



Announcement Summary

Entity name

PROPTech GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

Friday March 5, 2021

The Proposed issue is:

☒ A placement or other type of issue

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
PTG	ORDINARY FULLY PAID	3,650,801

Proposed +issue date

Monday March 8, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

PROPTech GROUP LIMITED

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

1.2 Registered Number Type

ABN

Registration Number

39141276959

1.3 ASX issuer code

PTG

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Friday March 5, 2021

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

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

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

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Tuesday March 1, 2022	<input checked="" type="checkbox"/> Estimated	

Comments

1,623,774 shares are to be issued on completion of the acquisition of JMCG Pty Ltd. The issue of these shares is not subject to any conditions.

In addition, there are two further installments (AUD375,000 each) of the purchase price contingently payable to the vendor of JMCG Pty Ltd on the first and second anniversaries of completion respectively, subject in each case to achievement of certain minimum revenue targets. The Company has the option to satisfy these amounts in cash or by way of the issue of shares based on the 30 day VWAP prior to the date of issue. If the revenue targets are achieved and the Company elects to satisfy these amounts by way of the issue of shares then, based on the 30-day VWAP prior to announcement of the JMCG acquisition, this would require the company to issue a further 2,027,000 ordinary shares. The actual number of shares to be issued will depend on the VWAP at the date of issue.

Part 7B - Issue details

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

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

PTG : ORDINARY FULLY PAID



Number of +securities proposed to be issued

3,650,801

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

The securities are being issued as partial consideration for the acquisition of all of the issued capital of JMCG Pty Ltd t/a Website Blue

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1,350,000.000000

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

Monday March 8, 2021

Part 7D - Listing Rule requirements

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

☒ No

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

☒ Yes

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

3,650,801

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

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No



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

☒ No

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

☒ No

Part 7E - Fees and expenses

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

☒ No

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

☒ No

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

Nil

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

As partial consideration for the acquisition of all of the issued capital of JMCG Pty Ltd t/a Website Blue. See <https://www.asx.com.au/asxpdf/20210223/pdf/44sy6787phwpll.pdf>

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

☒ No

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

As noted above, 1,623,774 shares are to be issued on or about 8 March 2021. The issue of these shares is not subject to any conditions.

In addition, there are two further installments (\$375,000 each) of the purchase price to be paid on the first and second anniversaries of completion respectively, subject in each case to achievement of certain minimum revenue targets. The Company has the option to satisfy these amounts in cash or by way of the issue of shares based on the 30 day VWAP prior to the date of issue. If the revenue targets are achieved and the Company elects to satisfy these amounts by way of the issue of shares then, based on the 30-day VWAP prior to announcement of the JMCG acquisition, this would require the company to issue a further 2,027,000 ordinary shares. The actual number of shares to be issued will depend on the 30 day VWAP as at the date of each issue and may change.