



# Rights issue offer booklet

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**iBuyNew Group Limited**  
ACN 108 958 274

A 2 for 3 non-renounceable pro-rata entitlement offer of shares in iBuyNew Group Limited at \$0.003 per Offer Share to raise up to \$2.032 million

## **You should read this Booklet in full**

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in the Company or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the Offer after reading this Booklet, please contact the Company's registry, Link Market Services Limited on 1300 495 169 (callers within Australia) or +61 1300 495 169 (callers outside Australia).

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

## **NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US PERSONS**

These materials do not constitute an offer of securities for sale in the United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S under the United States *Securities Act of 1933* (**Securities Act**)) and may not be sent or disseminated in, directly or indirectly, the United States or to any "U.S. Person" in any place. Entitlement Offer Shares have not been and will not be registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the benefit of, any "U.S. Person" except in compliance with the registration requirements of the Securities Act and any other applicable state securities laws or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

## **Important information**

This Booklet has been prepared by iBuyNew Group Limited ACN 108 958 274 (**Company**).

This Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. This Booklet is dated 24 April 2017 and a copy was lodged with ASX on that date.

This Booklet and the accompanying Entitlement and Acceptance Form relate to a 2 for 3 non-renounceable pro-rata entitlement offer to subscribe for Offer Shares at the Issue Price as announced by the Company to ASX on 12 April 2017 (**Entitlement Offer**).

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

## **Cooling off rights**

Cooling off rights do not apply to an investment in Offer Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

## **Not financial product advice**

The information contained in this Booklet is not financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of Offer Shares in the Company and has been prepared without taking into account the investment objectives, financial situation or needs of you or any particular investor.

You should conduct your own independent review, investigation and analysis of the Company and the Offer Shares which are the subject of the Entitlement Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

## **Foreign jurisdictions**

This Booklet is being sent to all Shareholders on the share register as at the Record Date with a registered address in Australia or New Zealand.

The Entitlement Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register the Offer Shares or otherwise permit a public offering of the Offer Shares in any jurisdiction other than Australia and New Zealand. Return of the Entitlement and Acceptance Form shall be taken by the Company to constitute a representation by you that there has been no breach of any such laws. Eligible Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed. The distribution of this document outside Australia may be restricted by law.

## **United States**

This Booklet must not be taken into, distributed or released in the United States or distributed to any US Person or to any person acting for the account or benefit of a US Person. Persons who come into possession of this Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The information in this Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any Offer Shares in the United States or to any US Person. Offer Shares may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act. The Offer Shares to be offered and sold in the Entitlement Offer have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Offer Shares in this Entitlement Offer may only be offered and sold outside the United States, to persons that are not US Persons or acting for the account or benefit of US Persons.

## **New Zealand**

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand) or the *Financial Conduct Act 2013* (New Zealand). This Booklet is not an investment statement, prospectus or product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement, prospectus or product disclosure statement under New Zealand law is required to contain.

The Offer Shares are not being offered or sold to the public in New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of Offer Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

## **Other jurisdictions**

The Offer Shares may not be offered or sold in any jurisdiction except to persons to whom such offer or sale is permitted under applicable law.

## **Governing law**

This Booklet, the Entitlement Offer and the contracts formed on receipt of your Application are governed by the law applicable in New South Wales. Each Shareholder who applies for Offer Shares submits to the non-exclusive jurisdiction of the courts of New South Wales.

## **Future performance**

This Booklet may contain certain forward-looking statements. The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "objective", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention has been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors (many of which are beyond the control of the Company) that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements.

## **Past performance**

Past performance information given in this Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

## **Financial data**

All dollar values are in Australian dollars (A\$) except where otherwise indicated.

## **Disclaimer of representatives**

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Booklet.

Any information or representation that is not in this Booklet may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Booklet.

## **Taxation**

There will be tax implications associated with participating in the Entitlement Offer and receiving Offer Shares. This Booklet does not contain or constitute tax advice and does not take account of the individual circumstances of particular Eligible Shareholders. The Company recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

## **Privacy**

The Company collects information about each applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the applicant's shareholding in the Company.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Registry). The Company collects, holds and will use that information to assess your Application. The Company collects your personal information to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Registry.

## **Trading Offer Shares**

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade Offer Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Registry or otherwise, or who otherwise trade or purport to trade Offer Shares in error or which they do not hold or are not entitled to.

## **Defined terms**

Capitalised terms used in this Booklet have the meaning given to those terms in the glossary.

## Letter from the Company

24 April 2017

On behalf of the Directors, I am pleased to offer you the opportunity to participate in a 2 for 3 non-renounceable pro-rata entitlement offer to subscribe for Offer Shares at the Issue Price as announced by the Company to ASX on 12 April 2017 to raise up to \$2.032 million (**Entitlement Offer**). Proceeds of the Entitlement Offer will be used to fund sales and marketing costs and for the Company's working capital requirements.

The Entitlement Offer allows Eligible Shareholders who accept their Entitlement in full to apply for additional Offer Shares at the Issue Price in excess of their Entitlement under the Shortfall Facility. Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of Offer Shares proposed to be issued under the Entitlement Offer. If there is an over subscription for Additional Shares through the Shortfall Facility, then Eligible Shareholders will receive Additional Shares on a pro-rata basis having regard to their holdings as at the Record Date.

Participation in the Entitlement Offer is optional and open to eligible shareholders, being holders of fully paid ordinary shares in the Company at 7.00pm (Sydney time) on 19 April 2017 (**Record Date**) and whose address on the share register is in Australia or New Zealand. As the Entitlement Offer is non-renounceable, your right to participate in the Entitlement Offer is not transferable. This means that Eligible Shareholders who do not take up their Entitlements will not receive any value for those Entitlements and their proportionate economic interest in the Company will be diluted. All Offer Shares will rank equally with existing Shares in the Company.

The terms and conditions of the Entitlement Offer and your personalised Entitlement and Acceptance Form are provided in this Booklet. I urge you to read these materials in their entirety and seek your own financial, taxation and other professional advice in relation to the Entitlement Offer, before you decide whether to participate.

The Entitlement Offer opens on 24 April 2017 and is expected to close at 5.00pm (Sydney time) on 8 May 2017.

If you have any questions in relation to how to participate in the Entitlement Offer, please contact the Registry on 1300 495 169 (callers within Australia) or +61 1300 495 169 (callers outside Australia) or consult your financial or other professional adviser. On behalf of the Directors, I invite you to consider participating in the Entitlement Offer.

Yours sincerely,

Calvin Ng  
Chairman  
iBuyNew Group Limited

## A. Key dates for the Entitlement Offer

Record Date	7:00 p.m. (Sydney time) on 19 April 2017
Dispatch of Offer Booklet and application form	24 April 2017
Closing Date	5.00 p.m. (Sydney time) on 8 May 2017
Offer Shares quoted on a deferred settlement basis	9 May 2017
Allotment Date	15 May 2017
Despatch of shareholding statements	15 May 2017
Commencement of trading of Offer Shares	16 May 2017

Please note, the dates set out above are indicative only and are subject to change without notice to you. Any change in the timetable does not affect any rights or obligations you have as a result of accepting the Entitlement Offer.

## **B. How to apply**

### **1 Please read the whole of this Booklet**

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows rights issues to be offered without a disclosure document or prospectus, provided certain conditions are satisfied.

As a result, it is important for Shareholders to read and understand the publicly available information on the Company and the Entitlement Offer prior to accepting their Entitlement. In particular, in considering whether or not to accept their Entitlements, Shareholders should refer to the attached materials, plus the Company's other periodic and continuous disclosure announcements available at [www.asx.com.au](http://www.asx.com.au).

### **2 Consider the Entitlement Offer in light of your particular investment objectives and circumstances**

Please consult with your stockbroker, accountant or other independent financial adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer.

### **3 Who is eligible to participate?**

The Entitlement Offer is being extended to Eligible Shareholders who are Shareholders that meet all of the following criteria:

- (a) they were registered as a holder of Shares on the Record Date;
- (b) they have a registered address in Australia or New Zealand;
- (c) they are not in the United States or a U.S. Person or acting for the account or benefit of such persons; and
- (d) they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Entitlement Offer is not being extended to any Shareholder with a registered address outside Australia or New Zealand. By returning a completed Entitlement and Acceptance Form, or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the above criteria.

Eligible Shareholders who hold Shares in the capacity of trustee, nominee or custodian (or in any other capacity) for a person that would not satisfy the criteria of an Eligible Shareholder cannot take up Entitlements on behalf of that person.

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. Neither the Company nor the Registry is able to advise on foreign laws.

The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

### **4 Your options**

Eligible Shareholders may take the following actions:

- (a) take up all of their Entitlement;
- (b) take up all of their Entitlement and apply for Additional Shares under the Shortfall Facility;
- (c) take up part of their Entitlement; or
- (d) do nothing and allow their Entitlement to lapse.

Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up. Shareholders who do not take up their Entitlements in full will have their percentage interest in the Company reduced.

Fractions arising in the calculation of Entitlements have been rounded up to the next whole number of Offer Shares.

## **5 Complete the accompanying Entitlement and Acceptance Form or pay by BPAY®**

If you decide to participate in the Entitlement Offer, you may do so by completing and returning the Entitlement and Acceptance Form and attaching payment by following the instructions set out on the Entitlement and Acceptance Form.

Alternatively, you may participate by making payment via BPAY® in accordance with the instructions set out on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique customer reference number).

If you take no action you will not be allocated any Offer Shares.

## **6 Acceptance of the Entitlement Offer and payment**

You may take up all or part of your Entitlement by completing the Entitlement and Acceptance Form and attaching payment or by paying by BPAY® (see below for more details).

Your completed Entitlement and Acceptance Form must be accompanied by a cheque in Australian currency for the amount of your Application money, payable to “iBuyNew Group Limited” and crossed “Not Negotiable”.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application monies. If the amount of your cheque for Application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of Offer Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole Offer Shares as your cleared Application monies will pay for (and to have specified that number of Offer Shares on your Entitlement and Acceptance Form).

If your payment is being made by BPAY®:

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form;
- (b) if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted your Entitlement in respect of such whole number of Offer Shares which is covered in full by your Application money; and
- (c) it is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

Any payment received for more than your final allocation of Offer Shares will be refunded after the Offer Shares are issued. No interest will be paid to applicants on any payment received or refunded.

## **7 Shortfall Facility**

Eligible Shareholders (other than directors and related parties of the Company) may, in addition to taking up their Entitlements in full, apply for Additional Shares in excess of their Entitlements. Additional Shares will only be available where there is a shortfall between Applications received from Eligible Shareholders and the number of Offer Shares proposed to be issued under the Entitlement Offer. Additional Shares will be issued at the Issue Price of \$0.003 per Offer Share.

The allocation policy for Additional Shares subscribed for pursuant to the Shortfall Facility will be as follows:



- (a) Eligible Shareholders who have applied for Additional Shares through the Shortfall Facility will receive the Additional Shares they have applied for unless there is an over subscription for Additional Shares through the Shortfall Facility, in which case Eligible Shareholders will receive Additional Shares on a pro-rata basis having regard to their holdings as at the Record Date; and
- (b) if any shortfall remains after the allocation to Eligible Shareholders as provided above, the resulting shortfall will not be issued.

Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for, or may be allocated no Additional Shares at all, in which case excess Application money will be refunded without interest.

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 (the registered address of the first-named in the case of joint holders). Alternatively you will be paid by direct deposit where the Registry holds bank account details in respect of your Shareholding.

The Directors reserve their right to alter the allocation policy and to allocate and issue Additional Shares under the Shortfall Facility at their discretion.

If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make payment for your full Entitlement plus the Additional Shares (at \$0.003 per Offer Share).

If your payment is being made by BPAY®:

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form; and
- (b) if your payment exceeds the amount payable for your full Entitlement, you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which is covered in full by your Application money.

If you apply for Additional Shares under the Shortfall Facility and your Application is successful (in whole or in part) your Additional Shares will be issued at the same time as other Offer Shares are issued under the Entitlement Offer.

## 8 Mail or deliver

It is important to note that the Entitlement Offer is scheduled to close at 5.00pm (Sydney time) on 8 May 2017. To participate in the Entitlement Offer, your payment must be received no later than this date. Your completed Entitlement and Acceptance Form, together with Application money, should be delivered as follows.

**Mailing address:**

iBuyNew Group Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

**Hand delivery address:**

iBuyNew Group Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 (*Please do not use this address for mailing purposes*)

If your payment is being made by BPAY®, you do not need to mail or deliver the personalised Entitlement and Acceptance Form.

## **9 If you wish to do nothing and allow your Entitlements to lapse**

If you do not wish to take up your Entitlement you can simply do nothing.

If you have not completed your personalised Entitlement and Acceptance Form and it has not been received by the Registry at the address above by the Closing Date, or alternatively have not made a payment through BPAY® before that time, then your Entitlement will lapse.

## **10 Entitlement and Acceptance Form**

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application monies constitutes a binding offer to acquire Offer Shares on the terms and conditions set out in this 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 Offer Shares. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application monies, you will also be deemed to have given the following acknowledgements, representations and warranties on behalf of each person on whose account you are acting:

- (a) you acknowledge that you have read and understood this Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Booklet and the Company's constitution;
- (c) you authorise the Company to register you as the holder(s) of Offer Shares allotted to you;
- (d) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) you acknowledge that once the Company receives your personalised Entitlement and Acceptance Form or any payment of Application monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of Offer Shares specified in the personalised Entitlement and Acceptance Form (including any Additional Shares where applicable), or for which you have submitted payment of any Application monies via BPAY®, at the Issue Price per Offer Share;
- (h) you authorise the Company, the Registry and their respective officers or agents to do anything on your behalf necessary for Offer Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (i) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) you acknowledge that the information contained in this Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that Offer Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) you acknowledge that this Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is

given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

- (l) you acknowledge that investments in the Company are subject to risk;
- (m) you acknowledge that none of the Company, its related bodies corporate, affiliates and directors, or their respective officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (p) you represent and warrant that the law of any place does not prohibit you from being given this Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for Offer Shares (or where applicable, Additional Shares) and that you are otherwise eligible to participate in the Entitlement Offer;
- (q) 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 Offer Shares under the Entitlement Offer;
- (r) you acknowledge that the Offer Shares have not been, and will not be, registered under the Securities Act or under the laws of any other jurisdiction outside Australia;
- (s) 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; and
- (t) you agree that if in the future you decide to sell or otherwise transfer the Offer Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States.

## **11 Brokerage and stamp duty**

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for Offer Shares under the Entitlement Offer or for additional Offer Shares under the Shortfall Facility.

## **12 When will I receive my Offer Shares?**

It is currently expected that the Offer Shares will be issued, and that confirmation of the issue of the Offer Shares will be dispatched, on or before 15 May 2017.

It is the responsibility of each Eligible Shareholder applying for Offer Shares to confirm their holding before trading in those Offer Shares on a deferred settlement basis. Any person who sells Offer Shares before receiving confirmation of their holding in the form of their confirmation statement will do so at their own risk. The Company and the Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in Offer Shares before receiving their confirmation statement, whether on the basis of a confirmation of allocation provided by the Company, the Registry, a broker or otherwise.

## **13 Enquiries**

If you have any questions about whether to accept the Entitlement Offer, please consult your financial adviser, accountant or other professional adviser.

If you have any questions in relation to how to participate in the Entitlement Offer, please contact the Registry on 1300 495 169 (callers within Australia) or +61 1300 495 169 (callers outside Australia) or consult your financial or other professional adviser.

## C. Announcements



The Manager  
Company Announcements  
Australian Securities Exchange  
Level 5, 20 Bridge Street  
SYDNEY NSW 2000  
By E-Lodgement

12 April 2017

### Market Announcement – Non-Renounceable Entitlement Offer

iBuyNew Group Limited (ASX: IBN) (Company) today launched a non-renounceable pro-rata rights issue of 2 fully paid ordinary shares (Share) for each 3 Shares held by eligible shareholders (Entitlement) to raise approximately \$2.032 million (Entitlement Offer).

The Entitlement Offer is being offered at a price of A\$0.003 per Share (Offer Price).

The proceeds of the Entitlement Offer will be used to fund sales and marketing costs and for the Company's working capital requirements.

All new Shares will rank equally with existing Shares on the date of issue.

An Appendix 3B in relation to the Entitlement Offer and a notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) will be lodged with ASX Limited (ASX) today.

### Additional information on the Entitlement Offer

The Entitlement Offer will open at 10 am on 24 April 2017 and close at 5 pm on 3 May 2017.

Eligible shareholders will be those with registered addresses in Australia and New Zealand only.

Eligible shareholders can choose to take up all, part or none of their Entitlement.

Eligible shareholder who apply for their Entitlement in full may apply for additional Shares under a shortfall (Shortfall). If eligible shareholders subscribe for more Shares than are available under the Shortfall, the Company will use its discretion to apply a scale-back procedure in allocating the Shortfall.

Eligible shareholders wishing to participate in the Entitlement Offer should carefully read the Offer Booklet and accompanying personalised Entitlement and Acceptance Form which are expected to be dispatched on or around 24 April 2017. Copies of the Offer Booklet will be available on the ASX website.

The Company has received commitments from existing and new investors to take up their full entitlements, if applicable, or to take up new Shares under the Shortfall.

### Key indicative dates\*

Event	Date*
Announcement of Offer	12 April 2017
Record Date	19 April 2017

iBuyNew Group Limited (ASX:IBN)  
Suite 2302, Level 23, 100 Miller Street North Sydney NSW 2060  
P: 1300 123 463 W: iBuyNew.com.au ACN: 108 958 274



Dispatch of Offer Booklet and application form	24 April 2017
Close Date	5 May 2017
Settlement Date	10 May 2017
Allotment Date	12 May 2017
Despatch of holding statements and commencement of trading of new Shares	12 May 2017

*\*The above timetable is indicative only and subject to change. The quotation of Shares is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates, including the Closing Date, without notice, including extending the period of the Entitlement Offer or accepting late applications, either generally or in particular cases or bringing forward the Closing Date at its discretion. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the Shares.*

#### **Commitments by new and existing investors**

In connection with the Entitlement Offer, the Company confirms that it has received commitments in aggregate of \$1.35 million comprising:

- \$95k from Directors and management taking up their pro rata entitlements under the Entitlement Offer; and
- \$1.25 million from certain existing shareholders and new investors to subscribe for their pro rata entitlement under the Entitlement Offer (if applicable) and to take up a portion of the Shortfall.

In addition, the Company has received a commitment from Mark Mendel and Marsh Nominees to subscribe for up to \$500,000 of their pro rata entitlement under the Entitlement Offer. It should be noted that this commitment will be satisfied by off-setting the subscription price for the new Shares against the \$500,000 loan currently outstanding to Mr Mendel and Marsh Nominees (rather than by providing cash to the Company). This will have the effect of repaying the entire balance of the loan under the Company's Loan Facility with Mr Mendel and Marsh Nominees.

Further, Mr Mendel and Marshe Nominees have agreed to defer payment of the second deferred cash payment (of \$500k) for the acquisition of Find Solutions Australia as follows:

- \$250k will be payable between 1 January and 1 April 2018, subject to the board of the Company being satisfied that it has sufficient cash to operate the Company's business; and
- \$250k will be paid on 31 December 2018.

These payments may be settled by the Company redrawing the loan under the Company's Loan Facility with Mr Mendel and Marsh Nominees.

ENDS

#### **Further inquiries:**

Andrew Jensen  
Director



The Manager  
Company Announcements  
Australian Securities Exchange  
Level 5, 20 Bridge Street  
SYDNEY NSW 2000  
By E-Lodgement

18 April 2017

#### Revised Timetable – Entitlement Offer

Further to the announcement on 12 April 2017 by iBuyNew Group Limited (ASX: IBN) (Company), below is a revised timetable for the non-renounceable pro-rata rights issue of 2 fully paid ordinary shares (Shares) for each 3 Shares held by eligible shareholders to raise up to \$2.032 million (Entitlement Offer). The revised timetable below was included in the notifications to both eligible and ineligible shareholders dated 13 April 2017. For the avoidance of doubt, the below dates are the correct dates for the Entitlement Offer.

#### Key Dates

Event	Date*
Announcement of Entitlement Offer	12 April 2017
Ex-date for Entitlement Offer	18 April 2017
Record Date	19 April 2017
Entitlement Offer opens	24 April 2017
Dispatch of Offer Booklet and application form	
Entitlement Offer closes	8 May 2017
Shares quoted on a deferred settlement basis	9 May 2017
Allotment Date	15 May 2017
Despatch of holding statements	15 May 2017
Commencement of trading of new Shares	16 May 2017

*\*The above timetable is indicative only and subject to change. The quotation of Shares is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates, including the Closing Date, without notice, including extending the period of the Entitlement Offer or accepting late applications, either generally or in particular cases or bringing forward the Closing Date at its discretion. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the Shares.*

ENDS

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**About IBN**

iBuyNew Group Limited (formerly known as Disruptive Investment Group Limited) operates iBuyNew.com.au and Nyko Property. iBuyNew and Nyko operate a leading Australian online marketplace and a research and advisory firm that helps buyers find, compare and buy new property.

iBuyNew.com.au is where Australians go to buy new property. The platform allows prospective buyers to compare, reserve and buy from more than 4,700 listings across 190+ developments, as well as a range of new house and land packages. Nyko focuses on new property distribution to B2B/corporate partners through research reports and its advisory services. Together, the businesses distribute new property sales across B2C and B2B channels across Australia.

IBN has a highly experienced board and management team that has a history in technology, corporate finance and sales, which it applies to increase the growth and profitability of its investments. The board is committed to providing management with the assistance and contacts required, in order to take their businesses to the next level.



## **Additional information**

### **1 Quotation and trading**

The Company has applied to ASX for the official quotation of the Offer Shares in accordance with the ASX Listing Rules. Subject to approval being granted by ASX, it is expected that normal trading of Offer Shares will commence on or about 16 May 2017.

### **2 Ranking of Offer Shares**

Offer Shares (including any Additional Shares) issued under the Entitlement Offer will rank equally with existing Shares on issue.

### **3 Withdrawal**

The Company reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws. If the Company exercises this right it will refund Application money in relation to Offer Shares not already issued in accordance with the Corporations Act without the payment of interest.

### **4 Potential effect on control**

The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Entitlement Offer as a pro-rata issue and the absence of any existing holders with voting power of greater than 20%, the Entitlement Offer is not expected to have any material effect or consequences on the control of the Company.

The potential effect on control is summarised below:

- (a) If all Eligible Shareholders take up their Entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in the Company will be diluted.
- (c) The proportional interests of Shareholders with registered addresses outside Australia and New Zealand (and other ineligible Shareholders) will be diluted because such Shareholders are not entitled to participate in the Entitlement Offer.
- (d) Shareholders that apply for Additional Shares under the Shortfall Facility (under which any shortfall between applications received and the number of Offer Shares proposed to be issued under the Entitlement Offer may be applied for by those who have accepted their Entitlements in full) may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for Additional Shares.

### **5 No cooling off rights**

Cooling off rights do not apply to an investment in Offer Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

### **6 Taxation**

The Directors do not consider it appropriate to give Eligible Shareholders advice regarding the taxation consequences of applying for Offer Shares (including any Additional Shares) under this Offer Booklet.

Taxation implications will vary depending upon the individual circumstances of individual Eligible Shareholders. Eligible Shareholders are strongly recommended to obtain their own professional advice (including taxation advice) before deciding whether to accept the Entitlement Offer or apply for Additional Shares under the Shortfall Facility.

Neither the Company, nor any of its officers or employees or advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences, of the Entitlement Offer or the acquisition or disposal of securities in connection with the Entitlement Offer.

## D. Glossary

In this Booklet, the following capitalised terms have the following meanings (unless the context requires otherwise).

<b>Additional Shares</b>	Offer Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's Entitlement.
<b>Announcements</b>	the ASX announcements relating to the Entitlement Offer, as announced by the Company to ASX on 12 April 2017 and 18 April 2017 and included in section C of this Booklet.
<b>Application</b>	an application for Offer Shares lodged in accordance with the instructions in this Booklet and the Entitlement and Acceptance Form.
<b>ASIC</b>	Australian Securities & Investments Commission.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
<b>Booklet</b>	this entitlement offer booklet.
<b>Closing Date</b>	5:00pm (Sydney time) on 8 May 2017, or such other date as the Company determines.
<b>Company</b>	iBuyNew Group Limited ACN 108 958 274.
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Director</b>	a director of the Company.
<b>Eligible Shareholder</b>	a Shareholder who is a registered holder of Shares on the Record Date with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.
<b>Entitlement and Acceptance Form</b>	your personalised application form enclosed with this Booklet.
<b>Entitlement</b>	the number of Offer Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer (ignoring the Shortfall Facility).
<b>Entitlement Offer</b>	a 2 for 3 non-renounceable pro-rata entitlement offer to subscribe for Offer Shares at the Issue Price set out in this Booklet and the Entitlement and Acceptance Form as announced by the Company to ASX on 12 April 2017.
<b>Issue Date</b>	15 May 2017, or such other date as the Company determines.
<b>Issue Price</b>	\$0.003, being the price per Entitlement Offer Share.
<b>Offer Period</b>	the period commencing on the Opening Date and ending on the Closing Date

<b>Offer Shares</b>	the new Shares offered under the Offer.
<b>Opening Date</b>	24 April 2017.
<b>Record Date</b>	7.00pm (Sydney time) on 19 April 2017.
<b>Register</b>	the register of Shareholders.
<b>Registry</b>	Link Market Services Limited ACN 083 214 537.
<b>Securities Act</b>	the United States Securities Act of 1933, as amended.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Shareholder</b>	a registered holder of a Share.
<b>Shortfall Facility</b>	the mechanism by which Eligible Shareholders can apply for Additional Shares as described in clause 7 of section B.
<b>U.S. Person</b>	a “U.S. Person” as defined in Regulation S under the Securities Act.