



# Proteomics International

LABORATORIES LTD

ASX/Media Release

7 December 2016

ASX code: PIQ

## Share Purchase Plan Offer document

Proteomics International Laboratories Ltd (ASX: PIQ) (the **Company**) hereby advises that the Share Purchase Plan Offer document has been despatched to all eligible shareholders.

ENDS

### For further information please contact:

Karen Logan  
Company Secretary  
Proteomics International Laboratories Ltd  
T: +61 8 9389 1992  
E: [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com)  
[www.proteomicsinternational.com](http://www.proteomicsinternational.com)

### About Proteomics International Laboratories (PILL)

PILL (ASX: PIQ) is a medical technology company focused on proteomics – the industrial scale study of the structure and function of proteins. In the last few years, proteins have become the drug class of choice for the pharmaceutical industry because of their intimate role in biological systems. Thus proteomics technology is now playing a key role in understanding disease, from finding new diagnostic biomarkers to determining drug targets, and discovering new biopharmaceutical drugs.

PILL is recognised as a global leader in the field of proteomics. It received the world's first ISO 17025 laboratory accreditation for proteomics services, and operates from state-of-the art facilities at the Harry Perkins Institute of Medical Research in Perth, Western Australia. The Company's business model uses its proprietary technology platform across three integrated areas, each massive growth markets:

- 1. Diagnostics:** Biomarkers of disease and personalised medicine - focus on diabetic kidney disease.  
By 2020 the biomarkers market is estimated to double in size to \$45.6 billion, and the personalised medicine market is forecast to be worth over \$149 billion.
- 2. Analytical services:** Specialist contract research fee-for-service model – focus on biosimilars QC.  
The global biosimilars market is expected to reach \$6.2 billion by 2020, almost trebling from its 2015 level, as it seeks to replicate the multiple billion dollar blockbuster drugs that are coming off patent.
- 3. Drug discovery:** Therapeutic peptide drug discovery - focus on painkillers and antibiotics.  
The global peptide therapeutics market is currently estimated to be worth \$18 billion and is expected to increase at over 10% per year during 2016-2025.

In combination these areas offer, respectively, medium term products, near term cash flow, and blue sky potential by harnessing one complementary workflow centred on proteins.

Proteomics International Laboratories Ltd

ABN 78 169 979 971

Box 3008, Broadway, Nedlands, WA 6009, Australia

T: +61 8 9389 1992 | E: [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com) | W: [www.proteomicsinternational.com](http://www.proteomicsinternational.com)



**Proteomics International**

LABORATORIES LTD

ABN 78 169 979 971

## **SHARE PURCHASE PLAN**

Eligible Shareholders may purchase parcels of  
shares up to the value of \$15,000

This is an important document that requires your attention



**Proteomics International**  
LABORATORIES LTD

7 December 2016

Dear Shareholder,

#### INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

Proteomics International Laboratories Ltd (ASX:PIQ) (the **Company, PILL**) is pleased to present to you the opportunity to apply to increase your investment in the Company through an offer of shares under the Company's Share Purchase Plan (**SPP**).

As announced on 2 December 2016, the Company has successfully completed an oversubscribed placement raising \$1.44 million at \$0.24 per share to existing and new sophisticated investors. PILL also announced an SPP for existing shareholders to raise up to \$480,000.

The SPP is offered exclusively to all eligible shareholders who have an address in Australia or New Zealand and who were recorded on the Company register at 5:00 pm (AWST) on 1 December 2016 (**Eligible Shareholders**). The SPP provides Eligible Shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of their shareholding, up to a maximum value of \$15,000.

The offer price of the SPP is \$0.24 per share which represents a 12.7% discount to the last sale price and volume weighted average price of the last 20 days of trade prior to the Company's ASX announcement of 2 December 2016.

Funds raised under the SPP will be used to support:

1. the commercialisation and product development of PILL's flagship diagnostic product, PromarkerD, a breakthrough predictive test for diabetic kidney disease;
2. the roll-out of PILL's new analytical testing services for the fast-growing clinical trials market; and
3. ongoing working capital.

PILL has recently announced significant developments in both its principal areas of operation, Diagnostics and Analytical Services. The Company will target near and medium term deal flow from PILL's diagnostics platform and emerging diagnostics tests, while decreasing its burn rate through existing cash-flow from analytical services.

Full details on the SPP and how to participate are contained in this booklet. To apply for a parcel of shares under the SPP please read these documents carefully and follow the instructions on the enclosed personalised application form. Applications under the SPP will be processed on a first-come, first served basis. The Directors of PILL intend to subscribe for their full entitlement under the SPP.

I would like to thank you for your ongoing support of our Company. I am confident that we have the strategy, technology and team in place to deliver strong future returns for shareholders. The Board and management are optimistic about our prospects for growth in the 2017 calendar year and we look forward to sharing in this exciting time with you.

Yours sincerely,

Terry Sweet  
Non-Executive Chairman

**Proteomics International Laboratories Ltd**

ABN 78 169 979 971

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Part of the PILL Group

## THE OFFER AT A GLANCE

### Key Dates\*

Date	Details
1 December 2016	<b>Record Date 5:00 pm (AWST)</b> The date on which Proteomics determined Eligible Shareholders.
2 December 2016	<b>Announcement Date</b> The date the SPP is announced to ASX.
7 December 2016	<b>Despatch of Offer Documents to Shareholders and Opening Date</b> The date the SPP opens and Offer documents are sent to shareholders.
21 December 2016	<b>Closing Date 5:00 pm (AWST)</b> The date on which the SPP closes. Applications and payments (including BPAY) must be received by 5:00 pm (AWST).
28 December 2016	<b>Allotment Date</b> The date shares are allotted.
29 December 2016	<b>Despatch Date</b> The date on which holding statements are sent to shareholders.
29 December 2016	<b>Share Trading Date</b> The date on which it is expected that shares will commence trading on the ASX.

**\*PILL has the discretion to alter Key Dates other than the Record Date.**

### Offer Details

Please note the maximum application amount per shareholder is \$15,000. The following table sets out the alternative amounts shareholders may apply for under the SPP:

Investment Amount	No. of Shares at \$0.24	Note
\$1,500	6,250	Minimum Application Amount
\$3,000	12,500	Alternate Application Amount
\$7,500	31,250	Alternate Application Amount
\$12,000	50,000	Alternate Application Amount
\$15,000	62,500	Maximum Application Amount



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## QUESTIONS AND ANSWERS

### 1. What is the Share Purchase Plan?

The Share Purchase Plan (**SPP**) is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company without brokerage and commission costs.

All shares issued to you under the SPP will rank equally with your existing shares and will carry the same voting rights and other entitlements.

### 2. What is the Issue Price of the Shares?

The issue price is \$0.24 per Share. This price represents a 12.7% discount to the last sale price and the volume weighted average price over the last 20 days of trade prior to the Company's ASX announcement of 2 December 2016. You should note that the market price of the Company's shares may rise or fall between the date of this offer and the date the shares are allotted under the SPP. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the shares applied for under the SPP are allotted and issued.

### 3. How many Shares can I apply for under the SPP?

Regardless of the number of shares you currently hold, you are entitled to apply for a parcel of shares in the Company valued at either \$1,500, \$3,000, \$7,500, \$12,000 or \$15,000. You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the SPP in all capacities is \$15,000.

**By applying to purchase shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP as set out in this offer document.**

### 4. How do I apply for Shares under the SPP?

If you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "Proteomics International Laboratories Ltd" to:

Security Transfer Registrars Pty Ltd  
PO Box 52  
Collins Street West, VIC 8007 Australia

Alternatively you can make a BPAY payment as shown on the application form. Provided you are not a Custodian, you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. *BPAY customers must use the customer reference number shown on the Application Form which is required to identify your holding.*

If you wish to participate you should ensure that your **application form and payment is received by no later than 5:00 pm (AWST) on Wednesday, 21 December 2016.**

Please allow adequate time for mail deliveries.



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You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment.

**5. How long is the SPP offer open for?**

The SPP opens on Wednesday, 7 December 2016 and is expected to close on Wednesday, 21 December 2016.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5:00 pm (AWST) on Wednesday, 21 December 2016.**

**6. Do I have to participate in the SPP?**

Participation in the SPP is voluntary.

Before you apply for shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

**7. Further assistance**

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker or Karen Logan, Company Secretary on +61 8 9389 1992 or via email on [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com).

If you require information on how to complete the application form please contact the Company's share registry on 1300 992 916.

## TERMS AND CONDITIONS

**This document sets out the terms and conditions of the offer under the Share Purchase Plan.**

### Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer shareholders of Proteomics International Laboratories Ltd ABN 78 169 979 971 (**Company** or **PILL**) the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 without the need to pay brokerage or commission costs and without the need for the Company to issue a prospectus, upon the terms and conditions set out below.

### Shareholders Eligibility to Participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company at 5:00 pm (AWST) on 1 December 2016 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**).

Due to foreign security laws, it is not practical for shareholders who are residents in other countries to participate under the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

If you are a Custodian and are the registered holder of shares on behalf of one or more persons (each a **Beneficiary**), the offer is made to you and you have the discretion whether to extend the offer to the Beneficiaries. Custodians must request a Custodian Certificate when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the Custodian application process, you should contact the Company's share registry. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

If you hold shares as a trustee or nominee for another person, but are not a "Custodian" as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, the shareholder shall be deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$15,000. Furthermore, shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by PILL's Constitution in respect of all the shares issued to them under the SPP.

### Issue Price

The price of shares to be issued under the SPP will be \$0.24 per share.

The market price of shares in PILL may rise or fall between the date of this offer and the date that new shares are issued to you. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the shares applied for under the SPP are issued and allotted.

The current trading price of PILL shares can be monitored via the ASX website, [www.asx.com.au](http://www.asx.com.au), by entering the share code "PIQ".

### **Application and Notices**

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of shares under the SPP valued at either \$1,500, \$3,000, \$7,500, \$12,000 or \$15,000.

If you wish to participate in the SPP you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form.

It is PILL's present intention not to accept applications after 21 December 2016 (**Closing Date**). The Company may close the SPP at any time dependent on demand for Shares. Shareholders are encouraged to submit their applications as soon as possible as the Directors reserve the right to close the SPP early.

The Company reserves the right to reject any application where there is non-compliance with this rule or any other terms or conditions of the SPP.

Oversubscriptions or refunds of other application monies will be without interest.

### **Scaleback and Preference**

PILL does not intend to issue more than 2,000,000 ordinary shares under the SPP. If applications for more than 2,000,000 shares are received, the Company may in its absolute discretion choose to issue more shares as permitted under ASX Listing Rules or undertake a scaleback to the extent and in the manner it sees fit. Any scaleback will be announced on 28 December 2016 (**Allotment Date**).

Preferential allocation of new shares issued under the SPP will be given to applications from smaller shareholders who currently have less than a marketable parcel size holding.

### **Underwriting**

The SPP is not underwritten.

### **Shares Issued under the SPP**

Shares issued under the SPP will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHESS notification will be issued in respect of all shares.

After the issue of shares under the SPP, the Company will make application for these shares to be listed for quotation on the official list of the ASX.

### **Modification and Termination of the SPP**

The Board may, in its absolute discretion, amend, modify, suspend or terminate the SPP at any time (including, without limitation, by extending the Closing Date).

The Company will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.





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PILL may issue to any person fewer shares than subscribed for under the SPP (or none at all) if PILL believes that the issue of those shares would contravene any law or the ASX Listing Rules.

### **Dispute Resolution**

PILL may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of PILL will be conclusive and binding on all participants and other persons to whom the determination relates.

PILL reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of PILL under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

### **ASIC & ASX Relief**

This Offer of new shares under the SPP is made in accordance with the relief granted under ASIC Class Order 09/425. This class order grants relief from the requirement to prepare a prospectus for the offer of new shares under the SPP.

### **Privacy**

By completing the application form, you will be providing personal information to the Company. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each applicant provided on an application form for the purposes of evaluating and processing the application and, if the application is successful, to administer the applicant's security holding in the Company. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for the Company's records, the Company will destroy or de-identify it.

By submitting an application form, each applicant agrees that the Company may use the information provided by an applicant on the application form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mail houses, professional advisers, and to ASX and regulatory authorities.

### **Governing Law**

The SPP is governed by the law in force in Western Australia. By applying for shares under the SPP, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

### **Contact Details**

If you have any questions regarding the SPP or how to deal with this Offer, please contact your professional advisor or stockbroker or Karen Logan, Company Secretary on +61 8 9389 1992 or via email on: [enquiries@proteomicsinternational.com](mailto:enquiries@proteomicsinternational.com).

If you require information on how to complete the application form please contact the Company's share registry on 1300 992 916.

**REGISTERED OFFICE:**  
SUITE 13 THE ATRIUM  
123A COLIN STREET  
WEST PERTH WA 6005  
AUSTRALIA

# PROTEOMICS INTERNATIONAL LABORATORIES LTD

ACN: 169 979 971

**SHARE REGISTRY:**  
Security Transfer Australia Pty Ltd

**All Correspondence to:**  
**PO Box 52**  
**Collins Street West VIC 8007**

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

«Holder\_name»

«Address\_line\_1»

«Address\_line\_2»

«Address\_line\_3»

«Address\_line\_4»

«Address\_line\_5»

«Company\_code» «Sequence\_number»

Code: PIQ

Holder Number: «HOLDER\_NUM

Record Date: 1 DECEMBER 2016

## NON-RENOUCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 21 DECEMBER 2016

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

		TOTAL SUBSCRIPTION AMOUNT @ \$0.24 PER SHARE	NUMBER OF SHARES
OFFER A	<input type="checkbox"/>	\$ 1,500	6,250
OFFER B	<input type="checkbox"/>	\$ 3,000	12,500
OFFER C	<input type="checkbox"/>	\$ 7,500	31,250
OFFER D	<input type="checkbox"/>	\$ 12,000	50,000
OFFER E – Maximum amount	<input type="checkbox"/>	\$ 15,000	62,500

(2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).

(3) I/We agree to be bound by the terms of the SPP.

(4) I/We hereby agree to accept any lesser number of new Shares applied for.

(5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification - see overleaf for details.**

(6) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

EMAIL ADDRESS



**BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.**

**You do not need to return this form if you have made payment via BPAY.**

### PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Billers code: 159483

Ref: EFT\_REFERENCE\_NUMBER

#### CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **PROTEOMICS INTERNATIONAL LABORATORIES LTD** and crossed "Not Negotiable".

**BPAY®** this payment via internet or phone banking.

Your **BPAY®** reference number is unique to this offer and is not to be used for any other offer.

### REGISTRY DATE STAMP

E &amp; O.E.

**LODGEMENT INSTRUCTIONS****CHEQUE / MONEY ORDER**

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Australia Pty Ltd  
PO Box 52  
Collins Street West VIC 8007

**Applications must be received by Security Transfer Australia Pty Ltd no later than 5.00pm AWST on the closing date.**

**PAYMENT INFORMATION**

Biller code: 159483

BPAY® this payment via internet or phone banking.  
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

**Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.**

**LIMITATION ON PARTICIPATION**

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

**CUSTODIAN CERTIFICATION**

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to PROTEOMICS INTERNATIONAL LABORATORIES LTD. If you did not receive a custodian certificate, contact Security Transfer Australia Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Australia Pty Limited.

**CERTIFICATION**

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

**ENQUIRIES**

All enquiries should be directed to the Company's share registry:

**Security Transfer Australia Pty Ltd**  
**PO Box 52, Collins Street West, VIC, 8007**  
**Telephone 1300 992 916**  
**Facsimile +61 8 9315 2233**  
**Email: [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)**

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.