

# **Raffles Capital Limited**

ACN 009 106 049

to be renamed

## **GasHubUnited Holding Limited**

# **PROSPECTUS**

For the offer of up to 50,000,000 Shares at an Issue Price of \$0.20 each to raise up to \$10,000,000 (before costs) (Public Offer).

The Public Offer is not underwritten.

This Prospectus is a re-compliance Prospectus for the purposes of satisfying chapters 1 and 2 of the Listing Rules and to satisfy ASX requirements for reinstatement of the Company's securities to trading following a change in the nature and scale of the Company's activities.

The offer made under this Prospectus and the issue of securities pursuant to this Prospectus is subject to and conditional on satisfaction of the offer conditions. If the offer conditions are not satisfied, no securities will be issued pursuant to this Prospectus and the Company will repay all money received from applicants without interest.

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional advisor.

The Shares offered by this Prospectus should be considered as highly speculative.

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## 1. CORPORATE DIRECTORY

### Raffles Capital Limited

ACN 009 106 049  
ABN 66 009 106 049

### Business Office

Level 2, 131 Macquarie Street  
Sydney NSW 2000  
Telephone: +61 2 9251 7177  
Fax: +61 2 9251 7500  
Website: www.rafflescapital.com.au

### Current Directors and Board Structure

Abigail Zhang Executive Chairman  
Benjamin Non-Executive Director  
Amzalak  
Richard Holstein Non-Executive Director

### Company Secretary

Richard Holstein

### Proposed Directors and Board Structure (after transaction is completed)

Sydney Kwan Non-Executive Chairman  
Aviers Lim Managing Director  
Roger Khoo Executive Director  
Samuel Siaw Finance Director  
Abigail Zhang Non-Executive Director  
Benjamin Non-Executive Director  
Amzalak  
Richard Holstein Non-Executive Director

### Company Secretary

Richard Holstein

### Registered Office

Level 13  
Macquarie House  
167 Macquarie Street  
Sydney NSW 2000

### Share Registry

ComputerShare Investor Services Pty Limited  
Level 4  
60 Carrington Street  
Sydney NSW 2000  
Telephone: 1300 850 505

### Auditor

K.S. Black and Co.  
Level 5  
350 Kent Street  
Sydney NSW 2000  
Telephone: +61 2 8839 3000

### Investigating Accountant

Lo Surdo Financial Advisory  
Level 5  
350 Kent Street  
Sydney NSW 2000  
Telephone: +61 2 8839 3000

### Lawyers to the Offer

Piper Alderman  
Level 23  
Governor Macquarie Tower  
1 Farrar Place  
Sydney NSW 2000  
Telephone: +61 2 9253 9999

### Lead Manager

**Claymore Capital Pty Limited**  
Level 27  
25 Bligh Street  
Sydney NSW 2000  
Telephone: +61 2 9233 2063

**ASX Code – RAF (previous); GSH (new)**

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## 2. TIMETABLE

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| Date             |  |
|------------------|--|
| 3 November 2017  | Lodgement of prospectus with ASIC                                |
| 3 November 2017  | Lodgement of prospectus and Appendix 1A with ASX                 |
| 10 November 2017 | Public offer opens   |
| 24 November 2017 | Closing date   |
| 8 December 2017  | ASX conditional approval   |
| 15 December 2017 | Satisfaction of ASX requirements for reinstatement               |
| 18 December 2017 | Completion of proposed acquisition                               |
| 18 December 2017 | Issue date / shares entered into shareholders' security holdings |
| 21 December 2017 | Re-commencement of trading shares on ASX                         |

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The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the Issue Date. The Directors also reserve the right not to proceed with the whole or part of the Public Offer at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

### **3. IMPORTANT NOTES**

Capitalised terms used in this Prospectus have the meaning ascribed to them in the Glossary (Section 16).

#### **3.1 Lodgement and timing**

This Prospectus is dated 3 November 2017 and was lodged with ASIC and the ASX on that date.

ASIC, ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the Public Offer to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

An application will be made to the ASX within seven days after the date of this Prospectus for quotation of the Offer Shares the subject of this Prospectus.

#### **3.2 Disclaimer**

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Offer Shares the subject of this Prospectus should be considered highly speculative.

No document or information included on the Company's website is incorporated by reference into this Prospectus, unless otherwise stated.

#### **3.3 Applications**

Persons wishing to apply for Shares pursuant to the Public Offer must do so using the Application Form as provided with a copy of this Prospectus. The Corporations Act prohibits any person passing onto another person an Application Form, unless it accompanies the complete an unaltered version of this Prospectus.

#### **3.4 Offer Conditions**

The Public Offer the subject of this Prospectus is conditional upon the following Offer Conditions:

- (a)** The Shareholders approving the Transaction Resolutions at the General Meeting. This Offer Condition was satisfied at the General Meeting held on 13 September 2017 (see Section 6.5);
- (b)** The Company receiving subscriptions for the Minimum Subscription of the Public Offer to satisfy the ASX Conditions for re-quotation;
- (c)** Completion of the Proposed Acquisition; and

- (d) ASX approving the Company's re-compliance with the admission requirements under Chapters 1 and 2 of the Listing Rules and the Company receiving conditional approval by the ASX for re-quotations of the Company's Shares on ASX (see Section 6.6).

If any of the Offer Conditions numbered (a) to (d) above are not satisfied, then the Company will not proceed with the Public Offer, and will repay all Application Monies received.

If the Company does not proceed with the Public Offer the subject of this Prospectus, the Company will not proceed with the Private Offers.

### **3.5 Electronic Prospectus**

This Prospectus will be issued in paper form and as an electronic Prospectus which may be accessed on the internet at [www.rafflescapital.com.au](http://www.rafflescapital.com.au).

The Public Offer pursuant to the electronic Prospectus is only available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person passing the Application Form on to another person unless it is attached to, or accompanied by, the complete and unaltered version of the Prospectus.

During the Offer Period, any person may obtain a hard copy of this Prospectus by contacting the Company at the address set out in the Corporate Directory in Section 1.

### **3.6 Forward - looking statements**

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that indicate risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management.

The Company, the Directors and management cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Investors are cautioned not to place undue reliance on the forward-looking statements in this Prospectus.

Except where required by law, the Company, Directors and management have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. Some (but not all) of these risk factors are set out in Section 12.

### 3.7 Foreign jurisdictions

No action has been taken to permit the Public Offer of Shares under this Prospectus in any jurisdiction other than Australia. The distribution of this Prospectus outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of any Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

#### (a) Residents of Singapore

This Prospectus has not been registered with the Monetary Authority of Singapore. This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares under the Public Offer may not be circulated or distributed, nor may those Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, other than to the following (each an exempt investor):

- (1) To an “institutional investor” under section 274 of the *Securities and Futures Act*, Chapter 289 of Singapore (**SFA**);
- (2) To a “relevant person” pursuant to section 275 (1) of the SFA, or any person pursuant to section 275(1A) of the SFA, and, in each case, in accordance with the conditions specified in section 275 of the SFA; or
- (3) Otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed for or purchased under the Public Offer by an exempt investor, you are subject to restrictions on transferability and re-sale. The Shares may not be transferred or re-sold in Singapore, except as permitted under the SFA. By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

#### (b) Residents of Hong Kong

The contents of this Prospectus have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Public Offer. If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.

This Prospectus has not been registered in Hong Kong and it has not been approved by the Securities and Futures Commission of Hong Kong under the *Securities and Futures Ordinance* (Chapter 571) of Hong Kong (**SFO**). This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares under the Public Offer may not be circulated or distributed, nor may such Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Hong Kong, other than to the following:

- (1) To a “professional investor” under the SFO;

- (2) In circumstances which will not result in the Prospectus constituting a “Prospectus” under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that ordinance.
- (3) By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

### **3.8 Highly speculative investment**

An investment in the Shares offered under this Prospectus should be considered highly speculative. Refer to Section 12 for details of the key risks applicable to an investment in the Company. Persons wishing to apply for Shares offered under the Public Offer the subject of this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Shares offered pursuant to the Public Offer the subject of this Prospectus.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any applicant. Before making any investment in the Company, each applicant should consider whether such an investment is appropriate to his or her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for Shares offered pursuant to this Prospectus have any questions, they should consult their stockbroker, solicitor, accountant or other professional advisor.

There is no guarantee that the Shares offered under this Prospectus will make a return on the capital invested, that dividends will be paid on the Shares or that there will be an increase in the value of the Shares in the future.

### **3.9 Other matters**

All financial amounts in this Prospectus are expressed as Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Defined terms and abbreviations in this Prospectus are detailed in the glossary in Section 16.

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. Copies of the documents with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

You can obtain a copy of any of the following documents:

- (1) the annual financial report most recently lodged with ASIC by the body;
- (2) any half-year financial report lodged with ASIC by the body after the lodgement of that annual financial report and before the lodgement of the copy of the prospectus with ASIC;
- (3) any continuous disclosure notices given by the body after the lodgement of that annual financial report and before the lodgement of the copy of the prospectus with ASIC.



## **Raffles Capital Limited – Important Notes**

A copy of documents (1) to (3) above will be provided, free of charge to anyone who asks for it during the application period for the prospectus.

#### 4. LETTER FROM THE CHAIRPERSON

Dear Investor,

On behalf of the Directors of Raffles Capital Limited (to be renamed GasHubUnited Holdings Limited), I am delighted to invite you to participate in the issue of 50,000,000 Shares at an Issue Price of \$0.20 per Share to raise up to \$10,000,000 (**Public Offer**).

On 24 May 2017, the Company announced the execution of a binding heads of agreement with Singapore domiciled GasHubIn Engineering Private Limited and GasHubIn Technology Private Limited (**GasHub Group**) for the Proposed Acquisition of 100% of the issued capital in the GasHub Group.

By entering into the Proposed Acquisition, the GasHub Group will become wholly owned subsidiaries of the Company.

The Proposed Acquisition of GasHub Group, described further in the Prospectus, signifies an important transforming event that will see the Company focus its business activities in the energy sector in the Asia Pacific region.

Whilst an investment under the Public Offer must be considered highly speculative, I believe it represents an excellent opportunity to participate in an exciting Company. I encourage you to read the Prospectus carefully and seek professional advice if required before making an investment decision.

On behalf of the Board of Directors, I commend the Public Offer to you and look forward to welcoming you as a Shareholder.

Yours sincerely,



Abigail Zhang  
Chairperson

## 5. INVESTMENT SUMMARY

This section is not intended to provide full information for investors intending to apply for the Offer Shares pursuant to the Public Offer the subject of this Prospectus. This Prospectus should be read and considered in its entirety. The Offer Shares offered pursuant to the Public Offer the subject of this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Shares.

| Topic                                   | Summary   | More Information |
|---|---|------------------|
| <b>Introduction</b>                     |   |                  |
| Who is the issuer of the Prospectus?    | Raffles Capital Limited ACN 009 106 049 (to be renamed GasHubUnited Holding Limited).   | Section 9        |
| Who is the Company and what does it do? | <p>The Company is an Australian public Company that was admitted to the official list of the ASX on 8 October 1986.</p> <p>The Company is currently suspended from trading as it does not have any underlying business.</p> <p>Previously the Company was involved in investments in various industries including mineral exploration and investment.</p>   | Section 9        |
| Key investment highlights.              | <p>The Directors consider the key highlights of the investment in the Company under the Public Offer, and, consequentially, the GasHub Group, include:</p> <ul style="list-style-type: none"> <li>• First class technology, scalable throughout the world;</li> <li>• Platform to reduce risk associated with energy supply; and</li> <li>• A management team, at both executive and Board level, with the skills and experience to manage the development and growth of the business.</li> </ul> | Sections 7 and 8 |
| What are the Company's key assets?      | <p>Currently the Company has no assets.</p> <p>Upon Acquisition Completion, the Company's key assets will be those assets of the GasHub Group. These are:</p> <ul style="list-style-type: none"> <li>• Property, plant and equipment;</li> <li>• Contracts work in progress;</li> </ul>   | Section 10       |

| Topic   | Summary   | More Information |
|---|---|------------------|
|   | <ul style="list-style-type: none"> <li>• Cash and cash equivalents; and</li> <li>• Trade debtors.</li> </ul>  |                  |
| <p>What is the Public Offer?</p>                | <p>The Company is offering up to 50,000,000 Shares, each at an Issue Price of \$0.20 per Share, to raise up to \$10,000,000 (before costs of the Public Offer).</p> <p>The Minimum Subscription is the lesser of \$10,000,000, or the minimum amount required to satisfy the ASX Conditions.</p> <p>The Public Offer is not underwritten.</p>   | <p>Section 6</p> |
| <p>What are the Offer Conditions?</p>           | <p>The Public Offer is conditional on satisfaction of the Offer Conditions set out in Section 3, which are:</p> <ul style="list-style-type: none"> <li>• the Shareholders approving the Transaction Resolutions at the General Meeting. This Offer Condition was satisfied at the General Meeting held on 13 September 2017 (see Section 6.5);</li> <li>• the Company receiving subscriptions for the Minimum Subscription of the Public Offer to satisfy the ASX Conditions for re-quotations;</li> <li>• Acquisition Completion; and</li> <li>• ASX approving the Company’s re-compliance with the admission requirements under Chapters 1 and 2 of the Listing Rules and the Company receiving conditional approval by the ASX for re-quotations of the Company’s Shares on ASX (see Section 6.6).</li> </ul> <p>If any of the Offer Conditions above are not satisfied, then the Company will not proceed with the Public Offer, and will repay all Application Monies received.</p> <p>If the Company does not proceed with the Public Offer the subject of this Prospectus, the Company will not proceed with the Private Offers.</p> | <p>Section 6</p> |
| <p>Why is the Public Offer being conducted?</p> | <p>The purposes of the Public Offer are:</p> <ul style="list-style-type: none"> <li>• to acquire the GasHub Group under the Proposed Acquisition;</li> </ul>  | <p>Section 6</p> |

| Topic   | Summary   | More Information         |
|---|---|--------------------------|
|   | <ul style="list-style-type: none"> <li>• re-comply with ASX’s admission requirements, in accordance with chapters 1 and 2 of the Listing Rules;</li> <li>• to meet the Acquisition Conditions, to enable Acquisition Completion;</li> <li>• to provide funding so the Company can implement the Company’s Business Strategy;</li> <li>• to meet the expenses of the Public Offer; and</li> <li>• to provide working capital for the Company.</li> </ul>   |                          |
| <p>What is the Proposed Acquisition?</p>                    | <p>The proposed Acquisition by the Company of 100% of the securities in GasHubIn Engineering and GasHubIn Technology from the GasHub Group Vendors in accordance with the Acquisition Agreement.</p>  | <p>Section 7</p>         |
| <p>What are the key terms of the Acquisition agreement?</p> | <p>The key terms of the Acquisition Agreement are as follows:</p> <p><b>Acquisition Conditions</b></p> <p>Acquisition Completion is conditional on:</p> <ul style="list-style-type: none"> <li>• the Company receiving conditional approval by ASX to reinstatement of quotation of the Company’s Shares, and those ASX Conditions being satisfied to the reasonable satisfaction of the Company and GasHub Group;</li> <li>• the Company undertaking the Public Offer and meeting the Minimum Subscription which, once the Offer Shares have been issued, will, together with the Shares on issue, satisfy the spread requirements imposed under the ASX Conditions for the reinstatement to quotation of the Company’s Shares;</li> <li>• the Transaction Resolutions being passed at the General Meeting;</li> <li>• Receipt by the Company of Restriction Agreements executed by each of the GasHub Group Vendors.</li> </ul> <p><b>Consideration</b></p> <p>The consideration payable by the Company to each of the GasHub Group Vendors under the Acquisition</p> | <p>Sections 6 and 13</p> |

| Topic   | Summary  | More Information   |
|---|--|--------------------|
|   | <p>Agreement varies according to the number of GasHub Group Shares held by the GasHub Group Vendor.</p> <p>Under the Acquisition Agreement, the Company will acquire all GasHub Group Shares as consideration for the Consideration Shares, being 150,000,000 Shares in the Company; and</p> <p><b>Warranties and indemnities</b></p> <p>The Acquisition Agreement contains standard vendor warranties and indemnities customary for transactions of this nature, along with usual threshold and limitation of liability provisions.</p>   |                    |
| <p>What approvals were sought at the General Meeting?</p>                                   | <p>At the General Meeting held on 13 September 2017, the Company received Shareholder approval for each of the Transaction Resolutions. These were:</p> <ul style="list-style-type: none"> <li>• <b>Resolution 1:</b> to change the nature and scale of the activities of the Company;</li> <li>• <b>Resolution 2:</b> to issue the consideration Shares to the GasHub Group Vendors ;</li> <li>• <b>Resolution 3:</b> to issue up to 50,000,000 Shares under the Public Offer; and</li> <li>• <b>Resolution 4:</b> to change the Company's name to "GasHubUnited Holdings Limited".</li> </ul>  | <p>Section 6.5</p> |
| <p>Why is the Company required to re-comply with Chapters 1 and 2 of the Listing Rules?</p> | <p>The Company's Shares have been suspended from trading since 21 April 2016.</p> <p>At the General Meeting held on 13 September 2017, the Company received Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Proposed Acquisition.</p> <p>To give effect to these changes, ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules.</p> <p>The Company's Shares will not be reinstated for quotation until the Company has satisfied the Offer Conditions, including re-compliance with Chapters 1 and 2 of the Listing Rules.</p> | <p>Section 6.6</p> |

| Topic   | Summary  | More Information |
|---|--|------------------|
|   | <p>This Prospectus is issued to assist the Company to re-comply with these Offer Conditions.</p> <p>There is a risk that the Company may not be able to meet the requirements for re-quotations on ASX.</p> <p>In the event the Offer Conditions are not satisfied or the Company does not receive conditional approval for re-quotations on ASX then the Company will not proceed with the Public Offer and will repay all Application Monies received (without interest).</p>  |                  |
| <p>What is the Company's business strategy and who is the GasHub Group?</p>   | <p>The Company's proposed business strategy is to make an investment in a sustainable industry which benefits all stakeholders.</p> <p>The GasHub Group is made up of Singapore domiciled GasHubIn Engineering Private Limited and GasHubIn Technology Private Limited.</p>  | <p>Section 9</p> |
| <p>What is the GasHub Group's business strategy and business model?</p>   | <p>The GasHub Group is planning two key business strategies:</p> <ul style="list-style-type: none"> <li>• <b>GasHubIn Engineering:</b> expand the GasHub Group's infrastructure business throughout the Asia Pacific region; and</li> <li>• <b>GasHubIn Technology:</b> introduce the GasHub Group's fuel cell and energy generation technology throughout the Asia Pacific region, including developed and developing jurisdictions.</li> </ul> <p>Currently the GasHub Group is negotiating energy system integration and generation contracts in Australia (3), New Zealand (1), Myanmar (1) and Singapore (1).</p> <p>The GasHub Group's intention is to focus on the industrial sector (not retail), which has the highest use of electricity and gas in all jurisdictions.</p> | <p>Section 9</p> |
| <p><b>Key risks</b></p>   |  |                  |
| <p>Prospective investors should be aware that subscribing for Shares involves a number of risks and uncertainties. The risk factors set out in Section 12, and the general risks applicable to all investments in all listed securities, may affect the value of Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. This Section summarises only some of the risks which apply to an investment in the Company and investors should refer to Section 12 for a more detailed summary of some of the risks.</p> |  |                  |

| Topic  | Summary  | More Information           |
|--|--|----------------------------|
| <p>Conditional Offer: subject to the Offer Conditions, including Acquisition Completion.</p> | <p>As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements.</p> <p>The Company's Shares are currently suspended, and will remain suspended until:</p> <ul style="list-style-type: none"> <li>• Acquisition Completion;</li> <li>• Public Offer Completion;</li> <li>• re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules; and</li> <li>• compliance with the ASX Conditions for reinstatement to quotation.</li> </ul> <p>There is a risk that the Company will not be able to satisfy one or more of these four requirements, and that the Company's Shares will consequently remain suspended from quotation.</p> <p>There is also a contractual risk that other conditions precedent to the Proposed Acquisition will not be achieved, and that Acquisition Completion does not occur.</p> <p>If the Offer Conditions are not satisfied (including completion of the Proposed Acquisition) or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Public Offer and will repay all Application Monies received (as applicable). If the Public Offer does not proceed, the Proposed Acquisition will not proceed.</p> | <p>Sections 6.6 and 12</p> |
| <p>Global market place.</p>  | <p>The industry in which GasHub is involved is subject to global demand and supply configurations which are beyond the capacity of the Company to control. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of the global market-place, where market participants' activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business.</p>   | <p>Section 12</p>          |



| Topic  | Summary   | More Information  |
|--|---|-------------------|
| Reliance on key management personnel.                                | The Company and the GasHub Group has a number of key management personnel, and their future depends on retaining and attracting these and other suitable qualified personnel. There is no guarantee that the Company and the GasHub Group will be able to attract and retain suitable qualified personnel, and a failure to do so could materially adversely affect the business, operating results and financial prospects.  | Sections 8 and 12 |
| <b>The Public Offer</b>  |   |                   |
| What is the proposed use of the funds raised under the Public Offer? | <p>The funds raised under the Public Offer are proposed to be used to fund the following key business activities:</p> <ul style="list-style-type: none"> <li>• expansion of business operations;</li> <li>• security deposit/s – retail sector expansion;</li> <li>• working capital; and</li> <li>• transaction and re-listing costs.</li> </ul>   | Section 7.2       |
| Will the Company be adequately funded after Public Offer Completion? | The Directors are satisfied that, at Public Offer Completion, the Company will have sufficient working capital to carry out its Business Strategy as set out in Section 9.  | Section 9         |
| What rights and liabilities attach to the Shares being offered?      | All Offer Shares issued under the Public Offer will rank equally in all respects with existing Shares. The rights and liabilities attaching to the Shares are described in Section 14.  | Section 14        |
| Is the Public Offer underwritten?                                    | The Public Offer is not underwritten.   |                   |
| Who is the Lead Manager to the Public Offer?                         | <p>The Company has appointed Claymore Capital Pty Limited as Lead Manager to the Public Offer.</p> <p>Claymore Capital Pty Limited has also agreed to assist GasHub with its capital raising.</p> <p>Fees relating to the appointment include:</p> <ul style="list-style-type: none"> <li>• a \$10,000 fee on appointment;</li> <li>• a fee for 6% on funds raised by Claymore Capital Pty Limited;</li> <li>• a project management fee of 1% of total capital raised; and</li> </ul> | Section 13        |

| Topic  | Summary  | More Information   |
|--|--|--------------------|
|  | <ul style="list-style-type: none"> <li>a \$5,000 per month retainer paid at the end of the project.</li> </ul> <p>Additionally, Claymore Capital Pty Limited will receive 500,000 Shares in the Company at Public Offer Completion.</p>  |                    |
| <p>Will the Shares issued under the Public Offer be listed?</p>                            | <p>The Company will apply for listing of the Offer Shares on the ASX under the ASX code “RAF” (or the new ASX code) within seven days of the date of this Prospectus. Public Offer Completion is conditional on ASX approving this application.</p>  | <p>Section 6.6</p> |
| <p>What are the tax implications of investing in Shares issued under the Public Offer?</p> | <p>The tax consequences of any investment in securities will depend on individual circumstances. Prospective investors should obtain their own tax advice before deciding to invest.</p>   | <p>Section 6</p>   |
| <p>What will the Company’s dividend policy be?</p>   | <p>The Company does not intend to pay any dividend within the first 18 months following the Public Offer.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as:</p> <ul style="list-style-type: none"> <li>the availability of distributable earnings;</li> <li>the operating results and financial condition of the Company;</li> <li>future capital requirements; and</li> <li>general business and other factors considered relevant by the Directors.</li> </ul> <p>No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.</p> | <p>Section 6</p>   |
| <p>How do I apply for Shares in the Public Offer?</p>                                      | <p>Applications for Offer Shares under the Public Offer will only be accepted on the Application Form accompanying this Prospectus.</p> <p>The Application Form must be completed in accordance with the instructions set out on the back of the form.</p> <p>The Application Form must be accompanied by a personal cheque, payable in Australian dollars, or payment to the bank account advised by the Lead Manager, for an amount equal to the number of Offer</p>   | <p>Section 17</p>  |

| Topic   | Summary   | More Information |
|---|---|------------------|
|   | <p>Shares for which the applicant wishes to apply multiplied by the Issue Price of \$0.20 per Share.</p> <p>Cheques must be made payable to “<b>Raffles Capital Limited – Share Application Account</b>” and should be crossed “Not negotiable”.</p> <p>Applications for Offer Shares must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 5,000 Shares (\$1,000).</p> <p>Completed Application Forms and accompanying cheques must be received by the Company before 5.00pm (Sydney time) on the Closing Date at either of the following addresses:</p> <p style="padding-left: 40px;">Raffles Capital Limited<br/>Attn. Richard Holstein<br/>Level 2, 131 Macquarie Street<br/>Sydney NSW 2000</p> <p>Or</p> <p style="padding-left: 40px;">Claymore Capital Pty Limited<br/>Attn. Anton Rosenberg<br/>Level 27, 25 Bligh Street<br/>Sydney NSW 2000</p> |                  |
| When will I receive confirmation that my application has been successful? | Subject to the Offer Period being extended, it is expected that holding statements will be sent to successful applicants by post on or about 18 December 2017.  | Sections 2 and 6 |
| How can I find out more about the Prospectus or the Public Offer?         | Questions relating to the Public Offer can be directed to the Company Secretary on +61 2 9251 7177.   | Section 1        |
| <b>Board and management</b>   |   |                  |
| Who are the Directors?  | <p>The current Directors are:</p> <ul style="list-style-type: none"> <li>• Ms. Abigail Zhang – Executive Chair;</li> <li>• Mr. Benjamin Amzalak – Non-Executive Director; and</li> <li>• Mr. Richard Holstein – Non-Executive Director.</li> </ul> <p>On Acquisition Completion, the following persons will be appointed to the Board of Directors:</p>   | Section 8        |

| Topic  | Summary  | More Information      |
|--|--|-----------------------|
|  | <ul style="list-style-type: none"> <li>• Mr. Sydney Kwan – Non-Executive Chair;</li> <li>• Mr. Aviers Lim – Managing Director and CEO;</li> <li>• Samuel Siaw – Finance Director and CFO; and</li> <li>• Roger Khoo – Executive Director.</li> </ul> <p>Ms. Zhang will step down as Chair and Mr. Kwan will be appointed as Chair on Acquisition Completion.</p>   |                       |
| What are the significant interests of Directors?   | The interests of Directors are detailed in Section 8.  | Section 8             |
| Are there any relationships between the Company and parties involved in the Proposed Acquisition or Public Offer that are relevant to investors? | Mr Aviers Lim (including associates) after completion of the transaction will control 47.24% of the Company.   | Section 14            |
| <b>Miscellaneous</b>   |  |                       |
| What material contracts is the Company a party to?   | <p>The Company is party to:</p> <ul style="list-style-type: none"> <li>• the Heads of Agreement dated 24 May 2017 between the Company and the GasHub Group;</li> <li>• the Acquisition Agreement;</li> <li>• the Lead Manager Agreement; and</li> <li>• the Non-executive Director Agreements.</li> </ul>  | Sections 8, 13 and 14 |
| What material contracts is GasHub Group a party to?  | Remuneration agreements with the managing director and the regional director.  | Section 13            |
| What will be the financial position of the Company following Public Offer Completion and Acquisition Completion?                                 | <p>The Company is listed on the ASX and its financial history is available on the ASX website and the Company's website <a href="http://www.rafflescapital.com.au">www.rafflescapital.com.au</a>.</p> <p>The source and proposed use of funds available following Acquisition Completion is set out in Section 7.2.</p> <p>Further financial information regarding the Company and the GasHub Group is provided in Section 9, and the Investigating Accountant's Report in Section 11.</p> | Sections 7, 9 and 11  |

| Topic  | Summary  | More Information  |
|--|--|-------------------|
| <p>Will any Shares be subject to escrow?</p> | <p><b>Public Offer Shares</b></p> <p>No Shares issued under the Public Offer will be subject to escrow.</p> <p><b>Consideration Shares</b></p> <p>The GasHub Group Vendors have acknowledged that some or all of the Consideration Shares being issued pursuant to the Acquisition Agreement may be escrowed in accordance with the requirements of ASX.</p> <p>The GasHub Group Vendors have agreed to execute the Restriction Agreements.</p> <p><b>Private Offer Shares</b></p> <p>Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and the Company’s Shares being reinstated to trading on the ASX, certain Shares being issued pursuant to the Private Offer under the Proposed Acquisition will be classified by ASX as restricted securities. These restricted securities will be required to be held in escrow for up to 24 months from the date of reinstatement.</p> | <p>Section 14</p> |

## 6. DETAILS OF THE OFFERS

### 6.1 The Public Offer

By this Prospectus, the Company makes the Public Offer for up to 50,000,000 Shares at an Issue Price of \$0.20 each to raise up to \$10,000,000 (before the costs of the Public Offer).

All the Shares issued pursuant to the Public Offer will rank equally with existing Shares in the Company. Please refer to Section 14 for further information regarding the rights and liabilities attaching to Shares.

Please refer to section 6.11(a) for details on how to apply for Shares under the Public Offer.

### 6.2 ASX waivers

The Company has not applied to the ASX for any waivers.

### 6.3 Minimum Subscription

The Company must raise the full amount of \$10,000,000 from the issue of 50,000,000 Shares at an Issue Price of \$0.20 each to meet the requirements of ASX chapters 1 and 2 of the Listing Rules, and the Acquisition Agreement.

### 6.4 Consideration Shares

In addition to the Public Offer, and subject to the Acquisition Conditions being satisfied, the Company will issue 150,000,000 Shares to the GasHub Group Vendors pursuant to the Acquisition Agreement.

A summary of the rights and liabilities attaching to Shares is set out in Section 14.

### 6.5 General Meeting

At the General Meeting held on 13 September 2017, the Company received Shareholder approval for each of the Transaction Resolutions. These were:

- (a) **Resolution 1:** to change the nature and scale of the activities of the Company;
- (b) **Resolution 2:** to issue the consideration Shares to the GasHub Group Vendors;
- (c) **Resolution 3:** to issue up to 50,000,000 Shares under the Public Offer; and
- (d) **Resolution 4:** to change the Company's name to "GasHubUnited Holdings Limited".

### 6.6 Re-compliance with Chapters 1 and 2 of the Listing Rules

At the General Meeting, the Company sought Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Proposed Acquisition.

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules.

This Prospectus is issued to assist the Company to re-comply with these requirements.

The Company's Shares are currently suspended, and will remain suspended until:

- (a) Acquisition Completion;
- (b) Public Offer Completion;
- (c) re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules; and
- (d) compliance with the ASX Conditions for reinstatement to quotation.

There is a risk that the Company will not be able to satisfy one or more of these four requirements, and that the Company's Shares will consequently remain suspended from quotation.

There is also a contractual risk that the Acquisition Conditions will not be achieved, and that Acquisition Completion does not occur.

If the Offer Conditions are not satisfied (including completion of the Proposed Acquisition) or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with Public Offer Completion, and will repay all Application Monies received (as applicable). If the Public Offer does not proceed, the Proposed Acquisition will not proceed.

## **6.7 Issue of Offer Shares**

Shares issued pursuant to the Public Offer will be issued in accordance with the Listing Rules and the timetable set out in section 2.

Pending the issue of the Offer Shares under the Public Offer, or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act.

The Company, however, will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

Holding statements for Offer Shares issued under the Public Offer will be mailed in accordance with the Listing Rules and timetable set out at in Section 2.

## **6.8 Quotation of Shares**

Application for quotation of the Shares issued pursuant to this Prospectus will be made in accordance with the timetable set out in Section 2.

If ASX does not grant quotation of the Offer Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC) the Company will not issue any Offer Shares and will repay all Application Monies for the Offer Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Offer Shares.

### **6.9 Restricted securities**

Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and the Company's securities being reinstated to trading on ASX, certain Shares will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement of trading of the Company's securities on ASX. During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

The Shares that will be escrowed will be the Consideration Shares issued to the GasHub Group Vendors.

### **6.10 Dividend Policy**

The Company does not intend to pay any dividend within the first 18 months following the Public Offer, as the Company's focus will primarily be on using cash reserves to grow and develop the GasHub operation.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as:

- (a) the availability of distributable earnings;
- (b) the operating results and financial condition of the Company;
- (c) future capital requirements; and
- (d) general business and other factors considered relevant by the Directors.

No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

### **6.11 How to apply**

#### **(a) Public Offer**

Applications for Offer Shares under the Public Offer will only be accepted on the Application Form accompanying this Prospectus.

The Application Form must be completed in accordance with the instructions set out on the back of the form.

The Application Form must be accompanied by a personal cheque, payable in Australian dollars, or payment to the bank account advised by the Lead Manager, for an amount equal to the number of Offer Shares for which the applicant wishes to apply multiplied by the Issue Price of \$0.20 per Share.

Cheques must be made payable to "**Raffles Capital Limited – Share Application Account**" and should be crossed "Not negotiable".



Applications for Offer Shares must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 5,000 Shares (\$1,000).

Completed Application Forms and accompanying cheques must be received by the Company before 5.00pm (Sydney time) on the Closing Date at either of the following addresses:

Raffles Capital Limited  
Attn. Richard Holstein  
Level 2, 131 Macquarie Street  
Sydney NSW 2000

Or

Claymore Capital Pty Limited  
Attn. Anton Rosenberg  
Level 27, 25 Bligh Street  
Sydney NSW 2000

Applicants under the Public Offer are encouraged to lodge their Public Offer Application Forms as soon as possible as the Public Offer may close early without notice. An original, completed and lodged Public Offer Application Form together with a cheque for the Application Monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares in the Public Offer Application Form.

The Public Offer Application Form does not need to be signed to be valid. If the Public Offer Application Form is not completed correctly or if the accompanying payment is for the wrong amount, the application may still be treated by the Company as valid. The Directors' decision as to whether to treat such an application as valid, and how to construe, amend or complete the Public Offer Application Form, is final. However, an applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque or direct transfer for the Application Monies.

**(b) Private Offer**

The Private Offer is an offer to the GasHub Group Vendors only. Only the GasHub Group Vendors (or their nominees) may apply for Shares under the vendor offer.

**6.12 Application monies to be held on trust**

Until the Shares are issued under this Prospectus, the Application Monies for Shares will be held by the Company on trust on behalf of applicants in a separate bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus. If the Shares to be issued under this Prospectus are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

**6.13 Allocation of Shares**

The Directors will determine the recipients of the Shares under the Public Offer in consultation with the Lead Manager. The Directors (in conjunction with the Lead Manager) reserve the right to reject any application or to issue a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no issue is

made, the surplus Application Monies will be promptly refunded by cheque to the applicant (without interest).

Subject to the Offer Conditions being satisfied, the issue of securities under the Public Offer will occur as soon as practicable after the Public Offer close. Holding statements will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares. Applicants who sell the Shares before they receive their holding statement will do so at their own risk.

#### **6.14 Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

#### **6.15 CHESS and issuer sponsorship**

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of Shares can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus (as well as any other Shares registered in their name at the time). The notice will also advise holders of their “Holder Identification Number” (if broker sponsored) or “Securityholder Reference Number” (if issuer sponsored) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

#### **6.16 Privacy**

If you complete an Application Form, you will be providing personal information to the Company (directly or through the Company’s Share Registry). The Company collects, holds and will use that information to:

- assess your application;
- service your needs as a Shareholder in the Company;
- facilitate distribution payments and corporate communications to you as a Shareholder; and
- carry out administration.

The information may also be used from time to time and disclosed to:

- persons inspecting the Company’s securities registers;

- bidders for your Shares in the context of takeovers;
- regulatory bodies, including the Australian Taxation Office;
- authorised securities brokers;
- print service providers;
- mail houses; and
- the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in Section 1.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to process or accept your application.

#### **6.17 Taxation**

It is the responsibility of all persons to satisfy themselves of the taxation treatment that applies to them in relation to the Public Offer, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

#### **6.18 Enquiries**

Any questions concerning the Public Offer should be directed to the Lead Manager on +61 2 9233 2063.

## 7. PURPOSE AND EFFECT OF THE OFFERS

### 7.1 Purpose of the Public Offer

The purpose of the Public Offer is to raise up to \$10,000,000 (before the Offer Costs) to provide the Company with additional working capital to assist the funding of the Company's Business Strategy.

### 7.2 Use of funds

The table below sets out the intended use of funds raised under the Prospectus (assuming the Public Offer is fully subscribed) together with existing cash reserves over the two years following reinstatement to quotation of Shares as follows:

| <b>Source of Funds</b>                                     | <b>Amount</b>       |
|--|---------------------|
| Funds raised under the Public Offer                        | \$10,000,000        |
| Cash on hand of the Company and GasHub Group               | 343,000             |
| <b>Total Funds available</b>                               | <b>\$10,343,000</b> |
| <b>Use of Funds</b>  |                     |
| Expansion of business operations                           |                     |
| - (mini) LNG storage and refilling facility                | 1,000,000           |
| - 3GEX capital expenditure                                 | 4,000,000           |
| Retail licensing security deposit                          | 3,000,000           |
| Working capital  | 1,783,000           |
| Transaction and listing costs (incl. Cost of Public Offer) | 560,000             |
| <b>Total Use of Funds</b>                                  | <b>\$10,343,000</b> |

Refer to Section 14.6 for further details relating to the estimated Offer Costs.

At Public Offer Completion, the Board believes the Company will have sufficient working capital to undertake the activities detailed in the table above.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including business success or failure) and new circumstances have the potential to affect the manner in which funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

### 7.3 Effect of the Public Offer

The principal effect of the Public Offer, assuming the Public Offer is fully subscribed, will be to:

- (a) Increase the Company's cash reserves by \$10,000,000 immediately after Public Offer Completion; and

- (b) Increase the number of Shares on issue from 7,970,630 Shares as at the date of this Prospectus, to 207,970,630 Shares immediately after Public Offer Completion.

#### 7.4 Effect on the capital structure

As at the date of the Prospectus the Company has on issue 7,970,630 fully paid ordinary Shares. There are no options issued.

The combined effect on the capital structure of the Company of the Public Offer, assuming the Public Offer is fully subscribed and no options are granted then exercised between the date of this Prospectus and the Closing Date, is set out below.

|  | <b>Number of Shares</b>   |
|--|---------------------------|
| Shares already on issue  | 7,970,630                 |
| Shares to be issued:<br>to GasHub vendors<br>under the public offer          | 150,000,000<br>50,000,000 |
| <b>Total shares on issue after completion and on re-admission to the ASX</b> | <b>207,970,630</b>        |

## 8. DIRECTORS, KEY MANAGEMENT AND CORPORATE GOVERNANCE

### 8.1 Director profiles

#### (a) Current Directors

##### (1) Abigail Zhang

*Non-Executive Chairperson*

Abigail Zhang is currently a Director of Marvel Earn Ltd. She has exposure in investments and advisory services to Chinese companies seeking overseas listings, capital raisings and potential merger and Proposed Acquisition opportunities. Abigail's experience includes hands-on management and China business relationships in the bio-tech, agricultural, energy, mining and property sectors. She works closely with investment bankers, auditors, lawyers, valuers and other professionals to enhance the position of clients in preparation for their Initial Public Offerings, Reverse Take-Overs and Mergers and Acquisitions activities. She holds a bachelor degree in Human Resource Management from the Beijing Jiao Tong University.

##### (2) Benjamin Amzalak

*Non-Executive Director*

Benjamin Amzalak has an extensive background in capital raising, investor relations and broking communications. He has been engaged in capital management, raising in excess of \$250,000,000 in new venture capital for mining and other public companies. He provides advisory services to public companies in many areas including Initial Public Offerings and Mergers and Acquisitions.

##### (3) Richard Holstein

*Non-Executive Director and Company Secretary*

Richard Holstein has a B Bus (Accounting), FCPA, MBA (Macquarie Graduate School of Management). He has over 25 years' experience primarily in the property and exploration sectors for listed and unlisted small and medium enterprises. He provides administration and secretarial services to a variety of companies including publicly listed companies.

If the resolutions relating to the proposed transaction are approved and the transaction is completed the Current Directors will remain, in addition to the Proposed Directors below.

On Acquisition Completion, Ms. Abigail Zhang will step down as Chairperson, and Mr. Sydney Kwan will be appointed as Non-Executive Chairman.

#### (b) Proposed Directors

##### (1) Sydney Kwan

*Proposed Non-Executive Chairman*

Mr. Kwan has accumulated a diversified range of engineering and business experience over the past 30 years. He began his career as a systems scientist developing real-time avionics systems within various military fighter jet programs for the US Government. He then transitioned to the commercial space to assist in the development of a document management system for a Company who is now a division of IBM. At the same time, Mr. Kwan co-owned a small engineering Company specialising in laboratory airflow control systems for many of the major pharmaceutical firms and educational institutions in the state of California. During his tenure of ownership, his interest began to focus on energy efficiency systems while interacting with the major utility providers in California. In the past six years, Mr Kwan assisted the Lippo Group to explore areas of investment in the renewable energy sector. He currently sits on the Board of Proton Power, Inc, and also is the CEO of Proton Power Asia, which was formed for the purpose of developing renewable energy projects in Asia.

Mr. Kwan holds a Master's degree in Computer Architecture from University of California, Los Angeles, and a Bachelors of Engineering degree in Computer Engineering from University of California, Los Angeles.

**(2) Aviers Lim**

*Proposed Managing Director and Chief Executive Officer*

Mr. Lim is responsible for the overall performance as well as for the formulation of corporate strategies and the strategic future direction of the GasHub Group. Mr. Lim has over 25 years of industry experience in gas piping and installation business. He started off in the family business dealing with piping hardware in the oil & gas sector before founding the existing gas piping and installation business in the early 90s.

Mr. Lim is also the co-founder and Chief Operating Officer of Proton Power Asia Ltd, a green energy solution provider that converts biomass to a variety of energy products. He has more than 15 years of experience in green energy fields, including biomass, syngas, renewable fuel, biochar, hydrogen and fuel cells. He specialises in developing technology and commercialising them. He also has strong understanding and capability of techno-economics analysis, business strategies developing and Company structuring.

Being an entrepreneur, Mr. Lim was a winner of the Singapore Spirit of Enterprise Awards 2015 and his fuel cell Company, Gashubin Technology, is recipient of Singapore Green Technology Awards 2015.

**(3) Roger Khoo**

*Proposed Executive Director, Regional Business Development*

Mr. Khoo currently leads the development of the GasHub Group's regional strategies and is responsible for enhancing existing business segments and developing potential markets in the Asia Pacific region. He started his career

with British Telecom PLC in 1992 while pursuing a Bachelor of Science degree in Economics at the University of London.

In 1994, Mr. Khoo founded his first business in network solutions and hardware retail. In 1995, he invested into a second business in designing computer-based learning for primary schools in Singapore. In 2003, Mr. Khoo partnered with Aviers Engineering Pte Ltd (now known as Gashubin Technology Private Limited) to venture into the renewable energy sector and succeeded in pioneering Singapore's first fuel cell Company.

Between 2003 and 2009, he founded and developed an interior design and consultancy business with regional operations in China, Vietnam and Malaysia. The Company was eventually acquired by a leading design practice firm, Ong&Ong Pte. Ltd., and he was appointed as their Regional Director for Interior Design, responsible for their Vietnam operations.

**(4) Samuel Siaw**

*Proposed Executive Director, Chief Financial Officer*

Mr. Siaw is responsible for the Group's finance related functions including financial strategy and budgeting, mergers and Proposed Acquisitions, management and statutory reporting, tax and treasury.

Prior to joining the GasHub Group, Mr. Siaw accumulated over 20 years of experience in public accounting and venture capital work. He started his career with KPMG Singapore and subsequently with various firms, involved in work ranging from public accounting, IPO and private equity investments to venture capital consulting.

Mr. Siaw holds a Bachelor of Commerce and Administration degree in Accountancy and Finance from the Victoria University of Wellington, New Zealand. He is a member of the Singapore Institute of Directors, and an associate member of Chartered Accountants Australia and New Zealand. He is also a certified coach with Gallup Inc., in talent management.

The Proposed Directors do not have any prior ASX experience.

**8.2 Directors' interests**

Other than as set out in this Prospectus, no Director or Proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (1) the Company's formation or promotion; or
  - (2) the Public Offer; or
- (c) the Public Offer,



and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or Proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (1) the formation or promotion of the Company; or
  - (2) the Public Offer.

### **8.3 Directors' security holdings**

As at the date of this Prospectus, the Current Directors hold the following interest in securities of the Company:

| <b>Name</b>      | <b>Shares Held</b> |
|------------------|--------------------|
| Abigail Zhang    | 750,000            |
| Benjamin Amzalak | -                  |
| Richard Holstein | 430,000            |

As at Acquisition Completion, the current and Proposed Directors will hold the following interest in securities of the Company:

| <b>Name</b>      | <b>Shares Held</b> |
|------------------|--------------------|
| Aviers Lim       | 82,750,000         |
| Sydney Kwan      | -                  |
| Roger Khoo       | 6,500,000          |
| Samuel Siaw      | 6,500,000          |
| Abigail Zhang    | 750,000            |
| Benjamin Amzalak | -                  |
| Richard Holstein | 430,000            |

### **8.4 Remuneration of Directors**

The Constitution provides that the non-executive Directors may be paid, in aggregate for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in a general meeting of the Shareholders. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current aggregate sum has been set at an amount not to exceed \$300,000 per annum.

The remuneration of executive Directors is decided by the Board, without the affected executive Director participating in that decision-making process and may be paid by way of fixed salary or commission.

## Raffles Capital Limited – Directors, Key Management and Corporate Governance

Directors may also be reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

The Current Directors have each executed Remuneration Agreements with the Company entitling them to remuneration in their capacities as non-executive Directors.

The remuneration (including superannuation) of the Current Directors for the year ended 31 December 2017 will be as follows:

| Name             | Remuneration |
|------------------|--------------|
| Abigail Zhang    | \$84,000     |
| Benjamin Amzalak | \$48,000     |
| Richard Holstein | \$48,000     |

At Acquisition Completion, the non-executive Proposed Directors will each execute Remuneration Agreements with the Company entitling them to remuneration in their capacities as non-executive Directors.

The remuneration of the non-executive Proposed Directors for the year ended 31 December 2018 will be as follows:

| Name             | Remuneration |
|------------------|--------------|
| Sydney Kwan      | \$55,000     |
| Abigail Zhang    | \$48,000     |
| Benjamin Amzalak | \$48,000     |
| Richard Holstein | \$48,000     |

### 8.5 Key terms of agreements with Directors

#### (a) Agreements with Current Directors and Proposed Directors

Each of the Directors have been appointed (in the case of the Proposed Directors, conditional on Acquisition Completion occurring) in accordance with letters of appointment including standard terms and conditions for appointment of Directors of ASX-listed entities. These include terms such as:

- (1) Duties;
- (2) Remuneration;
- (3) Review;
- (4) Confidentiality;
- (5) Termination;
- (6) Insurance; and
- (7) Governing law and jurisdiction.

#### (b) Deeds of access, indemnity and insurance

The Company is proposing to be party to a deed of access, indemnity and insurance with each of the Current Directors and Proposed Directors (subject to Acquisition Completion occurring).

Under these deeds of access, indemnity and insurance, the Company would agree to indemnify each Director to the extent permitted by the Corporations Act against any liability arising as a result of the Director acting as a Director of the Company. The Company would also agree to maintain insurance policies for the benefit of the Directors, and allow the Directors to inspect Board papers in certain circumstances.

## **8.6 Corporate governance**

The summary below identifies the key corporate governance policies and practices adopted by the Board. The Board is committed to ensuring continued investor confidence in the operations of the Company and in maintaining high standards of corporate governance in the performance of their duties.

### **(a) Roles of the Board and management**

The Board is responsible for evaluating and setting the strategic direction for the Company, establishing goals for management and monitoring the achievement of these goals.

Subject to the specific authorities reserved to the Board under the Board Charter, the Board delegates to the managing Director responsibility for the management and operation of the Company. The Managing Director is responsible for the day-to-day operations, financial performance and administration of the Company within the powers authorised to him from time-to-time by the Board. The managing Director may make further delegation within the delegations specified by the Board and will be accountable to the Board for the exercise of those delegated powers.

Further details of Board responsibilities, objectives and structure are set out in the Board Charter, which is available on the Company's website.

### **(b) Board committees**

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate committees at this time including audit, risk, remuneration or nomination committees, preferring at this stage of the Company's development, to manage these elements of the Company's corporate governance framework through the Board. The Board assumes the responsibilities normally delegated to the audit, risk, remuneration and nomination committees.

If the Company's activities increase in size, scope and nature, the appointment of separate committees will be reviewed by the Board and implemented if appropriate.

### **(c) Diversity**

The Company has adopted a formal Diversity Policy and is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of the Company and on the Board.

The Company is at a stage of its development such that the application of measurable objectives in relation to gender diversity, at various levels of the Company's business, is not considered to be appropriate or practical.

The Board will review this position on an annual basis and will implement measurable objectives as and when it deems the Company requires them.

The Diversity Policy is available on the Company's website.

**(d) Code of Conduct**

The Company has implemented a Code of Conduct which provides guidelines aimed at maintaining high ethical standards, corporate behaviour and accountability within the Company.

An employee that breaches the Code of Conduct may face disciplinary action including, in the cases of serious breaches, dismissal.

The Code of Conduct is available on the Company's website.

**(e) Audit**

The Board as a whole fulfils the functions normally delegated to the Audit Committee as detailed in the Audit Committee Charter.

The Board is responsible for the initial appointment of the External Auditor and the appointment of a new External Auditor when any vacancy arises. Candidates for the position of External Auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an External Auditor based on criteria relevant to the Company's business and circumstances. The performance of the External Auditor is reviewed on an annual basis by the Board.

The Board receives regular reports from management and from the External Auditor. It also meets with the External Auditor as and when required.

The External Auditor attends the Company's AGM and is available to answer questions from security holders relevant to the audit.

Prior approval of the Board must be gained for non-audit work to be performed by the External Auditor. There are qualitative limits on this non-audit work to ensure that the independence of the External Auditor is maintained.

**(f) Disclosure**

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. The Company has a Continuous Disclosure Policy which outlines the disclosure obligations of the Company as required under the Listing Rules and Corporations Act. The Continuous Disclosure Policy is designed to ensure that procedures are in place so that the market is properly informed of matters which may have a material impact on the price at which Company securities are traded.

The Board considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers in its meetings. Individual Directors are required to make such a consideration when they become aware of any information in the course of their duties as a Director.

The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company.

The Continuous Disclosure Policy is available on the Company's website.

The Board has designated the Company secretary as the person responsible for communicating with ASX. The chairperson, managing Director (where one is appointed) and Company Secretary are responsible for ensuring that:

- (1) Company announcements are made in a timely manner, are factual and do not omit any material information required to be disclosed under the Listing Rules and Corporations Act; and
- (2) Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

You can obtain a copy of any of the following documents:

- (3) the annual financial report most recently lodged with ASIC by the body;
- (4) any half-year financial report lodged with ASIC by the body after the lodgement of that annual financial report and before the lodgement of the copy of the prospectus with ASIC;
- (5) any continuous disclosure notices given by the body after the lodgement of that annual financial report and before the lodgement of the copy of the prospectus with ASIC.

A copy of documents (1) to (3) above will be provided, free of charge to anyone who asks for it during the application period for the prospectus.

**(g) Shareholder communication**

The Company recognises the value of providing current and relevant information to its Shareholders.

The Company respects the rights of its Shareholders, and to facilitate the effective exercise of those rights the Company is committed to:

- (1) Communicating effectively with Shareholders through releases to the market via ASX and the Company website, information mailed to Shareholders and General Meetings; and

- (2) Giving Shareholders ready access to clearly understandable information about the Company.

The Company also makes available a telephone number and email address for Shareholders to make enquiries of the Company. These contact details are located on the Company's web site at:

<http://www.rafflescapital.com.au/contact/>

Shareholders may elect to, and are encouraged to, receive communications from the Company and its registry electronically.

The Company maintains information in relation to its Constitution, governance documents, Directors and senior executives, Board and committee charters, annual reports and ASX announcements on the Company's website.

#### **(h) Risk management**

The Board is committed to the identification, assessment and management of risk throughout the Company's business activities.

The Board is responsible for the oversight of the Company's risk management and internal compliance and control framework. The Company does not have an internal audit function. Responsibility for control and risk management is delegated to the appropriate level of management within the Company.

The Managing Director (where one is appointed) will have ultimate responsibility to the Board for the risk management and internal compliance and control framework.

The Company has established policies for the oversight and management of material business risks.

The Company's Risk Management and Internal Compliance and Control Policy recognises that risk management is an essential element of good corporate governance and fundamental in achieving its strategic and operational objectives. Risk management improves decision making, defines opportunities and mitigates material events that may impact security holder value.

The Company processes of risk management and internal compliance and control include:

- (1) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect those risks;
- (2) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (3) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls,

including regular assessment of the effectiveness of risk management and internal compliance and control.

The Board reviews the Company's risk management framework at least annually to ensure that it continues to effectively manage risk.

**(i) Independence of Directors**

The independence of each Proposed Director has been determined by considering the relevant factors suggested in the Corporate Governance Principles and Recommendations (3rd Edition) as published by ASX Corporate Governance Council.

It was found that Messrs. Lim, Khoo and Siaw are not independent as they will be executives of the Company.

Mr. Kwan is considered independent in accordance with independence factors, and there are no other factors that the Company considers are likely to affect Mr. Kwan exercising independent judgement with respect to the affairs of the Company.

**(j) Departures from recommendations**

In accordance with the Listing Rules, the Company is required to report any departures from the recommendations in its Financial Report.

The Company's departures from the recommendations as at the date of this Prospectus are set out in Annexure A.

## 9. OVERVIEW OF THE COMPANY AND THE GASHUB GROUP

### 9.1 Company strategy

The Company is an Australian public Company that was admitted to the official list of the ASX on 8 October 1986.

The Company is currently suspended from trading as it does not have any underlying business.

Previously the Company was involved in investments in various industries including mineral exploration and investment.

The Company is now seeking to apply for re-quotation of its shares on the ASX. To do so, the Company must satisfy the ASX Conditions.

At the General Meeting held on 13 September 2017, the Company received Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Proposed Acquisition.

To give effect to these changes, ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules.

### 9.2 The GasHub Group

#### (a) Overview of the GasHub Group

The GasHub Group is made up of GasHubIn Engineering Private Limited (**GasHubIn Engineering**) and GasHubIn Technology Private Limited (**GasHubIn Technology**).

##### *GasHubIn Engineering*

GasHubIn Engineering was formed 25 years ago. GasHubIn Engineering provides services commencing with the consultation and design phase, through to construction and installation. GasHubIn Engineering provides services for various project types, relating to gas pipe installation, diversion, termination & capping off, re-commissioning, repair and extension. GasHubIn Engineering provides services to residential, commercial and industrial clients around Singapore.

Projects completed by GasHubIn Engineering include:

- condominiums, such as Reflections at Keppel Bay, Spa Esta, One Canberra, Minton and others;
- commercial projects, such as Ion Orchard, Wisma Atria and Kopitiam;
- healthcare institutions, such as Ng Teng Fong General Hospital and SengKang General Hospital; and
- hotels, such as Genting Hotel, Windsor Hotel and many more.



The Proposed Acquisition will enable the GasHub Group to expand its GasHubIn Technology and GasHubIn Engineering businesses throughout the Asia Pacific region, commencing with Australia and New Zealand.

#### *GasHubIn Technology*

GasHubIn Technology was formed in 2001 with a vision to focus on the integration and commercialisation of green technology, including Fuel Cell systems. GasHubIn Technology has successfully commercialised Proton Exchange Membrane Fuel Cells (**PEMFC**), and is currently expanding into Solid Oxide Fuel Cell (**SOFC**) technology. The existing product line will see a significant enhancement in the next few years.

GasHubIn Technology has formalised strategic partnerships with Nanyang Technological University, National University of Singapore and Temasek Polytechnic (**Research Partners**). All are world-class tertiary institutions in the global education network, reputed for their programs, applied research, managerial excellence and innovative corporate culture. These Research Partners have been supporting GasHubIn Technology in the design, development, and innovation of hydrogen based PEMFC technologies and other renewable energy areas that are of mutual interest to the Research Partners and the GasHub Group.

GasHubIn Technology has an in-house R & D team to value-add to both its gas piping and technology business, developing the following range of products over the years:

- (1) Fire-rated box-up design for gas piping, which has been granted a patent for gas detection of hydrogen gas, town gas, natural gas and liquid petroleum gas;
- (2) Hydrogen based fuel cell, to provide back-up power to lift lighting and fans in Singapore domiciled public housing;

In addition, GasHubIn Technology:

- (3) design, certify and outsource the supply of high energy efficiency natural gas water heaters, boilers, storage tanks and burners with green mark certification;
- (4) license technology from Temasek Polytechnic for portable handheld power pack operated by chemical fuel that produces hydrogen on demand; and
- (5) OEM LPG/natural gas-powered fuel cell for remote power and/or back up power application.

Technology is in the process of completing a fuel cell that can produce both heat and power for residential, commercial and industrial cogeneration use. Otherwise known as a Combined Heat and Power (**CHP**) System.

#### *The GasHub Group Ownership*

Each of GasHubIn Technology and GasHubIn Engineering currently have one shareholder, Mr Lim Shao-Lin (Aviers Lim).

Under the Proposed Acquisition, Mr. Lim Shao-Lin's intention is to transfer 13,450,000 of his Consideration Shares to employees of the GasHub Group (including associates of Mr. Lim). At completion of the Proposed Acquisition and completion of the Public Offer, Mr. Lim Shao-Lin will remain the largest shareholder of the Company, with a Relevant Interest of 98,250,000 shares in the Company (including associates) and a Voting Power of 47.24%.

Mr. Lim Shao-Lin is the Managing Director of each of GasHubIn Technology and GasHubIn Engineering (the GasHub Group).

Detailed information regarding Mr. Lim Shao-Lin can be found below.

At Acquisition Completion, Mr. Lim Shao-Lin will become the Managing Director of the Company.

**(b) The GasHub Group Business**

The GasHub Group has two key strategies:

- **GasHubIn Engineering:** Expand its infrastructure business throughout the Asia Pacific region; and
- **GasHubIn Technology:** Introduce its fuel cell and energy generation technology throughout the Asia Pacific region, including developed and developing jurisdictions.

GasHubIn Technology is currently negotiating fuel cell and energy generation contracts in Australia (3), New Zealand (1), Myanmar (1) and Singapore (1).

The GasHub Group's intention is to focus on the industrial sector (not retail), which has the highest use of electricity and gas in all jurisdictions.

GasHubIn Technology has patents relating to fuel cell technology and battery storage registered throughout the world via the 'World Intellectual Property Organisation'. The GasHub Group has the necessary licenses, government approvals, intellectual property rights needed to conduct its business and operate within the stated jurisdictions.

The GasHub Group has strategic partnerships with several universities which involves research in relation to fuel cell development and lithium battery development.

The Company has reviewed the benefits to maintaining its ASX Listing and is of the view the following factors are advantageous:

- (1) When viewed by North American and European investors, the ASX has a greater standing than other security exchanges in the Asia Pacific region;
- (2) The Australian market has a greater appetite for technology stocks, and those technology stock listings receive broader attention;

- (3) Other securities exchanges around the world (outside of Asia and Australia) are perceived to be too large for companies similar to the Company and as a result;
- (4) North American exchanges do not have the same liquidity or the same appetite to raise capital at attractive prices; and
- (5) The ASX is focused on attracting start-ups (technology companies) from key countries, which includes Singapore.

**(c) The GasHub Group Business Prospects**

GasHub Group's growth strategy is underpinned by its experience and expertise in delivering bespoke and reliable gas-piping systems and efficient energy solutions to suit client requirements. The Group's growth will be driven by the following:

- (1) Expansion into the supply and retail of Natural Gas to customers in Singapore ("Natural Gas Business"):
  - Given that the Group's engineering business relates to natural gas-piping infrastructure, the supplying and retailing of natural gas to the existing piping customers is a logical downstream expansion of the existing engineering business; and
  - The Group therefore intends to promulgate the use of natural gas as a viable, sustainable and environmentally-friendly alternative to LPG, town gas and diesel, to industrial and commercial customers in Singapore.
- (2) Expansion of GasHub business through acquisitions, joint ventures or strategic alliances:
  - The Group may also expand the business, whether in Singapore or overseas, through acquisitions, joint ventures and/or strategic alliances that they believe will complement their current and future businesses.
- (3) Extension of the Group's energy generation technology into the Australian market providing off-grid integrated energy solutions to resources sector consumers.

## 10. FINANCIAL INFORMATION

Following the change in the nature and scale of activities, the Company will be focused on developing the GasHub Group Business. For this reason, the Company's past operations and financial historical performance will not be of significant relevance to future activities.

The Directors consider that it is not possible to accurately predict the future revenues or profitability of the Company, the GasHub Group Business. The Directors consider that it is not possible to accurately predict whether any material revenues or profitability will eventuate.

Prior to the date of this Prospectus, the Company has been suspended from trading due to the Company not having a business. The Directors are of the view that prior results to date do not provide sufficient evidence to predict any future material revenues or profitability.

It is difficult to make an evaluation of the GasHub Group Business, or the GasHub Group Business's financial prospects outside its current operation. Accordingly, no assurance can be given that the Company will achieve commercial viability through the Proposed Acquisition of the GasHub Group and the implementation of the Company's Business Strategy.

The initial funding for the Company's future activities will be generated from the Public Offer and the existing cash reserves of the Company and the GasHub Group. The Company may need to raise further capital in the future to continue to develop the GasHub Group's Business, and such amounts may be raised by further equity raisings, or the Company may consider other forms of debt or quasi-debt funding if required.

As a result of the above, the Company is not in a position to disclose any of the key financial ratios or financial information, other than the financial statements included in the Investigating Accountant's Report in Section 11.

**11. INVESTIGATING ACCOUNTANT’S REPORT**

# Lo Surdo Financial Advisory Pty Ltd

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Phone 02 8839 3000  
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23 October 2017

The Directors  
Raffles Capital Limited  
Level 2, 131 Macquarie Street  
SYDNEY NSW 2000

Dear Directors,

## Investigating Accountants Report

### Independent Limited Assurance Report ("Report") on Raffles Capital Limited Historical and Pro Forma Historical Financial Information

#### Introduction

We have been engaged by Raffles Capital Limited ("the Company") to report on the historical financial information of the Company for the period ended 30 June 2017 and pro forma financial information of the Company as at 30 June 2017 for inclusion in the prospectus ("Prospectus") of the Company dated October 2017 in connection with the Company's proposed issue of 50 million shares at an issue price of \$0.20 per share to raise up to \$10 million before costs ("the Offer").

Expressions and terms defined in the Prospectus have the same meaning in this Report.

The future prospects of the Company, other than the preparation of Pro Forma Historical Financial Information, assuming completion of the transaction summarised in the Prospectus, are not addressed in this Report. This Report also does not address the risks associated with an investment in shares in the company.

#### Background

On 24 May 2017, the Company announced the execution of a binding Heads of Agreement with the GasHub Group for the acquisition of 100% of the issued capital of the GasHub Group. In addition to the public offer, and subject to certain conditions being satisfied, the Company will issue 150 million shares to the GasHub Group vendors pursuant to the Acquisition Agreement.

#### Scope

#### Historical Financial Information

You have requested Lo Surdo Financial Advisory Pty Ltd ("LS FA") to review the following historical financial information of the Company included in Appendix A to this Report, comprising:

- The statement of financial position of the Company as at 30 June 2017; and
- The statement of financial position of the GasHub Group as at 30 June 2017.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles of the International Financial Reporting Standards and the Company's adopted accounting policies.

### **Historical Financial Information (cont.)**

The Historical Financial Information has been extracted from the financial statements of the Company for the relevant periods.

The Company's financial statements were reviewed for the half-year period ended 30 June 2017 and an unmodified review opinion was issued.

The Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by International Financial Reporting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

### **Pro Forma Historical Financial Information**

You have requested LS FA to review the pro forma historical consolidated statement of financial position as at 30 June 2017, referred to as "the Pro Forma Historical Financial Information".

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information of the Company after adjusting for the effects of the subsequent events and pro forma adjustments described in Appendix A. The stated basis of preparation is the recognition and measurement principles of the International Financial Reporting Standards applied to the Historical Financial Information and the events or transactions to which the subsequent events and pro forma adjustments relate. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or financial performance.

### **Director's Responsibility**

The Directors of the Company are responsible for the preparation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

### **Our Responsibility**

Our responsibility is to express a limited assurance conclusion on the Historical Financial Information and Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making such enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. Our procedures included:

- A consistency check of the application of the stated basis of preparation, to the Historical and Pro Forma Historical Financial Information;
- A review of the Company's work papers, accounting records and other documents;
- Enquiry of directors, management personnel and advisors;
- Consideration of subsequent events and pro forma adjustments described; and
- Performance of analytical procedures applied to the Pro Forma Historical Financial Information.

A review is subsequently less in scope than an audit conducted in accordance with International Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## Conclusions

### Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in Appendix A, and comprising the consolidated statements of financial position as at 30 June 2017 of the Company and its controlled entities (including the Gas Hub Group) are not presented fairly in all material respects, in accordance with the stated basis of preparation.

### Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

### Responsibility

LS FA has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included. LS FA has not authorised the issue of the Prospectus. Accordingly, LS FA makes no representation regarding, and takes no responsibility for, any other documents or material in, or omissions from, the Prospectus.

### Disclosure of Interest

LS FA does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. LS FA will receive a professional fee for the preparation of this Report.

Yours faithfully,

*Lo Surdo Financial Advisory Pty Ltd*

Lo Surdo Financial Advisory Pty Ltd



Appendix A: Historical and Pro Forma Financial Information

A. Raffles Capital Limited

Statement of Financial Position as at 30 June 2017.

|                              | <b>Consolidated<br/>30 June 2017<br/>\$,000</b> |
|------------------------------|---|
| <b>Assets</b>                |   |
| <b>Current Assets</b>        |   |
| Cash and Cash Equivalents    | 58  |
| Other Assets                 | <u>3</u>  |
| Total Assets                 | <u>61</u>                                       |
| <b>Liabilities</b>           |   |
| <b>Current Liabilities</b>   |   |
| Payables                     | <u>133</u>                                      |
| Total Liabilities            | <u>133</u>                                      |
| (Deficiency in Net Assets)   | <u>(72)</u>                                     |
| <b>Equity</b>                |   |
| Issued Capital               | 9,489   |
| Reserves                     | 5   |
| Accumulated Losses           | <u>(9,566)</u>                                  |
| (Deficiency in Total Equity) | <u>(72)</u>                                     |

B. Raffles Capital Limited

Consolidated Pro Forma Statement of Financial Position as at 30 June 2017

|  | The Company<br>Reviewed<br>30 June 2017<br>\$0,000 | GasHub Group<br>Reviewed<br>30 June 2017<br>\$0,000 | Notes | Pro Forma<br>Adjustments<br>Unaudited<br>\$0,000 | Pro Forma<br>Reviewed<br>\$0,000 |
|--|--|---|-------|--|----------------------------------|
| <b>Assets</b>                                |  |   |       |  |                                  |
| <b>Current Assets</b>                        |  |   |       |  |                                  |
| Cash and Cash Equivalents                    | 58   | 285   | 1 i   | 9,440  | 9,783                            |
| Trade Debtors                                | -  | 5,630   |       |  | 5,630                            |
| Inventory                                    | -  | 408   |       |  | 408                              |
| Other Assets                                 | 3  | 3,556   |       |  | 3,556                            |
| Total Current Assets                         | 61   | 9,879   |       |  | 19,377                           |
| <b>Non-Current Assets</b>                    |  |   |       |  |                                  |
| Goodwill on consolidation                    | -  | -   | 1 iii |  | 28,022                           |
| Plant and Equipment                          | -  | 2,607   |       |  | 2,607                            |
| Trade Debtors                                | -  | 1,226   |       |  | 1,226                            |
| Total Non-Current Assets                     | -  | 3,833   |       |  | 31,855                           |
| Total Assets                                 | -  | 13,712  |       |  | 51,232                           |
| <b>Current Liabilities</b>                   |  |   |       |  |                                  |
| Trade Creditors                              | -  | 4,682   |       |  | 4,682                            |
| Borrowings                                   | -  | 800   |       |  | 800                              |
| Other Payables                               | 133  | 1,067   |       |  | 1,200                            |
| Total Current Liabilities                    | 133  | 6,549   |       |  | 6,682                            |
| <b>Non-Current Liabilities</b>               |  |   |       |  |                                  |
| Borrowings                                   | -  | 2,240   |       |  | 2,240                            |
| Other  | -  | 127   |       |  | 127                              |
| Total Non-Current Liabilities                | -  | 2,367   |       |  | 2,367                            |
| Total Liabilities                            | 133  | 8,916   |       |  | 9,049                            |
| Net Assets/(Deficiency in)                   | (72)   | 4,796   |       |  | 42,183                           |
| <b>Equity</b>                                |  |   |       |  |                                  |
| Issued Capital                               | 9,489  | 1,976   | 1 i   | 10,000   | 48,929                           |
|  | 5  |   | 1 ii  | (560)  |                                  |
|  |  |   | 1 iii | 30,000   |                                  |
| Reserves                                     |  |   |       | (1,976)  |                                  |
| Retained<br>Earnings/(Accumulated<br>Losses) | (9,566)  | 2,820   |       |  | (6,746)                          |
| Net Equity/(Deficiency in)                   | (72)   | 4,796   |       |  | 42,183                           |

## 1. Adjustments adopted in compiling the Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information has been prepared by adjusting the Historical Financial Information to reflect the financial effects of the following subsequent events which have occurred in the period since 30 June 2017 and the date of this Report.

### Pro Forma Adjustments

The following Pro Forma transactions which are yet to occur, are proposed to occur following completion of the Offer:

- (i) The issue of 50,000,000 ordinary shares in the Company at \$0.20 each to raise \$10,000,000 before costs pursuant to the Offer;
- (ii) The payment of cash costs related to the Offer estimated to be \$560,000 (comprising expenses of the Public Offer, commissions and fees and ASX costs as set out in the Use of Funds table in Section 14.6);
- (iii) Completion of the acquisition of the GasHub Group through the issue of 150,000,000 shares at \$0.20 per share.

The Pro Forma Historical Financial Information has been presented in abbreviated form and does not contain all the disclosures usually provided in an Annual Report prepared in accordance with the *Corporations Act 2001*.

## 2. Statement of Significant Accounting Policies

### (a) Basis of Preparation

The Historical Financial Information has been prepared in accordance with the recognition and measurement requirements of the International Financial Reporting Standards ("IFRS"), adopted by the International Accounting Standards Board and the *Corporations Act 2001*.

The Pro Forma Financial Information presented in the Prospectus has been notionally consolidated for as at 30 June 2017 to reflect the Company's public offer and acquisition of the GasHub Group.

The significant accounting policies that have been adopted in the preparation and presentation of the historical and the Pro Forma Historical Financial Information are:

### (b) Basis of Measurement

The historical and pro forma financial information has been prepared on the historical cost basis except for financial instruments classified at *fair value through profit or loss*, which are measured at fair value.

### (c) Functional and Presentation Currency

These historical and pro forma financial information has been presented in Australian dollars which is the Group's functional currency. The historical and pro forma financial information of the GasHub Group have been translated from Singapore dollars, to Australian dollars in accordance with international financial reporting standards.

### (d) Principles of Consolidation

The historical and pro forma financial information incorporates the assets, liabilities and results of entities controlled by the Company at the end of the pro forma reporting period.

In preparing the consolidated financial statements, all intragroup balances and transaction between entities in the consolidated entity have been eliminated in full on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

(e) **Use of Estimates and Judgements**

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

(f) **Going Concern**

The historical and pro forma financial information have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

(g) **Revenue Recognition**

The revenue amount is the fair value of the consideration received or receivable from the gross inflow of economic benefits during the reporting period arising from the course of the activities of the entity and it is shown net of any related sales taxes and rebates. Revenue from the sale of goods is recognised when significant risks and rewards of ownership are transferred to the buyer, there is neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and the amount of revenue and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue from rendering of services that are not significant transactions is recognised as the services are provided or when the significant acts have been completed. Interest income is recognised using the effective interest method.

(h) **Cash and Cash Equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(i) **Trade and Other Receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, profitability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

**(j) Trade and Other Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

**(k) Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for, as follows:

- Raw materials; purchase cost on a first in/first out basis
- Finished goods and work in progress; cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**(l) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

**(m) Plant and Equipment**

Depreciation is provided on a straight-line method to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets.

An asset is depreciated when it is available for use until it is derecognised even during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

**(m) Plant and Equipment (cont.)**

Plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. The gain or loss arising from the derecognition of an item of plant and equipment is measured as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting period and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

**(n) Income Tax**

Income tax is accounted for using the balance sheet method of tax effect accounting.

**(o) Goods and Services Tax**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

## 12. RISK FACTORS

The Directors consider that the Shares offered under the Public Offer the subject of this Prospectus are highly speculative. An investment in the Company is not risk free, and the Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, and consult their professional advisors before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's Business Strategy. In addition, there are other general risks, many of which are largely beyond the control of the Company and Directors. Risks may have an impact either on the financial performance of the Company, the market price of the Shares, or both.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Based on the information available, the principal risks facing the Company upon Acquisition Completion will be as follows:

### 12.1 Completion risk

There is a risk that the Acquisition Conditions cannot or will not be fulfilled. Consequentially, there is a risk that Acquisition Completion does not occur.

If Acquisition Completion does not occur, the Company will incur costs relating to advisors and other costs without any material benefit being achieved.

### 12.2 Re-quotation of Shares on ASX

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules.

The Company's Shares are currently suspended, and will remain suspended until:

- (a) Acquisition Completion;
- (b) Public Offer Completion;
- (c) re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules; and
- (d) compliance with the ASX Conditions for reinstatement to quotation.

There is a risk that the Company will not be able to satisfy one or more of these four requirements, and that the Company's Shares will consequently remain suspended from quotation.

### **12.3 Liquidity risk**

On Acquisition Completion, the Company proposes to issue Shares to the GasHub Group Vendors under the Private Offer.

The Company understands that ASX will treat some of these Shares as ‘restricted securities’ in accordance with Chapter 9 of the Listing Rules.

This could be considered an increased liquidity risk as a large portion of the Company’s Shares may not be able to be traded freely for a period of time.

### **12.4 Financial market risks**

Share market conditions may affect the value of the Company’s Shares, regardless of the Company’s operating performance. Share market conditions are affected by many factors, which include:

- (a) general economic outlook;
- (b) introduction of tax reform or other new legislation;
- (c) interest rates and inflation rates;
- (d) changes in investment sentiment towards market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

The market price of the Shares can fall as well as rise, and may be subject to varied and unpredictable influences on the market for equities in general, and technology stocks in particular. Neither the Company, nor the Directors, warrant the future performance of the Company or any return on an investment in the Company.

### **12.5 Currency risk**

The Company expects to derive its revenue from a variety of currencies. The Company will also be required to make payments in various currencies as well. Accordingly, changes in exchange rates are expected to have a direct effect on the performance of the Company.

### **12.6 Economic and government risks**

The future viability of the Company is also dependent on several other factors affecting performance of all industries, and not just the industries the Company operates in. These factors include, but are not limited to:

- (a) general economic conditions in jurisdictions in which the Company operates;
- (b) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;



- (c) the strength of the equity markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (d) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates;
- (e) natural disasters, social disturbance or war in jurisdictions in which the Company operates; and
- (f) renewable energy policies in jurisdictions in which the Company operates.

### **12.7 Grant of licences and patents**

The Company's activities are dependent upon the grant, or the maintenance of appropriate patents, licences, permits and/or regulatory consents which may be withdrawn or made subject to limitations. The grant and renewal of patents often depends on the Company being successful in obtaining the required statutory approvals for its proposed operations. There is no assurance that such renewals will be provided as a matter of course, and there is no assurance that new conditions will not be imposed upon the patent or renewal.

### **12.8 Additional requirements for capital**

The Directors are of the opinion that the funds to be raised under the Public Offer are sufficient to meet the immediate objectives of the Company.

Additional funding may be required:

- in the event that the Company's costs exceed the Company's estimates;
- to effectively implement the Company's Business Strategy and operational plans;
- to take advantage of opportunities for acquisitions, joint ventures or other business opportunities; or
- to meet any unanticipated liabilities or expenses which the Company may incur.

If such events occur, additional funding will be required.

Following the Public Offer, the Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of the Company's activities and potential development programs.

There can be no assurance that additional finance will be available when needed. Furthermore, there can be no assurance that the terms of any proposed financing would be favourable to the Company. Any proposed financing may involve substantial dilution to Shareholders.

### **12.9 Reliance on key personnel**

The Company's future depends, in part, on its ability to attract and retain key personnel. The Company may not be able to hire and retain such personnel at compensation levels consistent with the Company's existing compensation and salary structure.

The Company's future also depends on the continued contributions of other key management and technical personnel, the loss of whose services would be difficult to replace.

The inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's Business Strategy.

### **12.10 Litigation risk**

The Company is exposed to possible litigation risks, including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future, which may result in litigation. Any such claims or disputes if proven, may impact adversely the Company's operations, financial performance and financial position.

Neither the Company nor the GasHub Group is currently engaged in any litigation.

### **12.11 Reputational risk**

The reputation of the Company and its individual products are important in retaining and increasing the number of clients that utilise the Company's technology and services.

The Company's reputation may prevent the Company from successfully implementing its business strategy. Any reputational damage could adversely impact the Company's Business Strategy, and its future growth and profitability.

### **12.12 Manufacturing**

The GasHub Group currently manufactures several of the GasHub Group's products, and has several products in development that are yet to be manufactured at full scale. There are risks associated with disruption to the GasHub Group's manufacturing facilities and with scaling up manufacture of products in development. Any such disruptions or failures to scale up manufacture may impact the Company's financial performance.

### **12.13 Reliance on suppliers**

The Company relies on its suppliers to provide components used in the manufacture and assembly of its products. There is a risk the suppliers may not meet their obligations. Such failure to meet the Company's requirements may significantly impede the Company's ability to implement its business strategy therefore impact any future growth and profitability.

### **12.14 Future acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's Business Strategy. Any such future transactions are accompanied by the

risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving sales and margins anticipated and retaining key staff and customer and supplier relationships.

#### **12.15 Consumer demand risk**

In relation to the technology products produced by the GasHub Group, including fuel cell technology and LNG electricity generation, there is no certainty that there will be sufficient demand for these technology products.

In addition, there is no assurance the Company will be able to extend its product range or successfully develop new technology. If new technology is successfully developed, the market's acceptance of this new technology is uncertain due to factors such as price, availability of the technology, reliability and effectiveness within a given sector and client perception.

#### **12.16 Competition**

There is no assurance that that competitors will not succeed in developing technologies that are more effective or economic than the products manufactured or developed by the GasHub Group (or the Company), or which would render the products of the GasHub Group (or the Company) obsolete and/or uncompetitive.

The GasHub Group (and the Company) may be unable to compete successfully against future competitors where aggressive policies are employed to capture market share. Such competition may result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Company's Business Strategy, future business, operating results and financial position.

#### **12.17 Risk of significant control of Major Shareholder**

Immediately following Acquisition Completion and Public Offer Completion, Mr. Lim Shao-Lin and his associates will have a Relevant Interest in 98,250,000, Shares in the Company, being approximately 47.24% of the issued capital of the Company.

As a result, Mr. Lim Shao-Lin will have a Voting Power of 47.24% in the Company. In this way, Mr. Lim Shao-Lin and his associates will be able to exert significant influence over the Company's management, and any matters requiring Shareholder approval.

#### **12.18 Highly Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under the Public Offer the subject of this Prospectus.

Therefore, the Shares to be issued pursuant to the Public Offer the subject of this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

## **Raffles Capital Limited – Risk Factors**

The Directors are of the opinion that the investment in the Company is highly speculative. Potential investors should consult their professional advisors before deciding whether to apply for Shares under the Public Offer the subject pursuant to this Prospectus.

## 13. MATERIAL CONTRACTS

Set out below are summaries of various contracts entered into by the Company, the GasHub Group, and the GasHub Group Vendors, which are or may be material to the Public Offer, the Company's Business Strategy, or otherwise are or may be relevant to a potential investor in the Company.

### 13.1 Proposed Acquisition agreement

On the 7 August 2017, the Company and the GasHub Group executed the Acquisition Agreement, pursuant to which the Company agreed to buy 100% of the issued capital each of GasHubIn Engineering and GasHubIn Technology (the GasHub Group). The execution was announced to the market on the same day.

The key terms of the Share sale agreement are as follows:

#### (a) Acquisition Conditions

Acquisition Completion is conditional on:

- (1) The Company receiving conditional approval by ASX to reinstatement quotation of the Company's Shares, and those ASX Conditions being satisfied to the reasonable satisfaction of the Company and the GasHub Group;
- (2) the Company undertaking the Public Offer and meeting the Minimum Subscription which, once the Offer Shares have been issued, will, together with the Shares on issue, satisfy the spread requirements imposed under the ASX Conditions for the reinstatement to quotation of the Company's Shares;
- (3) the Transaction Resolutions being passed at the General Meeting;
- (4) Receipt by the Company of Restriction Agreements executed by each of the GasHub Group Vendors.

#### (b) Consideration

The consideration payable by the Company to each of the GasHub Group Vendors under the Acquisition Agreement varies according to the number of GasHub Group Shares held by the GasHub Group Vendor.

#### (c) Warranties and indemnities

The Acquisition Agreement contains standard vendor warranties and indemnities customary for transactions of this nature, along with usual threshold and limitation of liability provisions.

### 13.2 Facilitation agreement

On 30 November 2016 the Company entered into an introduction, facilitation and acquisitions agreement with Swift China Limited.

Dr. Charlie In, a former Director of the Company, is an associate of Swift China Limited.

The key terms of the introduction, facilitation and acquisitions agreement are as follows:

- (a) Swift China Limited will locate potential business acquisitions for the Company; and
- (b) in consideration for successful completion of each acquisition transaction, the Company will pay 5% of the transaction sum to Swift China Limited.

### 13.3 Lead manager agreement

The GasHub Group has entered in to the Lead Manager Agreement with Claymore Capital Pty Limited. The key terms of the Lead Manager Agreement are as follows:

- (a) Claymore Capital Pty Limited proposes to assist the GasHub Group with its capital raising and satisfaction of requirements for the listing on the ASX.
- (b) Claymore Capital Pty Limited will work with a number of parties to endeavour to achieve the goal.
- (c) Claymore Capital Pty Limited will assist in providing some sales opportunities and channels in Australia and overseas.
- (d) The GasHub Group (or, following Acquisition Completion, the Company) must pay Claymore Capital Pty Limited the following:
  - (1) **Sign-on Fee:** \$10,000;
  - (2) **Capital Raising Fee:** 6% on funds raised by Claymore Capital Pty Limited;
  - (3) **Project Management Fee:** 1% of total capital raised by other parties;
  - (4) **Equity:** 500,000 Shares in the Company, assuming a listing price of \$0.20; and
  - (5) **Monthly Retainer:** \$5,000 per month to be accrued for a period of 12 months or until the transaction is completed.
- (e) Items (2), (3) and (4) above are only paid on completion of the transaction which, for avoidance of doubt, includes re-admission to the ASX.

### 13.4 Non-executive Director Agreements

The Company has entered into Non-Executive Director Agreements with each current non-executive Director for their services as non-executive Directors.

Subject to Shareholders approving the maximum aggregate amount payable to non-executive Directors under the Directorial services agreement for the purpose of ASX listing rule 9.17, all non-executive Directors will receive a base salary of \$48,000 per year.

There is an additional fee of \$6,000 per year for sitting on any Board committee. Currently, the Board does not have any Board committees.

In addition, the Company will reimburse the relevant Director for all reasonable travel, accommodation and other expenses that they may incur in connection with the performance of their duties as a Director.

Any Non-Executive Director Agreement will terminate when the relevant Director ceases to be a Director in accordance with the Constitution, such as where the Director:

- (a) resigns;
- (b) is removed from office at a general meeting of the Company Shareholders;
- (c) is absent (without the consent of the other Directors) from all Directors' meetings over any 6-month period;
- (d) becomes mentally incapable; or
- (e) automatically retires as provided for in the Constitution.

### 13.5 Document preparation agreement

The Company has entered into an agreement with Kingfisher Asset Management Pty Limited, an entity controlled by Richard Holstein, a Director and the Company Secretary of the Company, to prepare the document associated with the transaction.

On successful completion of the documentation Kingfisher Asset Management Pty Limited is entitled to a fee of \$50,000.

### 13.6 GasHubin Managing Director Agreement

The GasHub Group has entered into an agreement with Mr. Shao-Lin (Aviers Lim) as Managing Director and Chief Executive Officer. The annual fee is confidential but is in line with managing directors of similar companies in Singapore. The agreement includes a bonus incentive, medical benefits insurance and life insurance as well as contributions to the Central Provident Fund.

The agreement can be terminated by either party with three months' notice or found guilty of misconduct, negligence or a breach of terms of the agreement.

## Raffles Capital Limited – Material Contracts

If the agreement is terminated without cause Mr. Shao-Lin is entitled to severance pay calculated as one and a half (1.5) months current remuneration multiplied by each year of service. Service commenced in 1992.

### **13.7 GasHubin Regional Director Agreement**

The GasHub Group has entered into an agreement with Mr. Roger Khoo, Executive Director – Business Development, on a part-time basis. The annual fee is confidential and includes Consideration Shares in the Company on listing (Section 9.2) as well as medical benefits.

The agreement can be terminated by either party with one month's notice or found guilty of misconduct, negligence or a breach of terms of the agreement.



## **14. ADDITIONAL INFORMATION**

### **14.1 Rights attaching to Shares**

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive, and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice. Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available either on the Company's website, or for inspection at the Company's registered office during normal business hours.

#### **(a) General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

#### **(b) Voting rights**

Subject to the Constitution and to any rights and restrictions attaching to any class of Shares, at meetings of Shareholders or other classes of Shareholder, each Shareholder entitled to attend and vote may attend and vote in person or by proxy or by attorney and, where the Shareholder is a body corporate, by representative.

On a show of hands every Shareholder present having the right to vote at the meeting has one vote. On a poll, every Shareholder present has one vote for each fully paid Share and, in the case of partly paid Shares or Share held by the Shareholder, a fraction of a vote equivalent to the proportion which the amount paid (but not credited) is of the total amounts paid and payable (excluding amounts credited) on the Share or Shares held.

#### **(c) Dividend rights**

Subject to the Corporations Act and to any special rights or restrictions attached to any Shares, Directors may from time to time authorise the Company to pay interim and final dividends which appear to the Directors to be justified by the profits of the Company.

#### **(d) Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

**(e) Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

**(f) Future increase in capital**

The issue of any Shares is under the control of the Directors. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of Shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

**(g) Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a Special Resolution passed at a meeting of Shareholders, vary or abrogate the rights attaching to Shares.

If at any time the Share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of that class.

## Raffles Capital Limited – Additional Information

### 14.2 Substantial Shareholders

As at the date of this Prospectus, the following Shareholders are Substantial Shareholders, being Shareholders who hold a Relevant Interest in 5% or more of the Shares on issue in the Company:

| Holder name                           | Number of Shares in which the holder has a Relevant Interest | % of the Shares on Issue | Total Voting Power of the Holder |
|---------------------------------------|--|--------------------------|----------------------------------|
| Pacific Portfolio Investments Pty Ltd | 1,193,309  | 14.97%                   | 14.97%                           |
| Max Strategic Limited                 | 960,000  | 12.04%                   | 12.04%                           |
| Marvel Earn Limited                   | 750,000  | 9.41%                    | 9.41%                            |
| New Inspiration Development Limited   | 540,000  | 6.77%                    | 6.77%                            |
| Poly-Jinsha Financial Limited         | 500,000  | 6.27%                    | 6.27%                            |
| Vindication Nominees Pty Ltd          | 455,000  | 5.71%                    | 5.71%                            |
| Richard Holstein                      | 430,000  | 5.39%                    | 5.39%                            |
| Mishtalem Pty Ltd                     | 430,000  | 5.39%                    | 5.39%                            |

On Public Offer Completion (and assuming the Public Offer is fully subscribed and no new investors under the Public Offer become Substantial holders) the Substantial Shareholders will be as set out below:

| Holder name   | Number of Shares in which the holder has a Relevant Interest | % of the Shares on Issue | Total Voting Power of the Holder |
|---|--|--------------------------|----------------------------------|
| Lim Shao-Lin (Aviers Lim) (voting power of holder includes associates) which are GasHub Group Vendors | 82,750,000   | 39.8%                    | 47.24%                           |

## Raffles Capital Limited – Additional Information

The Company will announce to ASX details of its top 20 Shareholders (following Public Offer Completion) prior to reinstatement of Shares to quotation.

### 14.3 Interests of experts and advisors

Other than as set out below or elsewhere in this Prospectus, no promoter of the Company or person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or had within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (a) The formation or promotion of the Company;
- (b) Any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Public Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with the formation or promotion of the Company or the Public Offer.

Lo Surdo Financial Advisory Pty Ltd will be paid \$9,000 (plus GST) for preparing the Investigating Accountant's Report contained in this Prospectus.

Kingfisher Asset Management Pty Limited, an entity controlled by Richard Holstein, a Director and the Company Secretary of the Company, will receive \$50,000 (plus GST) for the preparation of documentation relating to the transaction and the preparation of this Prospectus.

### 14.4 Consents

Chapter 6D of the Corporations act imposes a liability regime on the Company (as the offeror of the Offer Shares), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent as having made a statement in the Prospectus, and persons involved in a contravention in relation to the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements in it.

Other than as set out below, each of the parties referred to in this Section 14.4:

- (a) has not authorized or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section 14.4;
- (c) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus, other than a reference to its name and a statement included in this Prospectus with the consent of that party; and

## Raffles Capital Limited – Additional Information

- (d) was not involved in the preparation of this Prospectus or any part of it, except where expressly attributed to that person.

GasHubIn Engineering and GasHubIn Technology (together, the GasHub Group) have given their written consent to the inclusion of the statements attributed to them in this Prospectus, in the form and context in which those statements are included. GasHubIn Engineering and GasHubIn Technology have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

K. S. Black and Co. has given its written consent to being named as the Company's External Auditor in this Prospectus, and inclusion of any audited financial information of the Company in the Investigating Accountant's Report at Section 11 in the form and context in which it appears. K. S. Black and Co. has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Lo Surdo Financial Advisory Pty Ltd has given its written consent to being named as the Investigating Accountant in this Prospectus, and to the inclusion of the Investigating Accountant's Report in section 11, in the form and context in which the information and Investigating Accountant's Report are included. Lo Surdo Financial Advisory Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

### 14.5 Litigation

As at the date of this Prospectus, neither the Company, GasHubIn Engineering or GasHubIn Technology (together, the GasHub Group) is involved in any legal proceedings.

The Directors are not aware of any legal proceedings pending or threatened against the Company or the GasHub Group.

### 14.6 Offer Costs

In the event that the Public Offer is fully subscribed, the Offer Costs (which include costs associated with the other elements of Proposed Acquisition) are estimated to be approximately \$560,000 (excluding GST).

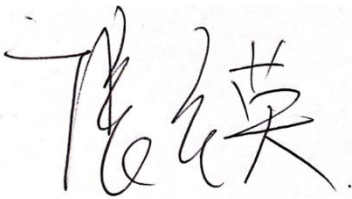
These costs are expected to be applied towards the items set out in the table below:

| Description                       | \$                    |
|-----------------------------------|-----------------------|
| ASIC fees                         | 2,350                 |
| ASX fees                          | 90,000                |
| Lead Manager's fees               | 370,000               |
| legal, accounting and consultants | 85,000                |
| printing and distribution         | 7,500                 |
| miscellaneous                     | 5,150                 |
| <b>Total</b>                      | <b><u>560,000</u></b> |

## 15. DIRECTORS AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors dated 3 November 2017. In accordance with section 720 of the Corporations Act, each Current Director and Proposed Director has consented to the lodgement of this Prospectus with ASIC.

For and on behalf of  
**Raffles Capital Limited**

A handwritten signature in black ink, appearing to be 'Abigail Zhang', written in a cursive style.

Abigail Zhang  
**Executive Chairperson**

## 16. GLOSSARY

Unless otherwise defined in this Glossary, terms have the meaning ascribed to them in the Corporations Act.

Unless otherwise stated, references to Sections are references to Sections of this Prospectus.

|                               |  |
|-------------------------------|--|
| <b>\$ or A\$</b>              | The lawful currency for the time being of the Commonwealth of Australia.   |
| <b>Acquisition Agreement</b>  | The document titled, 'Share Purchase Agreement' between the Company, the GasHub Group and the GasHub Group Vendors dated 7 August 2017.  |
| <b>Acquisition Completion</b> | Completion under the Acquisition Agreement.  |
| <b>Acquisition Conditions</b> | The conditions precedent to completion of the Proposed Acquisition in accordance with the Acquisition Agreement.   |
| <b>Application Form</b>       | The application form annexed to this Prospectus to be used to apply for the Offer Shares under the Public Offer.   |
| <b>Application Monies</b>     | The monies provided by each applicant in relation to their application to subscribe for the Offer Shares.  |
| <b>ASIC</b>                   | The Australian Securities and Investments Commission.  |
| <b>Associate</b>              | Has the meaning in Part 1.2, Division 2 of the Corporations Act, and shall be applied:<br><br>In accordance with the note to listing rule 14.11; and<br><br>In respect of the disclosure required by ASIC regulatory guide 74. |
| <b>ASX</b>                    | ASX Limited ACN 008 624 691, or where the context requires, the Australian Securities Exchange which it runs.  |
| <b>ASX Conditions</b>         | The conditions (if any) imposed by ASX on the Company to qualify for re-quotations on the main Board of the ASX.   |
| <b>Board</b>                  | The board of Directors of the Company.   |
| <b>Board Charter</b>          | The charter which governs the operations of the Board, which is available on the Company's website.  |
| <b>Business Day</b>           | a day (other than a Saturday or a Sunday) on which banks in Sydney, New South Wales are open for normal business.  |

## Raffles Capital Limited – Glossary

|                                     |  |
|-------------------------------------|--|
| <b>Business Strategy</b>            | The business strategy of the Company following the completion of the Public Offer and the Proposed Acquisition, which is set out in this Prospectus.                   |
| <b>CHESS</b>                        | ASX's Clearing House Electronic Subregistry System   |
| <b>Closing Date</b>                 | 24 November 2017 or such other date as is notified by the Company.   |
| <b>Code of Conduct</b>              | The employee code of conduct of the Company adopted by the Board, which is available on the Company's website.   |
| <b>Company</b>                      | Raffles Capital Limited ACN 009 106 049, a public Company incorporated and existing in Australia and listed on the ASX (to be renamed "GasHubUnited Holding Limited"). |
| <b>Company Secretary</b>            | The secretary of the Company.  |
| <b>Consideration Shares</b>         | 150,000,000 Shares to be issued to the GasHub Group Vendors in accordance with the Acquisition Agreement.  |
| <b>Constitution</b>                 | The constitution of the Company.   |
| <b>Continuous Disclosure Policy</b> | The continuous disclosure policy of the Company, which is available on the Company's website.  |
| <b>Corporations Act</b>             | The <i>Corporations Act 2001</i> (Cth).  |
| <b>Current Director</b>             | The Directors as at the date of this Prospectus, which are set out in Section 8.1(a).  |
| <b>Director</b>                     | A Director of the Company.   |
| <b>Diversity Policy</b>             | The diversity policy of the Company adopted by the Board, which is available on the Company's website.   |
| <b>External Auditor</b>             | K. S. Black and Co., or the External Auditor appointed by the Board from time to time in accordance with Section 8.6(e).   |
| <b>Financial Report</b>             | The Financial Report of Raffles Capital Limited dated 29 March 2017 in relation to the Company for the financial year ending 31 December 2017.                         |
| <b>GasHub Group</b>                 | GasHubIn Engineering and GasHubIn Technology.  |
| <b>GasHub Group Business</b>        | The business model and strategy of the GasHub Group, which is briefly summarised in Section 9.2(b).  |
| <b>GasHub Group Shares</b>          | All securities in GasHubIn Engineering and GasHubIn Technology.  |



## Raffles Capital Limited – Glossary

|  |   |
|--|---|
| <b>GasHub Group Vendors</b>              | The securityholders of GasHubIn Engineering and GasHubIn Technology at Completion under the Acquisition Agreement which includes, Mr. Lim Shao-Lin (Mr. Aviers Lim).  |
| <b>GasHubIn Engineering</b>              | GasHubIn Engineering Private Limited, a company registered in Singapore with the standard identification number UEN 200514507H and registered address 8, New Industrial Road, #06-02, LHK 3, SINGAPORE 536200.  |
| <b>GasHubIn Technology</b>               | GasHubIn Technology Private Limited a company registered in Singapore with the standard identification number UEN 200500294D and registered address 8, New Industrial Road, #06-02, LHK 3, SINGAPORE 536200.  |
| <b>General Meeting</b>                   | the general meeting of Shareholders which was held at Level 2, 131 Macquarie Street, Sydney, NSW 2000 on 13 September 2017 at 10.30am.  |
| <b>Glossary</b>                          | This glossary of terms.   |
| <b>Heads of Agreement</b>                | the binding Heads of Agreement dated 24 May 2017 between the Company and the GasHub Group, which was announced to the ASX on 24 May 2017.   |
| <b>Investigating accountant</b>          | Lo Surdo Financial Advisory Pty Ltd, the author of the Investigating Accountant's Report at section 11.   |
| <b>Investigating Accountant's Report</b> | The report of the Investigating Accountant at section 11.   |
| <b>Issue Date</b>                        | 18 December 2017, or such other date as is notified by the Company.   |
| <b>Issue Price</b>                       | The issue price of \$0.20 per Share under the Public Offer the subject of this Prospectus.  |
| <b>Issuer Sponsored</b>                  | securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.  |
| <b>Lead Manager</b>                      | Claymore Capital Pty Limited  |
| <b>Lead Manager Agreement</b>            | The agreement between the GasHub Group and Claymore Capital Pty Limited dated 4 July 2017.  |
| <b>Listing Rules</b>                     | The official Listing Rules of the ASX.  |
| <b>Minimum Subscription</b>              | The minimum number of Shares required to be applied for and accepted by the Company under Public Offer the subject of this Prospectus for the Public Offer to be completed, being the lesser of \$10,000,000, or the minimum amount required to satisfy the ASX Conditions. |
| <b>Non-executive Director Agreements</b> | The agreements between the Company and the Non-Executive Directors dated 5 December 2014 in relation to Benjamin Amzalak and Richard Holstein.  |

## Raffles Capital Limited – Glossary

|                                |  |
|--------------------------------|--|
| <b>Offer Conditions</b>        | The conditions of the Public Offer the subject of this Prospectus, set out in Section 3.4.   |
| <b>Offer Costs</b>             | The costs incurred by the Company in making the Public Offer, which include costs associated with the other elements of Proposed Acquisition, and which are set out in Section 14.6.   |
| <b>Offer Date</b>              | The date of the Public Offer, being 10 November 2017.  |
| <b>Offer Period</b>            | The period between the Offer Date and the Closing Date (inclusive), being 10 November 2017 and 24 November respectively.   |
| <b>Offer Shares</b>            | The 50,000,000 Shares at an Issue Price of \$0.20 each the subject of the Public Offer under this Prospectus.  |
| <b>Private Offer</b>           | An additional offer to subscribe for Shares made to the GasHub Group Vendors only. Only the GasHub Group Vendors (or their nominees) may apply for Shares under the private offer.   |
| <b>Proposed Acquisition</b>    | The proposed Acquisition by the Company of 100% of the securities in GasHubIn Engineering and GasHubIn Technology from the GasHub Group Vendors in accordance with the Acquisition Agreement.  |
| <b>Proposed Directors</b>      | The Directors to take office after completion, which are set out in Section 8.1(b).  |
| <b>Proxy Form</b>              | The proxy form accompanying this notice of General Meeting.  |
| <b>Public Offer</b>            | The offer the of up to 50,000,000 Shares at an Issue Price of \$0.20 each to raise up to \$10,000,000 (before costs), the subject of this Prospectus.  |
| <b>Public Offer Completion</b> | The issue of the Offer Shares, which is expected (however not guaranteed) to occur on 24 November 2017.  |
| <b>Quotation</b>               | Official quotation as defined in the Listing Rules.  |
| <b>Re-compliance</b>           | the reinstatement of Shares to quotation (other than any Shares that may be designated “restricted securities” under the Listing Rules if required by ASX) after the Company re-complies with Chapters 1 and 2 of the Listing Rules to the ASX’s satisfaction. |
| <b>Relevant Interest</b>       | has the meaning given to that term in sections 608 and 609 of the Corporations Act.  |
| <b>Remuneration Agreements</b> | The agreements entered into between the Current Directors and the Company entitling them to remuneration in their capacity as non-executive Directors.   |
| <b>Restriction Agreements</b>  | Restriction Agreements in the form required by the ASX Listing Rules Appendix 9A executed by each of the GasHub Group Vendors.   |

## Raffles Capital Limited – Glossary

|                                |  |
|--------------------------------|--|
| <b>Share</b>                   | A fully paid ordinary Share in the capital of the Company.   |
| <b>Share Registry</b>          | ComputerShare Investor Services Pty Limited, or any other share registry engaged by the Company from time to time. |
| <b>Shareholders</b>            | The persons listed in the Company share register as holders of Shares in the Company from time to time.            |
| <b>Transaction Resolutions</b> | Resolutions 1 to 4, which were passed at the General Meeting on 13 September 2017.                                 |

**17. APPLICATION FORM**

Included is the Application Form.

# Raffles Capital Limited

ABN 66 009 106 049

## For all enquiries:

within Australia 02 9251 7177

outside Australia +61 2 9251 7177

Monday to Friday 9.00am - 5.00pm (Sydney time)

## Application Form

### The Offer closes 5.00pm (Sydney time) on Friday, 24 November 2017.

This Application Form relates to an invitation to apply for Shares, in Raffles Capital Limited (ABN 66 009 106 049) (Company), made under this Prospectus lodged with ASIC on 3 November 2017 (or any supplementary or replacement Prospectus). This Prospectus will expire 13 months after 3 November 2017.

This Prospectus does not constitute an offer to sell, or a solicitation of any offer to buy, securities in the United States. This Prospectus has been prepared for publication in Australia. The Shares to be offered under the Offer have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States, and may not be offered or sold in the United States, or to, or for the account or benefit of a U.S. Person. This Application Form is important. If you are in doubt as to how to deal with it, please contact your financial or other professional adviser. You should read this entire Prospectus carefully before completing this Application Form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, this Prospectus. Capitalised terms have the same meaning given to them in this Prospectus.

\* This date is indicative only. The Company reserves the right to change it without prior notice. You are encouraged to lodge your Application Form and Application Monies as soon as possible.

By applying under the Offer, you make the acknowledgements, declarations, representations and warranties set out in section 5 and 13 of the Prospectus.

#### STEP 1 Amount applied for

Enter the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares. Enter the Application Amount. To calculate this amount, multiply the number of Shares applied for by the subscription price which is A\$0.20.

#### STEP 2 Applicant name(s) and postal address

Enter the full name you wish to appear on the confirmation statement. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table overleaf for the correct forms of registrable title(s). Applications using the wrong form of names may be rejected. CHESS participants should complete their name identically to that presently registered in CHESS. Enter your postal address for all correspondence. All communications to you from the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered. Enter your contact name and telephone number. This information may be used to communicate other matters to you subject to the Company's privacy statement. This is not compulsory but will assist us if we need to contact you.

#### STEP 3 CHESS holdings only

The Company will apply to the ASX for Shares to participate in CHESS, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of the ASX. In CHESS, the Company will operate an electronic CHESS sub-register of shareholdings and an electronic issuer sponsored sub-register of shareholdings.

Together, the two sub-registers will make up the Company's principal register of Shares. The Company will not be issuing certificates to applicants in respect of Shares allotted.

If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares allotted to you under this Application on the CHESS sub-register, enter your CHESS HIN.

Otherwise, leave the section blank and on allotment you will be sponsored by the Company and an SRN will be allocated to you.

Please note that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN, and any Shares issued will be held on the issuer sponsored sub-register.

#### STEP 4 Application payment

Applicants under the Offer must return this Application Form and Application Monies to Raffles Capital Limited. The Offer is expected to close at 5.00pm (Sydney time) on Friday, 24 November 2017.

The Offer opens on Friday, 10 November 2017 and is expected to close at 5.00pm (Sydney time) on Friday, 24 November 2017. The Company and the Lead Manager may elect to extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer, or any part of it, may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.



America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

### Correct forms of registrable titles

Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act 2001 (Cth). At least one full given name and surname is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation or completed as described in the correct forms of registrable title(s) below.

| Type of Investor  | Correct Form of Registration                               | Incorrect Form of Registration         |
|---|--|--|
| Individual<br>– Use given name(s) in full, not initials   | Mr John Alfred Smith                                       | J.A. Smith                             |
| Joint<br>– Use given name(s) in full, not initials  | Mr John Alfred Smith & Mrs Janet Marie Smith               | John Alfred & Janet Marie Smith        |
| Company<br>– Use company title, not abbreviations   | ABC Pty Ltd  | ABC P/L ABC Co                         |
| Trusts<br>– Use trustee(s) personal name(s)<br>– Do not use the name of the trust   | Ms Penny Smith<br><Penny Smith Family A/C>                 | Penny Smith Family Trust               |
| Deceased estates<br>– Use executor(s) personal name(s)<br>– Do not use the name of the deceased                                 | Mr Michael Smith<br><Est John Smith A/C>                   | Estate of Late John Smith              |
| Minor (a person under the age of 18)<br>– Use the name of a responsible adult with an appropriate designation                   | Mr John Alfred Smith<br><Peter Smith A/C>                  | Peter Smith                            |
| Partnerships<br>– Use partners' personal name(s)<br>– Do not use the name of the partnership                                    | Mr John Smith & Mr Michael Smith<br><John Smith & Son A/C> | John Smith & Son                       |
| Clubs/Unincorporated Bodies/Business Names<br>– Use office bearer(s)' personal name(s)<br>– Do not use the name of the club etc | Mrs Janet Smith<br><ABC Tennis Association A/C>            | ABC Tennis Association                 |
| Superannuation Funds<br>– Use the name of trustee of the fund<br>– Do not use the name of the fund                              | John Smith Pty Ltd<br><Super Fund A/C>                     | John Smith Pty Ltd Superannuation Fund |

## **Annexure A – CORPORATE GOVERNANCE STATEMENT**

This Corporate Governance Statement discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council. The recommendations are not mandatory, however the recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

A copy of this Corporate Governance Statement is available on the Company's website.

Due to the size and nature of the incoming Board and the magnitude of the Company's operations upon completion of the Proposed Acquisition, the Board does not consider that the Company will gain any benefit from individual Board committees.

The Board considers that the Company's resources would be better utilised in other areas. The Board is of the strong view that at this stage the experience and skill set of the Board is sufficient to perform these roles.

Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees will be carried out by the full Board under the written terms of reference for those committees.

| <b>PRINCIPLE</b>   | <b>RESPONSE</b>   |
|--|---|
| <b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>   |   |
| <b>Recommendation 1.1</b>  |   |
| The entity should have and disclose a charter, which sets out the respective roles and responsibilities of the Board, the Chair and management; and includes a description of those matters expressly reserved to the Board and those delegated to management. | <p>Complies.</p> <p>The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board. The responsibilities delegated to the senior management team are set out in the Board Charter.</p> <p>The Board Charter can be viewed at the Company's website:<br/><a href="http://www.rafflescapital.com.au">http://www.rafflescapital.com.au</a></p> |
| <b>Recommendation 1.2</b>  |   |
| The entity should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director.   | <p>Complies.</p> <p>The Company has conducted appropriate checks for all current Directors.</p>   |
| The entity should provide security holders with all material information in its  | <p>These checks include the required checks described in Guidance Note 1, paragraph 3.15</p>  |



**Raffles Capital Limited – Corporate Governance Statement  
Annexure A**

| <b>PRINCIPLE</b>   | <b>RESPONSE</b>   |
|--|---|
| possession relevant to a decision on whether or not to elect or re-elect a Director.   | issued by the ASX before appointing an additional person, or putting forward to Shareholders a candidate for election, as a Director.   |
| <b>Recommendation 1.3</b>  |   |
| The entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.   | Complies  |
| <b>Recommendation 1.4</b>  |   |
| The Company Secretary of the entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.   | Complies.<br><br>The Company Secretary has been appointed and is accountable directly to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.                 |
| <b>Recommendation 1.5</b>  |   |
| The entity should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity for the Board to assess annually both the objectives and the progress in achieving them. | Complies.<br><br>The Board has established a Diversity Policy.<br><br>A copy of the Diversity Policy is available on the Company website.   |
| The entity should disclose in its annual report the measureable objectives of achieving gender diversity set by the Board in accordance with the diversity policy and its progress towards achieving them.   | The Diversity Policy is disclosed on the Company's website.   |
| The entity should disclose in its annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board.   | Details of the Company's measurable objectives for achieving gender diversity and its progress towards achieving them and the entity's gender diversity figures are set out in the Company's annual report. |
| <b>Recommendation 1.6</b>  |   |
| The entity should have and disclose a process for periodically evaluating the performance of the Board, its committees   | Will comply.  |

**Raffles Capital Limited – Corporate Governance Statement  
Annexure A**

| <b>PRINCIPLE</b>   | <b>RESPONSE</b>  |
|--|--|
| and individual Directors and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.  | <p>The Company will disclose the process for evaluating the performance of the Board, its committees and individual Directors in its future annual reports.</p> <p>Details of the performance evaluations undertaken will be set out in future annual reports.</p>   |
| <b>Recommendation 1.7</b>  |  |
| The entity should have and disclose a process for periodically evaluating the performance of its senior executives; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process        | <p>Complies.</p> <p>Senior executive key performance indicators are set annually, with performance appraised by the Board, and reviewed in detail by the Board.</p> <p>The internal review is to be conducted on an annual basis and if deemed necessary an independent third party will facilitate this internal review.</p> <p>Details of the performance evaluations undertaken will be set out in future annual reports.</p> |
| <b>PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE</b>   |  |
| <b>Recommendation 2.1</b>  |  |
| The entity's Board should have a nomination committee which has at least three members, a majority of whom are independent Directors; and is chaired by an independent Director.   | <p>Does not comply.</p> <p>The Company does not have a nomination committee.</p>   |
| The entity should disclose the charter of the committee, the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.                        | <p>Currently the role of the nomination committee is undertaken by the full Board.</p> <p>The Company intends to establish a nomination committee once the Company's operations are of sufficient magnitude.</p>   |
| If the entity does not have a nomination committee, it should disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to | <p>The Company does not have a nomination committee.</p> <p>The Board evaluates the skills, experience of its members and then determines whether additional members should be invited to the Board to complement or replace the existing members.</p>   |

**Raffles Capital Limited – Corporate Governance Statement  
Annexure A**

| <b>PRINCIPLE</b>  | <b>RESPONSE</b>   |
|---|---|
| discharge its duties and responsibilities effectively.  |   |
| <b>Recommendation 2.2</b>   |   |
| The entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.  | Does not yet comply.<br><br>The Company is currently developing a Board skill matrix setting out the mix of skills and diversity the Board has and requires. The skill matrix will be available at the Company's website once finalised.  |
| <b>Recommendation 2.3</b>   |   |
| The entity should disclose the names of the Directors considered by the Board to be independent Directors and the length of service of each Director;   | Complies.<br><br>The Company's independent Directors are: <ul style="list-style-type: none"> <li>• Mr Benjamin Amzalak; and</li> <li>• Mr Richard Holstein.</li> </ul> The independence of each Director is set out in the Company's annual report.<br><br>Details of any Relevant Interest, position, association or relationship impacting upon a Director's independence are set out in the Company's annual report.<br><br>The length of service of each Director is outlined in the Company's annual report. |
| The entity should disclose if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3 <sup>rd</sup> edition) but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion | The independence of the Directors and length of service of each Director are set out in the Company's annual report.<br><br>Details of any Relevant Interest, position, association or relationship impacting upon a Director's independence will be set out in the Company's annual report.  |
| <b>Recommendation 2.4</b>   |   |
| A majority of the Board of a listed entity should be independent Directors.   | Complies.   |

**Raffles Capital Limited – Corporate Governance Statement  
Annexure A**

| <b>PRINCIPLE</b>  | <b>RESPONSE</b>  |
|---|--|
|   | The Company has three Directors. Two of these Directors are non-executive Directors.   |
| <b>Recommendation 2.5</b>   |  |
| The chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.   | Does not comply.<br><br>Due to the size and current activities of the Company.   |
| <b>Recommendation 2.6</b>   |  |
| The entity should have a program for inducting new Directors and provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively. | Does not yet comply.<br><br>Currently the induction of new Directors and plan for professional development is managed informally by the full Board.<br><br>The Company intends to develop a formal program for inducting new Directors and providing appropriate professional development opportunities consistent with the development of the Company.  |
| <b>PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY</b>   |  |
| <b>Recommendation 3.1</b>   |  |
| The entity should establish a code of conduct for its Directors, senior executives and employees and disclose the code or a summary of the code.  | Complies.<br><br>The Board has established a Code of Conduct to guide compliance with legal, ethical and other obligations to legitimate stakeholders and the responsibility and accountability required of the Group's personnel for reporting and investigating unethical practices or circumstances where there are breaches of the Code.<br><br>The Code of Conduct is available on the Company's website. |
| <b>PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING</b>  |  |
| <b>Recommendation 4.1</b>   |  |
| The Board of the entity should have an audit committee, which consists only of non-executive Directors, a majority of   | Complies.  |

**Raffles Capital Limited – Corporate Governance Statement  
Annexure A**

| <b>PRINCIPLE</b>  | <b>RESPONSE</b>   |
|---|---|
| <p>which are independent Directors and is chaired by an independent chair that is not the chair of the Board.</p> <p>The entity should disclose the charter of the committee, the members of the committee and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p>   | <p>The Board has established an audit and risk committee Charter.</p> <p>Members of the committee (which is currently the whole Board sitting as the committee) have appropriate and relevant financial experience to act in this capacity.</p> <p>A summary of the charter and details of the number of times the audit and risk committee met throughout the period and the individual attendances of the members at those meetings are set out in the Company's annual report.</p> <p>The full audit and risk committee charter is available on the Company's website.</p> |
| <b>Recommendation 4.2</b>   |   |
| <p>The Board should disclose whether it has, before approving the entity's financial statements for the financial period receive assurance from its Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively in all material respects in relation to financial reporting risks.</p> | <p>Complies.</p> <p>The Board requires the Chief Executive Officer to provide such a statement before approving the entity's financial statements for a financial period.</p> <p>The Company does not have a Chief Financial Officer.</p>   |
| <b>Recommendation 4.3</b>   |   |
| <p>When the entity has an AGM it should ensure that its External Auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>  | <p>Complies.</p> <p>The External Auditor attends AGMs and is available to answer questions from Security Holders relevant to the audit.</p>   |

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| PRINCIPLE   | RESPONSE  |
|---|---|
| <b>PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE</b>   |   |
| <b>Recommendation 5.1</b>   |   |
| The entity should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies. | <p>Complies.</p> <p>The Company has a written policy on information disclosure. The focus of these policies and procedures is continuous disclosure and improving access to information for investors.</p> <p>The Company's continuous disclosure policy can be viewed at the Company's website.</p>  |
| <b>PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS</b>  |   |
| <b>Recommendation 6.1</b>   |   |
| The entity should provide information about itself and its governance to investors via its website.   | <p>Complies.</p> <p>The Company has provided specific information about itself and its key personnel and has developed a comprehensive Corporate Governance Plan.</p> <p>Details can be found at the Company's website.</p>   |
| <b>Recommendation 6.2</b>   |   |
| The entity should design and implement an investor relations program to facilitate effective two-way communication with Shareholders.   | <p>Complies.</p> <p>The Company has established a Shareholder's Communication Policy. The Company recognises the importance of forthright communications and aims to ensure that the Shareholders are informed of all major developments affecting the Company.</p> <p>Details of the Shareholder's Communication Policy can be found at the Company's website.</p> |
| <b>Recommendation 6.3</b>   |   |
| The entity should disclose the policies and processes it has in place to facilitate and encourage participation at General Meetings   | <p>Complies.</p> <p>The Shareholder's Communication Policy is available on the Company's website and details are set out in the Company's annual report.</p>  |
| <b>Recommendation 6.4</b>   |   |

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| <b>PRINCIPLE</b>   | <b>RESPONSE</b>   |
|--|---|
| The entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.  | Complies.<br><br>The Company has provided the option to receive communications from, and send communications to, the entity and its security registry electronically.   |
| <b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK</b>  |   |
| <b>Recommendation 7.1</b>  |   |
| The Board of a listed entity should have a committee or committees to oversee risk, each of which has at least three members, a majority of whom are independent Directors and is chaired by an independent Director.<br><br>The entity should disclose the charter of the committee, the members of the committee and at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. | Complies.<br><br>The Board has established an audit and risk committee to oversee risk, which is comprised of the whole Board.<br><br>Complies<br><br>The Company's charter for the audit and risk committee is available at the Company's website, and the details of the number of times the committee met and the individual attendances is set out in the Company's annual report.  |
| <b>Recommendation 7.2</b>  |   |
| The Board or Board committee should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risk the entity faces and to ensure that they remain with the risk appetite set by the Board.   | Complies.   |
| The entity should also disclose in relation to each reporting period, whether such a review has taken place.   | The Company's Corporate Governance Plan includes a Risk Management Review Procedure and Compliance and Control policy.<br><br>The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.<br><br>The Board has delegated to the audit and risk committee the responsibility for implementing the risk management system. |

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| <b>PRINCIPLE</b>   | <b>RESPONSE</b>   |
|--|---|
|  | Details of the number of times the committee conducted a risk management review in relation to each reporting period will be disclosed in its annual reports.   |
| <b>Recommendation 7.3</b>  |   |
| The entity should disclose if it has an internal audit function, how the function is structured and what role it performs. If the entity does not have an internal audit function, the entity should disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. | Does not yet comply.<br><br>The Board has delegated the internal audit function to the audit and risk committee and intends to establish and implement the structure and role of the internal audit function.<br><br>The Company will disclose the details of the internal audit function in its future annual reports. |
| <b>Recommendation 7.4</b>  |   |
| The entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.  | Complies.<br><br>The Company has an Audit and Risk committee appointed to manage economic sustainability and risk. In addition to this the Company also has an Environmental and Social Charter on its website, and manages environmental and social sustainability risks accordingly.                                  |
| <b>PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY</b>  |   |
| <b>Recommendation 8.1</b>  |   |
| The Board should establish a remuneration committee which has at least three members, a majority of whom are independent Directors; and is chaired by an independent Director.   | Does not yet comply.  |
| If the entity does not have a remuneration committee, the entity should disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.  | The Board has adopted a Remuneration Committee Charter.<br><br>However, the Company is not of a size that justifies having a separate Remuneration Committee so matters typically considered by such a committee are dealt with by the full Board.  |



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| PRINCIPLE   | RESPONSE   |
|---|--|
|   | <p>The Board intends to engage the services of an independent adviser to review the level and composition of remuneration for Directors and senior executives to ensure that such remuneration is appropriate and not excessive.</p>   |
| <b>Recommendation 8.2</b>   |  |
| <p>The entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.</p> | <p>Complies.</p> <p>The Company distinguishes the structure of Non-executive Directors' remuneration from Executive Directors and senior executives.</p> <p>Details of the policies and practices regarding remuneration are set out in the Company's annual report.</p> <p>The remuneration committee charter can be viewed on the Company's website.</p> |
| <b>Recommendation 8.3</b>   |  |
| <p>If the entity has an equity-based remuneration scheme should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and disclose that policy or a summary of it.</p>   | <p>Complies.</p> <p>The Company's Share Trading Policy prohibits executive staff from undertaking hedging or other strategies that could limit the economic risk associated with Company Securities issued under any equity based remuneration scheme.</p> <p>The Share Trading Policy can be viewed on the Company's website</p>                          |