obtain all necessary approvals for applying for New Shares pursuant to this Offer Booklet. The return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty by the Applicant that all approvals necessary in the jurisdiction in which the Applicant resides, have been obtained.

The Entitlement Offer has not been, and will not be, registered under the United States Securities Act of 1933 and is not being made in the United States or to persons resident in the United States.

No action has been taken to register or qualify the New Shares or the Entitlement Offer, or otherwise permit a public offering of New Shares, in any jurisdiction outside the Prescribed Jurisdictions. Shares may not be offered or sold in any country outside the Prescribed Jurisdictions.

### **2.13 New Zealand**

In making this offer to Eligible Shareholders in New Zealand, the Company is relying on the Securities Act (Overseas Companies) Exemption Notice 2002 (NZ) by virtue of which this Information Booklet is not required to be registered in New Zealand, and the Financial Reporting (Overseas Companies) Exemption Notice (NZ) by which the Company's financial statements are not required to be filed in New Zealand. For the purpose of these Exemption Notices this Offer Booklet is an 'Authorised Advertisement'.

### 3 Effect of Capital Raising on Control of Astivita

#### 3.0 Present position

At the date of this Offer Booklet, Mr Mizikovsky and his associates is the largest Shareholder, controlling approximately 63.13% of the Shares on issue in the Company.

The top 20 Shareholders of the Company as at 30 November 2016 are as follows:

| As at 30 November 2016.  |                   |              |
|--|-------------------|--------------|
| Shareholder  | Shares            | % Issued     |
| POLTICK PTY LTD  | 15,525,801        | 49.90        |
| NOWCASTLE PTY LTD  | 3,280,338         | 10.54        |
| STODDART BUILDING PRODUCTS PTY LTD   | 661,179           | 2.12         |
| SKYLEVI PTY LTD <SUPERFUN SUPER FUND A/C>  | 634,422           | 2.04         |
| MR SCOTT RONALD ISON <ISON FAMILY ACCOUNT>   | 542,206           | 1.74         |
| RIPELAND PTY LTD   | 522,180           | 1.68         |
| K R KHATRI (DENTAL) PTY LTD <R K & K R KHATRI S/F A/C>                                 | 500,000           | 1.61         |
| MR JOHN MARSHALL PEARCE + MRS SANDRA ANNE PEARCE<br><COLLECTIONHOUSE P/L S/F A/C>      | 500,000           | 1.61         |
| MR RADE DUDUROVIC + MRS JACQUELINE JEANETTE DUDUROVIC <R&J<br>SUPERANNUATION FUND A/C> | 460,000           | 1.48         |
| BEOWULF PTY LTD <BEOWULF INVESTMENT A/C>   | 357,318           | 1.15         |
| MR STUART KEITH ANDERSON   | 349,961           | 1.12         |
| MIZI SUPERANNUATION PTY LTD <MIZI SUPER FUND A/C>                                      | 349,331           | 1.12         |
| THE L AND R SUPER FUND PTY LTD <THE L & R SUPER FUND A/C>                              | 326,758           | 1.05         |
| ARACAN PTY LTD <GFT A/C>   | 253,028           | 0.81         |
| MR SCOTT GILCHRIST   | 209,043           | 0.67         |
| MR MICHAEL ERNEST GRANATA <THE GRANATA FAMILY A/C>                                     | 179,763           | 0.58         |
| HOORAYSIES PTY LTD <MOSAIC A/C>  | 166,682           | 0.54         |
| MR RADE DUDUROVIC  | 160,500           | 0.52         |
| LEOPARD CAPITAL PTY LTD <LEOPARD A/C>  | 159,000           | 0.51         |
| ANDREW THOMAS  | 155,250           | 0.50         |
| <b>Total Top 20</b>  | <b>25,292,760</b> | <b>81.29</b> |

### 3.1 Capital structure

Subject to rounding up of fractional Entitlements and assuming none of the Existing Options are exercised before the Record Date, the capital structure of AstiVita following the issue of New Shares under the Capital Raising (assuming full subscription under the Entitlement Offer) is expected to be as follows:

|   |            |
|---|------------|
| Shares on issue as at 12 December 2016<br>(announcement of the Capital Raising)               | 31,111,071 |
| New Shares to be issued under the<br>Entitlement Offer  | 31,111,071 |
| Shares on issue following the close of the<br>Entitlement Offer and the Shortfall Share Offer | 62,222,142 |

### 3.2 Potential effects of the Entitlement Offer on Control of AstiVita

The Entitlement Offer is a pro-rata offer so that if all Eligible Shareholders take up their Entitlements and none of the Option Holders exercise their Existing Options and participate in the Entitlement Offer, the existing Voting Power of all Eligible Shareholders will remain the same.

However, if some Shareholders take up their Entitlements, Shareholders who do not take up all of their Entitlements will have their interest in AstiVita diluted.

The Company seeks to make the Entitlement Offer to all Shareholders and has extended the Entitlement Offer to Shareholders with registered addresses in the Prescribed Jurisdictions. Accordingly, if all other Shareholders take up their Entitlement, foreign Shareholders with registered addresses in the Prescribed Jurisdiction (at the date of this Offer Booklet) will not be diluted as a consequence of the Entitlement Offer, unless they elect not to take up their Entitlements.

### 3.3 Related Party

As a Director, Mr Lev Mizikovsky is also a substantial shareholder of AstiVita Ltd. His intention is to participate 100% in the Capital Raising. The effect of change in ownership is reflected in Section 3.5 and 3.6 of this Offer Booklet.

### 3.4 Directors' intentions

The Directors' direct and indirect interests in the Company as at the date of the announcement of the Entitlement Offer are as follows:

| Director       | Relevant Interest<br>in Shares held<br>(directly and<br>indirectly) | Percentage holding | Entitlement<br>(New Shares) |
|----------------|---|--------------------|-----------------------------|
| Lev Mizikovsky | 19,640,387  | 63.13%             | 19,640,387                  |
| Geoff Acton    | 290,313   | 0.94%              | 290,313                     |
| Rade Dudurovic | 620,500   | 1.99%              | 620,500                     |
| Robert Lynch   | 278,040   | 0.89%              | 278,040                     |

Each of the Directors has shown their support for the Entitlement Offer by indicating that they intend to subscribe for their full Entitlement.

### 3.5 Change of Control

The effect of the Rights Issue on control depends on the extent to which Eligible Shareholders take up their Entitlements under the Entitlement Offer. If all Eligible Shareholders take up their Entitlements the following table shows the impact on control.

The effect on control under various scenarios as shown in the table below:

| Effect on control | Current shareholding |       | 100% take-up by all shareholders |       | 50% take-up by all other shareholders |       | 0% take-up by all other shareholders |       |
|-------------------|----------------------|-------|----------------------------------|-------|---------------------------------------|-------|--------------------------------------|-------|
|                   | Shares               | %     | Shares                           | %     | Shares                                | %     | Shares                               | %     |
| Lev Mizikovsky    | 19,640,387           | 63.13 | 39,280,774                       | 63.13 | 39,280,774                            | 69.54 | 39,280,774                           | 77.40 |

Mr Lev Mizikovsky and his associates currently own in excess of 50% of AstiVita at 63.13%. The increase in his shareholdings through the rights issue will see his holdings increase to 77.40% if no other shareholder takes up the offer. Please refer to Section 3.6 which describes the dilution effect of the Employee Share Scheme to be established immediately after the Entitlement Offer on Mr Mizikovsky's shareholding.

Any member who holds 75% of the issued Shares in AstiVita has the power to approve certain resolutions including:

- (a) modifying or repealing the constitution
- (b) changing the Company's name
- (c) varying and cancelling class rights
- (d) issuing bonus, partly-paid, preference and redeemable preference shares
- (e) converting ordinary shares to preference shares
- (f) approving a selective reduction or cancellation of shares
- (g) approving a selective buy-back
- (h) approving financial assistance
- (i) appointing an auditor to replace an auditor removed from office
- (j) applying for the Company to be wound up by the court
- (k) applying for the Company to be wound up voluntarily

### 3.6 Employee Share Scheme

Immediately following the rights issue the Board will be undertaking an issue of shares to Directors and staff under an Employee Share Scheme. Mr Mizikovsky will not be participating in this scheme. It is anticipated that if all Directors and staff take up the offer, Mr Mizikovsky's percentage would reduce to 60.89% or 74.06% (depending on the take up of each Eligible Shareholder's Rights).

Under the Corporations Act a shareholder may acquire up to 3% in any 6 month period (or if the other exceptions in s 611 of the Corporations Act apply) without the need for any regulatory or Shareholder approvals.

Therefore, notwithstanding the dilution effect of the Shares issued under the Employee Share Scheme on Mr Mizikovsky's shareholding, if following the Employee Share Scheme share issue Mr Mizikovsky and his associates hold a Relevant Interest in greater than 72% of all AstiVita Shares he will be able to reach the significant controlling position of a 75% Shareholder without the need for any regulatory or Shareholder approvals. This will give Mr Mizikovsky's the power to approve the list of matters in Section 3.5 above.

### 3.7 Risks

| Risk  | Description   |
|---|---|
| Strategic risk                                | Consumer behaviours continue to be influenced by such factors as economic conditions, adverse fluctuation in interest rates and choices in both online and in-store retail options.   |
| General economic conditions and market risks  | Any adverse market conditions including increased competition from new and existing competitors, interest rate and foreign exchange movements may lead to a decline in sales and profitability.   |
| Loss of premises                              | AstiVita leases facilities. Damage or destruction of these facilities could result in the loss of products and hence adversely impact AstiVita's financial results, despite AstiVita holding insurance cover for such an event.   |
| AstiVita brands                               | AstiVita's success in generating profits and increasing its market share is based on the success of its key brands. Reliance on key brands makes AstiVita vulnerable to brand damage from negative publicity, product tampering or recalls, unauthorised use of its brands or ineffective brand management by AstiVita or its licensees, increasing the risk of asset write downs.  |
| Risks associated with an investment in shares | <p>There are risks associated with investments in shares. The shares trading price is affected for a number of reasons all outside the control of AstiVita:</p> <ul style="list-style-type: none"> <li>• Movements in Australian stock markets;</li> <li>• Changes in investor sentiment ;</li> <li>• Preventing Australian and international economic conditions and outlook;</li> <li>• Changes in interest rates</li> <li>• Change in government or regulation and policies</li> </ul> |
| Equity raising dilution risk                  | If shareholders do not participate in the rights issue then their percentage shareholding in AstiVita will be diluted.  |
| Information technology systems failure        | A core failure in the AstiVita IT systems including websites could adversely impact sales and profitability.  |
| Taxation losses                               | The ability of AstiVita to obtain the benefit of existing tax losses will depend on future profitability and may be adversely affected by changes in business activities, levels of taxable income and profitability relating to the use of the tax losses. Changes in taxation laws (or their interpretation) in Australia could materially affect AstiVita's financial performance and impact on its ability to obtain the benefit of existing tax losses.                              |



|            |   |
|------------|---|
| Accounting | Changes in accounting or financial reporting standards may adversely impact the reported financial performance of AstiVita. |
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## 4 Financial Information

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The Company's financial information is prepared in accordance with Australian Accounting Standards, which include Australian Equivalents to International Financial Reporting Standards. The accounting policies upon which financial information has been prepared are set out in the Company's audited financial statements for the year ended 30 June 2016.

Both audited financial statements for the year ended 30 June 2016 can be viewed on the ASX website at [www.asx.com.au](http://www.asx.com.au) or on the Company's website at [www.aircorporate.com.au](http://www.aircorporate.com.au)

## 5 How to Apply

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### 5.0 Your choices as an Eligible Shareholder

The number of New Shares to which each Eligible Shareholder is entitled (Entitlement) is calculated as at the Record Date and is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Booklet.

Eligible Shareholders may:

- (a) take up their Entitlement in full (refer to Section 5.1);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement would lapse (refer to Section 5.2); or
- (c) allow their Entitlement to lapse (refer to Section 5.3).

AstiVita reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date. The Closing Date for acceptance of the Entitlement Offer is 5.00pm (Brisbane time) on 6 February 2017.

### 5.1 Taking up your Entitlement in full

If you wish to take up your Entitlement in full, follow the instructions set out on the Entitlement and Acceptance Form.

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with Section 5.4 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than 5.00pm (AEST) on 6 February 2017 at the address set out below:

**By post**  
AstiVita Limited  
C/O Computershare Investor  
Services Pty Limited  
GPO Box 505  
Melbourne VIC 3001

Entitlement and Acceptance Forms will not be accepted at the Company's registered office.

You may also take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than 5.00pm on 6 February 2017.

Refund amounts, if any, will be paid in Australian dollars. You will be paid by cheque sent by ordinary post to your address as recorded on the share register.

## **5.2 Taking up part of your Entitlement and allowing the balance to lapse**

If you wish to take up part only of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required in accordance with Section 5.1 above.

## **5.3 Allowing your entitlement to lapse**

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

## **5.4 Payment**

The consideration for the New Shares is payable in full on application by a payment of \$ 0.10 per New Share.

The Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**AstiVita Limited**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and the Company receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

## **5.5 Binding effect of Entitlement and Acceptance Form**

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside the prescribed jurisdiction (if registration is required); and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

## **6 Additional information**

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### **6.1 Section 708AA Corporations Act**

The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the Listing Rules.

This Offer Booklet is issued under Section 708AA of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*).

This Offer Booklet is provided for information purposes and is not, and does not purport to be a prospectus or other disclosure document for the purposes of the Corporations Act. Accordingly, this Offer Booklet does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document, and does not necessarily contain all of the information which a prospective investor may require to make an investment decision.

Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Offer or the merits of the investment to which this Offer relates.

### **6.2 Rights and liabilities attaching to New Shares**

The New Shares will have from issue the same rights attaching to all existing Shares on issue. The rights attaching to ownership of the New Shares are set out in the Constitution, a copy of which is available for inspection at the registered office of the Company during business hours or via the ASX Market Announcements platform.

This Offer Booklet does not contain a summary of the principal rights and liabilities of holders of the New Shares.

### **6.3 Expenses of the Entitlement Offer**

All expenses connected with the Entitlement Offer are being borne by the Company. Total expenses of the Entitlement Offer are estimated as at the date of this Offer Booklet to be approximately \$25,000 (assuming that the Entitlement Offer is fully subscribed).

In addition the Company may if it deems it necessary for the success of the Entitlement Offer, pay brokers' stamping fees which will be equal to a percentage of the Issue Price (including GST) of New Shares issued under either the Entitlement Offer to stockbrokers who submit a valid claim for a broker stamping fee on successful Applications.

#### 6.4 Consents and disclaimers

Written consents to the issue of this Offer Booklet have been given and at the time of this Offer Booklet have not been withdrawn by the following parties:

**Computershare Investor Services Limited** has given and has not withdrawn its consent to be named in this Offer Booklet as the Share Registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Offer Booklet other than recording its name as Share Registry to the Company. It takes no responsibility for any part of the Offer Booklet other than the references to its name.

**ClarkeKann Lawyers** has given and has not withdrawn its consent to be named in this Offer Booklet as solicitors to the Company for the Entitlement Offer in the form and context in which it is named. It takes no responsibility for any part of the Offer Booklet other than references to its name.

#### 6.5 Directors' statement

This Offer Booklet is issued by AstiVita Limited. Each Director has consented to the lodgement of the Offer Booklet with ASX.

Signed on the date of this Offer Booklet on behalf of AstiVita Limited by:



Geoff Acton  
Director  
AstiVita Limited

## 7 Definitions and Glossary

Terms and abbreviations used in this Offer Booklet have the following meaning:

|  |  |
|--|--|
| <b>Acceptance</b>                      | An acceptance of Entitlements.   |
| <b>AEST</b>                            | Australian Eastern Standard Time.  |
| <b>Applicant</b>                       | An Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or arranging for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.                   |
| <b>Application</b>                     | The submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. |
| <b>Application Monies</b>              | The aggregate amount payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY, calculated as the Issue Price multiplied by the number of New Shares applied for.                                       |
| <b>ASIC</b>                            | Australian Securities & Investments Commission.  |
| <b>ASX</b>                             | ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable.  |
| <b>Board</b>                           | The board of Directors of the Company  |
| <b>Business Day</b>                    | Has the same meaning as ascribed to that term in the Listing Rules.  |
| <b>Capital Raising</b>                 | The Entitlement Offer.   |
| <b>CHESS</b>                           | The Clearing House Electronic Sub Register System, an automated transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form.  |
| <b>Closing Date</b>                    | 6 February 2017, the date the Entitlement Offer closes.  |
| <b>Company or AstiVita</b>             | AstiVita Limited ACN 139 461 733   |
| <b>Constitution</b>                    | The constitution of the Company.   |
| <b>Corporations Act</b>                | <i>Corporations Act 2001</i> (Cth).  |
| <b>Director</b>                        | A director of the Company.   |
| <b>Eligible Shareholder</b>            | A Shareholder on the Record Date who has a registered address in the Prescribed Jurisdictions, or is a Shareholder that the Company has otherwise determined is eligible to participate.   |
| <b>Entitlement</b>                     | The entitlement to subscribe for New Shares pursuant to the Entitlement Offer.   |
| <b>Entitlement and Acceptance Form</b> | The entitlement and acceptance form accompanying this Offer Booklet.   |
| <b>Entitlement Offer or Offer</b>      | The non-renounceable offer to Eligible Shareholders to   |

|                                 |  |
|---------------------------------|--|
|                                 | subscribe for 1 New Shares for every 1 Share of which the Shareholder is the registered holder on the Record Date, at an issue price of \$0.10 per New Share pursuant to this Offer Booklet. |
| <b>Existing Options</b>         | All existing options to subscribe for Shares currently on issue as at the date of this Offer Booklet.  |
| <b>Offer Booklet</b>            | This document.   |
| <b>Issue Price</b>              | \$0.10 for each New Share applied for.   |
| <b>Listing Rules</b>            | The listing rules of the ASX.  |
| <b>New Shares</b>               | Shares to be allotted and issued under the Entitlement Offer.  |
| <b>Opening Date</b>             | 4 January 2017, the date the Entitlement Offer opens.  |
| <b>Prescribed Jurisdictions</b> | Australia and New Zealand.   |
| <b>Record Date</b>              | 29 December 2016   |
| <b>Relevant Interest</b>        | Has the meaning given to that term in the Corporations Act.  |
| <b>Share</b>                    | A fully paid ordinary share in the capital of the Company.   |
| <b>Share Registry</b>           | Computershare Investor Services Pty Limited<br>ABN 48 078 279 277  |
| <b>Shareholder</b>              | A holder of Shares.  |

| Directors and Company Secretary  | Solicitors to the Capital Raising  |
|--|--|
| <p>Lev Mizikovsky (Director)<br/>Geoff Acton (Director, Secretary)<br/>Rade Dudurovic (Director)<br/>Robert Lynch (Director)</p>                               | <p>ClarkeKann Lawyers<br/>Level 7<br/>300 Queen Street<br/>Brisbane QLD 4001<br/>Tel: +61 7 3001 9299<br/><a href="http://www.clarkekann.com.au">www.clarkekann.com.au</a></p> |
| Administration, Principal Place of Business and Registered Office  | Share Registry   |
| <p>AstiVita Limited<br/>172 Ingram Road<br/>Acacia Ridge QLD 4110<br/>Tel: (07) 3726 2000<br/><a href="http://www.astivita.com.au">www.astivita.com.au</a></p> | <p>Computershare<br/>117 Victoria Street<br/>West End QLD 4101<br/>Tel: 1300 850 505</p>   |