

**Global Gold Holdings Limited**

**ACN 123 879 416**

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# **Non-Renounceable Rights Issue - Offer Document**

For a Pro-Rata Non-Renounceable Rights Issue to Eligible Shareholders on the basis of one 1 New Share for every 1 Share held by Eligible Shareholders registered on the Record Date at an issue price of \$0.03 (3 cents) per New Share to raise up to approximately \$1,800,000 (before costs) (**Offer or Rights Issue**).

The Rights Issue is fully underwritten by Capital Corporate Solutions Pty Ltd. Please refer to section 4 of this Offer Document for details of the underwriting arrangement.

**The Offer opens on Thursday 2 November 2017 and closes at 5.00 pm (AEST time) on Thursday 30 November 2017. Valid acceptances must be received before that time.**

## **Important Notice**

If you are an Eligible Shareholder, this is an important document that requires your immediate attention.

This Offer Document is not a prospectus and it does not contain all of the information that an investor requires in order to make an informed decision regarding the New Shares offered.

The New Shares offered by this Offer Document should be considered speculative.

You should read this Offer Document in its entirety and ensure that you understand it. If you are in doubt as to what you should do, you should consult your stockbroker, accountant, financial or other professional adviser immediately.

## Important Notices

This Offer Document is dated 27 October 2017 and a copy of this Offer Document was given to ASX Limited (**ASX**) on that date.

This Offer Document sets out the terms of the non-renounceable rights offer (**Offer**) by Global Gold Holdings Limited (**Company**) under which Eligible Shareholders are entitled to acquire 1 ordinary share in the Company at \$0.03 (3 cents) for every 1 ordinary share held at 5:00 pm AEST on 1 November 2017.

This Offer Document including each of the documents attached to it and which form part of this Offer Document are important and should be read in their entirety prior to making an investment. In particular, Shareholders should refer to the risk factors set out in Section 3 of this Offer Document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

### Not a prospectus

This Offer Document is not a prospectus for the purposes of Chapter 6D of the Corporations Act and has not been lodged with the Australian Securities and Investments Commission (**ASIC**). Accordingly, this Offer Document does not contain all of the information which would otherwise be required by law to be disclosed in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this Offer Document.

The Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84. In general terms, section 708AA permits certain companies to undertake rights issue without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the company to ASX and consult their professional advisers before deciding whether to accept the Offer.

### No financial advice

The information in this Offer Document does not constitute a securities recommendation or financial product advice, and does not purport to constitute all the information that you may require to enable you to evaluate effectively and completely whether to take up New Shares under the Offer. In preparing this Offer Document, the Company has not taken into account the investment objectives, financial situation or particular needs of any particular person. Accordingly, before acting on this Offer Document, you should assess whether a further investment in the Company would be appropriate in light of your own financial circumstances.

### No Offer where Offer would be illegal

This Offer Document does not, and is not intended to, constitute an offer in any place in which, or any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Offer, or the New Shares to be issued thereunder, or otherwise permit the offering of New Shares outside Australia and New Zealand.

### US Shareholders

In particular neither the Offer nor this Offer Document constitutes an offer for sale of New Shares or any right to a security in the United States or to "U.S. Persons" as that term defined for the purposes of the Securities Act 1933 of the United States (**Securities Act**). The New Shares and the rights of Eligible Shareholders under the Rights Issue have not been, and will not be, registered under the Securities Act and no securities of the Company may be offered or sold within the United States or to U.S. Persons unless they are registered under the Securities Act or an exemption under the Securities Act is available.

### New Zealand Shareholders

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

### Shareholders outside Australia and New Zealand

This Offer is not being extended and New Shares will not be issued to Shareholders with a registered address which is outside Australia and New Zealand. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than Australia and New Zealand) having regard to the number of overseas Shareholders, the number and value of New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant

overseas jurisdiction. By applying for New Shares under the Rights Issue a Shareholder will be deemed to have warranted to the Company that the Shareholder is able to participate in the Offer without breach of the law and related matters in the investor's jurisdiction and that there has not been any breach. The Company reserves the right to treat as invalid any application that appears to have been submitted by a person who is not an Eligible Shareholder.

#### **Notice to nominees and custodians**

Nominees and custodians may not distribute any part of this Offer Document or any Entitlement and Acceptance Form in any country outside Australia and New Zealand and any other country where the Company determines it is lawful and practicable to make the Rights Offer.

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

Any forecast or any forward looking statement contained in this Offer Document may involve significant elements of subjective judgment and assumption as to future events which may or may not be correct, and there are usually differences between forecasts and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Nothing contained in this Offer Document is, or may be relied on as, a promise or representation as to the future.

#### **Privacy**

The Company and its Share Registry have already collected certain personal information from you as a Shareholder. If you complete an Entitlement and Application Form, you will be providing personal information to the Company (directly or via the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, 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 register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can assess, correct and update the personal information that we hold about you. Please contact the Share Registry if you wish to do so at the relevant contact numbers set out in the Offer Document. 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 under the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application.

#### **Disclaimers**

This Offer Document has been prepared by the Company. No person other than the Company has authorised or caused the issue of this Offer Document or takes responsibility for, or makes any statements, representations or undertakings in, this Offer Document. Except to the extent prohibited by law, the Company, its officers, employees and advisers disclaim all liability that may otherwise arise due to any of this information being inaccurate or incomplete.

No person is authorised to provide any information or to make any representations in connection with the Offer which is not in this Offer Document. Any information or representations not in this Offer may not be relied upon as having been authorised by the Company in connection with the Offers. No person named in this Document guarantees the Company's performance or any return on investment made pursuant to this Offer Document. Any references to information on the Company's website are provided for convenience only. No document or other information included on the Company's website is incorporated by reference into this Offer Document.

Neither ASX nor ASIC takes any responsibility for the contents of this Offer Document.

#### **Defined Terms**

Certain abbreviations and other defined terms are used throughout this Offer Document. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used, and the rule for interpretation of this Offer Document, are set out in the Dictionary in Section 5.

#### **Enquiries**

If you have any questions in relation to the Offer please call the Company.

## Indicative Timetable

| Event                                                                                                                                                                                                                          | Date                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| Announcement of Offer                                                                                                                                                                                                          | Friday 27 October 2017                  |
| Lodgement of Appendix 3B, Offer Document and Section 708AA Cleansing Notice with ASX                                                                                                                                           | Friday 27 October 2017                  |
| Despatch notice to Shareholders containing information required by Appendix 3B, details of timetable and required statement                                                                                                    | Monday 30 October 2017                  |
| Ex-Date<br><br>(Date from which New Shares commence trading without Entitlement to participate in the Rights Offer)                                                                                                            | Tuesday 31 October 2017                 |
| <b>Record Date</b><br><br>(Date for determining Entitlements of Eligible Shareholders to participate in the Rights Offer)                                                                                                      | Wednesday 1 November 2017 at 5pm (AEST) |
| Despatch of Offer Document and Entitlement and Acceptance forms to Eligible Shareholders (and notify ASX when despatch has been completed) and despatch letter informing Ineligible Shareholders of their exclusion from Offer | Thursday 2 November 2017                |
| Opening Date of Rights Offer                                                                                                                                                                                                   | Thursday 2 November 2017                |
| <b>Last day for acceptance and payment in full (Closing Date)</b>                                                                                                                                                              | Thursday 30 November at 5:00 pm (AEST)  |
| New Shares quoted on a deferred settlement basis                                                                                                                                                                               | Friday 1 December 2017                  |
| Notify ASX and Underwriter of any under-subscriptions                                                                                                                                                                          | Monday 4 December 2017                  |
| Underwritten Shortfall Shares Settlement Date                                                                                                                                                                                  | Tuesday 5 December 2017                 |
| Expected date of allotment of New Shares applied for under Offer and any shortfall (and tell ASX and when that has happened)                                                                                                   | Wednesday 6 December 2017               |
| Trading of New Shares starts                                                                                                                                                                                                   | Thursday 7 December 2017                |
| Expected date of despatch of Holding Statements                                                                                                                                                                                | Thursday 7 December 2017                |

These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to change any date including to extend the Closing Date, to close the Offer early, to accept late acceptances either generally or in particular cases, or to withdraw or reduce the size of the Offer without notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. If the Offer is withdrawn, Application Money will be returned without interest.

## Chairman's letter

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27 October 2017

Dear Shareholder

### Introduction

On behalf of the directors of Global Gold Holdings Limited (**Company**), I am pleased to invite all Eligible Shareholders to participate in the 1 for 1 non-renounceable Rights Issue described in this document. Eligible Shareholders are those who have a registered address in Australia or New Zealand and who hold shares in the Company at 5:00 pm AEST on 1 November 2017. Under the Offer, the Company will raise up to approximately \$1,800,000 (before costs and expenses of this Offer) from the issue of up to 60,210,436 new fully paid ordinary shares which will rank equally from the date of their issue with existing fully paid ordinary shares.

Once all of the costs and expenses associated with the Offer have been met, the Company intends to use the balance of the money raised for expansion of the consumer finance business conducted by the Company, through its Malaysian wholly owned subsidiary GVest, in Malaysia, and for general working capital purposes. Further details are set out in Section 1.15. The Rights Issue is fully underwritten by Capital Corporate Solutions Pty Ltd. Further details of the underwriting arrangement are set out in Section 4.

### Details of your entitlement

A personalised Entitlement and Acceptance Form accompanies this Offer Document and, as an Eligible Shareholder, you are entitled under the terms of the Offer to use that form to subscribe for 1 new ordinary share in the Company at an issue price of \$0.03 (3 cents) for every 1 fully paid ordinary share in the Company that you hold at 5:00pm AEST on 1 November 2017. The issue price of \$0.03 represents 115% of the current market price for the Shares as at the date of this Offer.

Eligible Shareholders who subscribe for their full entitlement under the Offer will also have the opportunity to apply for additional shares in any shortfall at the same price of \$0.03 (3 cents) each. There is no guarantee of the number of shortfall shares (if any) that will be available to Eligible Shareholders and the allocation of those shortfall shares among applicants will be at the discretion of the Directors in accordance with the policy described in Section 2.5.

To participate in the Offer, you will need to complete the Entitlement and Acceptance Form and return it with the required payment so that it is received by the Company's Share Registrar by 5:00pm AEST on 30 November 2017 and otherwise in accordance with the instructions provided in the form. Further details of how you may accept the Offer are also set out in Section 2. To the extent that you do not take up your entitlement to participate in the Offer your percentage shareholding in the Company will be diluted.

### Further information

I am pleased to confirm to Shareholders that those directors of the Company who hold shares intend to take up their entitlements under the Offer in full.

Further information about the Offer and your entitlement to participate in the Offer is set out in this Offer Document, which you should read in its entirety before deciding whether to participate in the Offer.

On behalf of the directors, I thank you for your continued support of the Company and encourage you to carefully consider this investment opportunity.

Yours faithfully



**Harry Fung**  
Director

## 1. Details of the Offer

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### 1.1 The Offer

The Rights Offer is being made as a non-renounceable pro rata rights issue of continuously quoted securities (as that term is defined in the Corporations Act) of the Company under which Eligible Shareholders will be entitled to acquire one (1) New Share for every one (1) Share held at the Record Date at an issue price of \$0.03 (3 cents) per New Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as set out in Section 1.16 of this Offer Document, the Company will issue up to a maximum of 60,210,436 New Shares (subject to roundings) to raise up to approximately \$1,800,000, pursuant to this Offer.

All of the New Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

The Directors may at any time decide to withdraw this Offer Document and the Offer of New Shares made under this Offer Document in which case, the Company will return all Application Monies (without interest) within 28 days of giving such notice of withdrawal.

### 1.2 No Minimum Subscription

There is no minimum subscription for the Offer.

The full subscription in relation to this Offer is approximately \$1,800,000 (before the costs of the Offer).

### 1.3 Record Date and Entitlement

Details of how to apply under the Rights Offer are set out in Section 2 of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Rights Issue is to be determined by reference to the Company's share register on the Record Date (at 5:00 pm AEST on 1 November 2017).

Each Eligible Shareholder's Entitlement is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Document.

### 1.4 Shortfall

Eligible Shareholders who subscribe for their full Entitlement will also have the opportunity to apply for any Shortfall Shares at the same issue price of \$0.03 (3 cents) per Shortfall Share.

Eligible Shareholder wishing to subscribe for any Shortfall Shares must apply for the Shortfall shares at the same time as they apply for New Shares under their Entitlement by completing the appropriate section of their Entitlement and Acceptance Form (**Shortfall Shares Applicants**). There is no limit on the number of Shortfall Shares that Eligible Shareholder may apply for; however, applications for Shortfall Shares will only be satisfied to the extent that there are Shortfall Shares available to Eligible Shareholders. There is no guarantee of the number of Shortfall Shares (if any) that will be available to Eligible Shareholders and the allocation of those Shortfall Shares (if any) among Eligible Shareholders will be at the discretion of the Directors.

In the event that there are no Shortfall Shares, the Application Monies relating to the Shortfall Shares will be returned to the Eligible Shareholders who have applied for Shortfall Shares, as soon as practicable following the Closing Date without interest.

In the event that Applications from Eligible Shareholders for Shortfall Shares exceed the number of Shortfall Shares, those Applications will be scaled back in a manner determined by the Directors in their absolute discretion.

It is an express term of the Rights Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for if so allocated.

Application Monies relating to the Shortfall Shares applied for by but not allocated to Eligible Shareholders will be returned to those Eligible Shareholders as soon as practicable following the Closing Date without interest.

The Company has not sought relief from the application of Section 606 of the Corporations Act to the issue or acquisition of Shortfall Shares. Any Shareholder who may be at risk of exceeding the restrictions on acquiring a relevant interest in voting shares in the Company under Section 606 of the Corporations Act as a result of applying for Shortfall Shares should seek professional advice before completing and returning an Entitlement and Acceptance Form.

Directors (and other Related Parties of the Company) are not eligible to apply for Shortfall Shares.

## **1.5 Directors discretion to place Shortfall Shares after the Closing Date**

If any Shortfall Shares remain after the Closing Date, the Directors in conjunction with the Underwriter, reserve the right to place any such Shortfall Shares with:

- (a) the Underwriter or any sub-underwriters (as applicable) as described in Section 4;
- (b) Shortfall Shares Applicants in accordance with Section 1.4;
- (c) any other parties selected by the Directors in conjunction with the Underwriter.

Pursuant to ASX Listing Rule 7.2 (exception 2), any allocation of the Shortfall Shares to the Underwriter or any sub-underwriter (if appointed in accordance with the Underwriting Agreement), will not count towards the Company's 15% threshold under ASX Listing rule 7.1, provided that that Underwriter receives the New Shares within 15 Business Days after the Closing Date.

Pursuant to ASX Listing Rule 7.2 (exception 3), any allocation of the Shortfall Shares to persons other than the Underwriter or any sub-underwriter (if appointed) in accordance with the Underwriting Agreement, will not count towards the Company's 15% threshold under the ASX Listing Rule 7.1, provided that the Company makes the issue within three months after the close of the Rights Offer and the issue price is not less than the price at which the New Shares were offered under the Rights Offer. The Directors in conjunction with the Underwriter reserve the right to issue the Shortfall Shares at their discretion.

## **1.6 Underwriting**

The Underwriter has agreed to fully underwrite the Rights Offer pursuant to the Underwriting Agreement. A summary of the Underwriting Agreement is set out in Section 4 of this Offer Document.

As at the date of this Offer Document, the Underwriter holds 2,500,000 Shares in the Company. While Mr Harry Fung, a director of the Company, is a director of the Underwriter, he does not control and does not own any shares in the Underwriter. As such, the Underwriter is not a related party of the Company.

The effect of the underwriting on voting power in the Company is explained in Section 4.

## **1.7 Eligibility to Participate in the Rights Offers**

### **1.7.1 Eligible Shareholder**

The following Shareholders are 'Eligible Shares' and eligible to participate in the Rights Offer:

- (a) persons or entities with Shares in the Company in their own names in the Register of Members at 5:00pm (AEST) on the Record Date; and
- (b) where such persons have a registered address in the Register of Members in Australia or New Zealand.

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement of Eligible Shareholders will be shown on the Entitlement and Acceptance Form accompanying this Offer Document.

#### **1.7.2 Nominees and custodians**

Shares resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

#### **1.7.3 Ineligible Shareholders**

The Company has decided that it is unreasonable to make offers under this Offer Document to Shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**) having regard to the number of these Shareholders, the number and value of the New Shares these Shareholders would be offered and the cost of complying with the legal and regulatory requirements in the relevant overseas jurisdictions.

#### **1.8 New Zealand securities law requirements**

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

#### **1.9 Opening and Closing Dates**

The Offer opens for acceptances on the Opening Date (2 November 2017) and all acceptances and payments must be received by the Share Registrar by 5.00 pm AEST on the Closing Date (30 November 2017).

#### **1.10 No rights trading**

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for new Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse, you will receive no benefit and your equity interest in the Company will be diluted.

#### **1.11 Allotment and Application Monies**

Application Money received for New Shares under the Offer will be held in a separate account by or on behalf of the Company until those shares are issued. Any interest earned on application money will be applied against the costs of the Offer, with any balance being retained by the Company. If the Offer does not proceed or is withdrawn for any reason, the Application Money will be returned in full as soon as reasonably practicable, without interest.

If the amount of your cheque, bank draft, or money order for Application Monies is insufficient to pay in full for the number of New Shares you have applied for, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Monies will pay for.

No allotment of New Shares will occur until ASX grants permission to quote the New Shares.

#### **1.12 Issue and Despatch**

New Shares issued pursuant to the Rights Offer will be issued in accordance with the ASX Listing Rules. The expected date for the issue of New Shares and despatch of holding statements is expected to occur on the dates specified in the Timetable. It is the responsibility of each Eligible Shareholder who participates in the Offer to determine their allocation prior to trading in New Shares. Shareholders who sell New Shares before they receive holding statements do so at their own risk.

### 1.13 Official Quotation of New Shares

Application will be made by the Company to ASX for official quotation by ASX of the New Shares. New Shares will be issued only after all Application Money has been received and ASX has granted permission for New Shares to be quoted. If ASX does not grant permission for official quotation of the New Shares all Application Money will be refunded without interest.

The fact that ASX may grant Official Quotation to the New Shares is not taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

### 1.14 Rights and liabilities attaching to New Shares

New Shares will be fully paid ordinary shares in the capital of the Company and will rank equally with all other Shares.

### 1.15 Purpose of the Rights Offer

The purpose of the rights Offer is to raise approximately \$1,800,000 (before costs and expenses of the Rights Offer).

| Proceeds of Rights Offer                                                                          | Amount in Australian dollars (\$) | Percentage (%) |
|---------------------------------------------------------------------------------------------------|-----------------------------------|----------------|
| Expansion of the Company's consumer finance business in Malaysia ( <b>Malaysia Business</b> ) (1) | \$1,500,000                       | 83.33%         |
| General working capital (2)                                                                       | \$250,000                         | 13.89%         |
| Estimated costs of the Rights Offer                                                               | \$50,000                          | 2.78%          |
| <b>Total</b>                                                                                      | <b>\$1,800,000</b>                | <b>100%</b>    |

**Note:**

1. The Company's current business model for its Malaysian Business is primarily focused on providing micro-financing to qualified consumers in Malaysia. Upon completion of the Rights Offer, the Company intends to expand its Malaysia Business operations through provision of the micro - financing business to the property sector and to property-developers in Malaysia.
2. General working capital includes but is not limited to corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.

The above statement is a statement of current intention as of the date of this Offer Document. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

### 1.16 Effect of Offer on capital structure

The Company currently has no Options on issue.

Assuming no further Shares are issued prior to the Record Date and all Entitlements are fully subscribed, the effect of the Offer on the capital structure of the Company immediately after completion of the Offer, will be as set out below:

| Shares                             | Number     |
|------------------------------------|------------|
| Shares on Issue at the Record Date | 60,210,436 |

|                                                                           |                    |
|---------------------------------------------------------------------------|--------------------|
| New Shares offered pursuant to the Offer <sup>(1)</sup>                   | 60,210,436         |
| <b>Total Shares on issue after completion of the Offer <sup>(1)</sup></b> | <b>120,420,872</b> |

Note:

1. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.

#### 1.17 Effect of the Rights Issue on control of the Company

The potential effect that the issue of the New Shares under the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including the level of Eligible Shareholder participation in the Offer, which Eligible Shareholders participate, the extent of any shortfall, which Eligible Shareholders apply and are issued Shortfall Shares, the extent to which the Underwriter and its sub-underwriters (if any) meet their respective underwriting commitments for any Shortfall Shares and the extent to which the Underwriter and its sub-underwriters (if any) are able to attract Applications for any Shortfall Shares

For example, if all Eligible Shareholders take up their Entitlement in full, and if all the shares to which the Ineligible Shareholders would otherwise be entitled are issued and sold, the issue of the New Shares in that case would not be expected to have any material effect or consequence on the control of the Company.

However, if Eligible Shareholders do not take up their Entitlements in full, there will be a dilutionary effect on those Eligible Shareholders' proportional shareholdings in the Company. The proportional shareholding of any Eligible Shareholder who does not take up any of their Entitlement will be diluted by up to 50%.

Furthermore, other investors who participate to the maximum extent possible could acquire a relevant interest in more than 20% of the issued voting shares in the Company, which may have a material impact on the control of the Company.

#### 1.18 Directors Interests and Participation

Each Director's relevant interest in the securities of the Company at the date of this Offer Document and their Entitlement is set out in the table below.

| Director                   | Existing Shares | Entitlement |
|----------------------------|-----------------|-------------|
| <b>Harry Fung (Note 1)</b> | 2,500,000       | 2,500,000   |
| <b>Campbell McLeod</b>     | Nil             | Nil         |
| <b>Robert Pertich</b>      | Nil             | Nil         |

**Note 1:** Mr Harry Fung does not currently hold any shares in the Company in his own right. However, Capital Corporate Solutions Pty Ltd, a company of which Mr Harry Fung is a director, holds 2,500,000 ordinary shares in the Company as at the date of this Offer Document. Mr Harry Fung does not hold any shares in, and does not control, Capital Corporate Solutions Pty Ltd.

#### 1.19 Discretions

Without limiting the other powers and discretions set out in this Offer Document, the Directors (or their delegate for this purpose) may implement the Offer in the manner they think fit and settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this Offer Document, as they think fit, whether generally or in relation to any Shareholder or any New Shares, and the determination of the Directors (or their delegate) is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

## 1.20 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of release of this Offer Document and the respective dates of those sales were:

|                                                                           | (\$)    | Date            |
|---------------------------------------------------------------------------|---------|-----------------|
| <b>Highest</b>                                                            | \$0.04  | 27 July 2017    |
| <b>Lowest</b>                                                             | \$0.02  | 25 August 2017  |
| <b>Last (as at 5pm on the day before the date of this Offer Document)</b> | \$0.026 | 26 October 2017 |

Shareholders should note that the past Share price performance provides no guidance as to future Share price performance.

## 1.21 Taxation

Shareholders should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. The Company cannot, and does not, offer any advice to Shareholders relating to taxation implications.

## 1.22 Alteration of Terms or Withdrawal of the Offer

The Company reserves the right, at its discretion, to vary, suspend or withdraw the Offer at any time, subject to the Corporations Act, the ASX Listing Rules and any other law or regulation to which the Company is subject. Any variation, suspension or cancellation does not give rise to any liability on the part of, or any action against, the Company or any Director and will be binding on all Shareholders.

## 1.23 Chess

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 securities 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 New Shares allocated to them under this offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

A CHESS statement or Issuer Sponsored Statement will routinely be sent to investors at the end of any calendar month during which the balance of their holding changes. An investor may request a statement at any other time. However, a charge may be made for additional statements.

## 1.24 Privacy

If you complete and lodge an Entitlement and Acceptance Form you will be providing personal information to the Company via the Share Registry. The Company will use that information to assess your Application.

The information may also be used for other purposes from time to time and may be disclosed to persons inspecting the register, regulatory bodies, authorised securities brokers, print service providers, mail houses and the Share Registry itself.

You can access, correct and update the personal information that is held about you. If you wish to do so please contact the Share Registrar pursuant to the contact information set out in this Offer Document. Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth).

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application.

#### **1.25 Risks**

Investing in New Shares involves some risk. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of your investment in the Company, some of which are described in Section 3. Some risk factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, are dependent on the policies adopted and approaches taken by regulatory authorities, or cannot otherwise be mitigated. If you are unsure about subscribing for New Shares in Company, you should first seek advice from your stockbroker, accountant, or financial or other professional adviser.

The New Shares offered under this Offer Document carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to the future performance of Company.

As with any equity investment, substantial fluctuations in the value of your investment may occur. This Offer Document does not set out all the risks you may face in applying for, and holding, New Shares.

#### **1.26 Continuous disclosure obligations**

The Company is a disclosing entity (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules.

Specifically, the Company is required to continuously disclose any information it has to ASX which a reasonable person would expect to have a material effect on the price or the value of the Company's Shares.

This Offer Document contains a summary of information only which the Company does not purport to be complete. The Offer Document is intended to be read in conjunction with the Company's periodic and continuous disclosure announcements lodged with the ASX.

Copies of the Company's announcements can be obtained from the ASX website [www.asx.com.au](http://www.asx.com.au).

#### **1.27 Offer Document and section 708AA of Corporations Act**

This Offer Document is issued pursuant to section 708AA of the Corporations act and applicable ASX Instrument without disclosure to investors under Part 6D.2 of the Corporations act.

Accordingly, neither this Offer Document nor the Entitlement and acceptance Form are required to be lodged or registered with ASX and no prospectus for the Rights Offer will be prepared. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus.

Pursuant to the conditions imposed on the company by section 708AA of the Corporations Act, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 23 October 2017.

### **1.28 Governing Law**

The Offer and the contracts arising due to acceptance by Shareholders of the Offer are governed by the law in force in Victoria, Australia.

### **1.29 Advanced Share Registry**

Advanced Share Registry has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. Advanced Share Registry has had no involvement in the preparation of any part of this Offer Document other than being named as Share Registrar to the Company. Advanced Share Registry has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this document.

### **1.30 Consents**

Moray & Agnew (as solicitors to the Company in connection with the Offer) and the Underwriter have provided, and not withdrawn, their respective consents to be named in this Offer Document, and nor do such parties take responsibility for, and make any statements, representations or undertakings in, this Offer Document.

## **2. Action Required by Eligible Shareholders**

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### **2.1 What Eligible Shareholders May Do**

The number of New Shares to which you are entitled is shown on the Entitlement and Acceptance Form.

You may:

- Take up all of your Entitlement;
- In addition to applying for all of your Entitlement, apply for Shortfall Shares (if there are any);
- Take up part of your Entitlement and allow the balance of your Entitlement to lapse; or
- Allow all of your Entitlement to lapse.

If you have more than one holding of Shares, you will be sent more than one Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Money must be completed for each separate Entitlement you hold.

Entitlement and Acceptance Forms (and payments for any Application Money) will not be accepted at the Company's registered or corporate office or at offices of the Share Registry.

### **2.2 If you do not wish to accept any of your Entitlement**

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. In that case, New Shares not accepted by the Closing Date will become Shortfall Shares and you will receive no benefit.

## 2.3 How to take up some or all of your Entitlement

If you wish to take up some or all of your Entitlement and pay for the New Shares by cheque, money order or bank draft, you should complete the Entitlement and Acceptance Form (for all of the New Shares offered to you or such lesser number you wish to accept) in accordance with the instructions set out on the form.

Completed forms should be forwarded, together with your cheque, money order or bank draft for the Application Money due in respect of the number of New Shares you have accepted (being that number multiplied by \$0.03), in the enclosed reply paid envelope (New Zealand Shareholders will need to affix the appropriate postage) so that it is received no later than 5.00 pm AEST on the Closing Date by posting the form and payment to:

Global Gold Holdings Limited  
1 Alfred Place  
South Melbourne VIC 3205

A reply paid envelope is enclosed for your convenience. If mailed in Australia, no postage stamp is required.

Cheques, money orders and bank drafts must be for payment in Australian currency and drawn on an Australian financial institution or an Australian branch of a foreign financial institution. Cheques, money orders and bank drafts should be made payable to 'Global Gold Holdings Limited– Rights Issue' and crossed 'Not Negotiable'. Do not send cash. Receipts for payment will not be forwarded to Shareholders who subscribe for New Shares.

Your completed Entitlement and Acceptance Form, once sent to the Company, cannot be withdrawn.

If you take up only some of your Entitlement, the balance will lapse. In that case, New Shares not taken up by the Closing Date will become Shortfall Shares and you will receive no benefit for those New Shares not taken up.

## 2.4 Applying for Shortfall Shares

### **Pay by cheque, money order or bank draft**

If you wish to take up all of your Entitlement and apply for any Shortfall Shares, you should complete the accompanying Entitlement and Acceptance Form for all of the New Shares offered to you in accordance with the instructions set out on the form, and also fill in the number of Shortfall Shares you wish to apply for in the space provided on the form.

Completed forms should be forwarded, together with your cheque, money order or bank draft for the Application Money due in respect of the number of New Shares you have accepted and applied for (being that number multiplied by \$0.03) in accordance with the instructions on the form as noted in Section 2.2 above.

Your completed Entitlement and Acceptance Form, once sent to Share Registrar, cannot be withdrawn.

## 2.5 Allocation policy for shortfall

Shortfall Shares will only be allocated and issued if all Eligible Shareholders do not apply for their full Entitlement and the Offer is consequently undersubscribed. Allocation of any Shortfall Shares will be at the discretion of the Directors (or their delegate for this purpose) in accordance with the following policy:

- (a) Eligible Shareholders will only be offered the opportunity to apply for Shortfall Shares on the basis that the Company has not and will not seek ASIC relief in accordance with item 10 of section 611 of the Corporations Act in relation to the application of the shortfall;
- (b) The offer period for the Shortfall Shares is the same as the offer period for other New Shares;
- (c) Shortfall Shares will only be allocated and issued if all Eligible Shareholders do not apply for their full Entitlement and the Offer is consequently undersubscribed;

- (d) If the Company receives applications from Eligible Shareholders for Shortfall Shares that would not result in the Offer being oversubscribed then the Company will, subject to the other terms of this policy, allocate those Shortfall Shares to the Eligible Shareholders who applied for them;
- (e) If the Company receives applications for Shortfall Shares that would result in the Offer being oversubscribed then the Company will not accept such oversubscriptions and will reject or scale back applications in a manner that Directors determine will result in the Eligible Shareholders who applied for the Shortfall Shares being allocated the number of Shortfall Shares that best approximates a pro rata allocation of the Shortfall Shares by reference to their respective shareholdings on the Record Date, provided that any such allocation will be in the ultimate discretion of Directors and provided that no Eligible Shareholder is to be allocated more Shortfall Shares than they applied for;
- (f) Shortfall Shares will be issued at the same time as all other New Shares are issued;
- (g) Directors and other Related Parties of the Company will not be eligible to subscribe for any Shortfall Shares; and
- (h) The Company will not allocate or issue Shortfall Shares where it is aware that to do so would result in a breach of the Corporations Act, the ASX Listing Rules or any other relevant legislation or law.

## **2.6 Return of surplus Application Money**

Application Money received but not applied towards subscriptions for Shortfall Shares will be refunded as soon as reasonably practicable following the allocation of the Shortfall Shares. No interest will be paid on Application Money held and returned.

## **2.7 Acceptance**

Receipt of your payment will constitute acceptance in accordance with, and your agreement to, the terms of the Offer, including those set out in this Offer Document. You should note that the Company is not required to issue any New Shares to a person accepting the Offer under this Offer Document unless:

- the Share Registrar receives a completed Entitlement and Acceptance Form and a cheque money order or bank draft for the full amount due in respect of the new shares on the Closing Date;

and there are sufficient funds in the account on which the instrument is drawn so that the instrument clears in favour of the Company when it is first presented for payment; or

By lodging a completed Entitlement and Acceptance Form, the applicant is taken to have warranted to and for the benefit of the Company that it is able to participate in the Offer without breaching any applicable law or regulation. Each applicant should seek professional advice before doing so if there is any doubt about this.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid acceptance for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

## **2.8 Allow Entitlement to lapse**

The rights to which you are entitled may be valuable. If you decide not to take up some or all of your rights, the rights not taken up will lapse. If you do not wish to exercise any of your Entitlement, you are not required to do anything. In that case, your Entitlement will lapse without any benefit to you.

## **2.9 Enquiries concerning Entitlement and Acceptance Form**

If you have any questions on how to complete the Entitlement and Acceptance Form you should contact the Company.

## 3. Consideration of Certain Risks

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### 3.1 Introduction

The New Shares offered under this Offer Document are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend Eligible Shareholders to consider the risk factors described below and together with information contained elsewhere, previous ASX disclosures and public documents of the Company, including its most recent audited financial statement, rely on advice of their professional advisors before deciding if to apply for New Shares pursuant to this Offer Document.

There are specific risks which relate directly to the Company's business and circumstances. In addition, there are general risk, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

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

### 3.2 Risk specific to the Offer

**Dilution:** Eligible Shareholders who do not take up their full Entitlement may have their holding in the Company diluted.

### 3.3 Company Specific Risks

The specific risks associated with an investment in the Company include the following:

**Credit risk:** As the Company is in the consumer finance business, the Company is exposed to the risk of financial loss if counterparties fail to meet their contractual obligations.

**New Opportunity risk:** the Company is actively pursuing investment opportunities to deliver new value adding projects. However, there is a risk that the Company may not be successful in finding suitable projects. While the Company will spend money evaluating and assessing new opportunities, these opportunities may not be suitable for the Company. This could adversely impact on the assets, operations and financial performance of the Company and its securities.

**Future currency risk:** the Company is exposed to currency risk on transactions that are denominated in a currency other than the respective functional currencies of the Company, primarily the Australian dollar, but also the Malaysian Ringgit (RM).

**Regulatory Approvals:** The consumer finance industry in which the Company currently operates is highly regulated in Malaysia and Australia. Any amendment to existing regulations or the enactment of new regulations may increase the cost of the Company's business operations.

**Competition:** The Company's business is at a development stage and its business is not as established and long- standing as that of some of its competitors, both in Malaysian and Australian markets. The Company's financial performance, market share and revenues may be adversely affected by the actions of its competitors, such as advertising initiatives or price discounting. The Company's competitors may have established a more desirable brand image than the Company or be more attuned to consumer and business preferences, industry trends or market perceptions. Therefore, the Company may not be able to successfully compete with more established brands.

**Key Personnel:** the responsibility of overseeing the Company's operations and strategic management depends substantially on its Directors and key personnel. There can be no assurance that there will not be a detrimental impact on the Company if one or more of these persons cease their employment or involvement with the Company.

**The Company's on-going funding requirements:** Further funding may be required by the Company to develop its business model and commercial activities. There is no guarantee that the Company will be able to raise the additional required funding on a timely basis, on favourable terms or that such further funding will be sufficient to enable the Company to implement its planned commercial strategy. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or scale back its research and development activities and its marketing activities, as the case may be, which may inhibit growth and development opportunities for the Business, and adversely affect the business and financial condition of the Company and its performance.

Further, the Company may not be able to maintain access to capital markets in order to fund unforeseen expenditure or to undertake further development of the Business generally.

### 3.4 General Investment Risks

More general risk factors which could affect the price of Shares and returns to Shareholders include:

**Securities Investments and Share Market Conditions:** There are risks associated with any securities investment including the prices at which the securities trade may fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for biotechnology companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

**Economic Risks:** Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include industrial disruption, the rate of growth of gross domestic product in Australia, interest rates and the rate of inflation.

**Liquidity:** There may be relatively few potential buyers or sellers of the New Shares on ASX at any time. This may increase the volatility of the market price of the New Shares. It may also affect the prevailing market price at which Shareholders are able to sell their New Shares. This may result in Shareholders receiving a market price for their New Shares that is less than the price paid for the New Shares.

**Legislative:** Changes in relevant taxes, legal and administration regimes, accounting practices and government policies may adversely affect the financial performance of the Company.

**Speculative Nature of 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 and adversely affect the financial performance of the Company and the value of the securities offered under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document carry no guarantee with respect of payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Offer Document.

## **4. Summary of Key Terms of the Underwriting Agreement**

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### **4.1 Conditions Precedent Satisfied**

Upon despatch of this Offer Document with the Underwriter's consent the conditions precedent contained in the Underwriting Agreement were satisfied. The Offer is therefore fully underwritten and only terminable by the Underwriter in the circumstances described in Section 4.4.

### **4.2 Fees**

The underwriting fee comprises:

- (a) \$100,000 (plus GST), which was paid by the Company prior to the date of this Offer Document; and
- (b) An amount equal to 8% of all capital raised under the Shortfall payable by the Company upon the Underwriter fulfilling its obligations under the Underwriting Agreement.

The Company must also reimburse the Underwriter for all costs, charges and expenses incurred by the Underwriter relating to the rights Issue and the underwriting on a full indemnity basis. The Company paid \$20,000 plus GST for the legal fees incurred by the Underwriter prior to the date of this Offer Document.

### **4.3 Sub-underwriting**

The Underwriter may appoint sub-underwriters.

### **4.4 Termination**

The Underwriting Agreement provides that the Underwriter may terminate their obligations to underwrite the Offer upon the happening of any of the following:

- (a) The Company is in material default of any of the terms and conditions of the Underwriting Agreement and fails to remedy the default to the reasonable satisfaction of the Underwriter having been given reasonable opportunity to do so.
- (b) The S&P/ASX 200 Share Price Index of ASX closes 10% or more below its level as at the close of trading on the previous Business Day immediately preceding the commencement date of the agreement.
- (c) ASX makes an official statement to any person or indicates to the Company or the Underwriter in writing that:
  - unconditional approval or approval subject to conditions the satisfaction of which is within the control of the Company or the Underwriter for the official quotation of the New Shares will not be granted; or
  - the Company will be removed from the official list of ASX or its Shares will be suspended from quotation or ASX removes the Company from the official list or suspends its securities, other than in relation to a trading halt or suspension (or announcement by ASX of such trading halt or suspension) made in accordance with the agreement of the Underwriter.
- (d) Approval for the official quotation of the New Shares, although granted, is subsequently withdrawn, qualified or withheld before the issue of the New Shares.
- (e) ASIC issues or threatens to issue, proceedings in relation to the Offer or issue of the New Shares or commences or threatens to commence any enquiry or investigation in relation to the Offer or issue of New Shares.
- (f) An insolvency event occurs or is threatened in respect of the Company.

- (g) Any representation or warranty in the agreement is or becomes materially untrue or incorrect.
- (h) Litigation, arbitration, administrative or industrial proceedings are, after the Commencement Date, commenced or threatened against the Company or a subsidiary of the Company which in the reasonable opinion of the Underwriter is likely to have a material adverse effect.
- (i) Any material adverse change occurs in the financial or trading position or performance or in the assets, liabilities, earnings, profits, losses, business, operations or prospects of the Company.
- (j) The Company commits a material breach of the ASX Listing Rules.
- (k) A force majeure event affecting the Company's or its subsidiary's business lasting in excess of 7 days occurs which in the reasonable opinion of the Underwriter is likely to have a material adverse effect.
- (l) The Company alters its share capital, grants convertible securities, disposes of a substantial part of its business or property, grants security over the whole or a substantial part of its business property, or agrees to do any of those things, or the Company or its subsidiary resolves to be wound up, without the Underwriter's prior written consent.
- (m) The Company or its subsidiary fails to comply with any clause of its constitution, a statute or any agreement entered into by it, which in the reasonable opinion of the Underwriter is likely to have a material adverse effect.
- (n) A significant or material contract is, without the prior written consent of the Underwriter, materially breached by the Company or its subsidiary, terminated (whether by breach or otherwise), altered or amended in any way without the Underwriter's prior written consent or found to be void or voidable, which in the reasonable opinion of the Underwriter is likely to have a material adverse effect.
- (o) The Australian equity capital market conditions and/or ASX trading conditions have materially deteriorated from those market conditions subsisting as at the commencement date of the agreement to such an extent that they are not, in the bona fide judgement of the Underwriter, conducive to the successful completion of the Rights Issue or other events occurring after that date beyond the control of the Underwriter are so material and adverse as to make it impracticable or inadvisable to proceed with the Rights Issue on the terms and in the manner contemplated by the Offer Document.
- (p) Any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or the international financial markets or any material adverse change occurs in national or international political, financial or economic conditions, in each case after the commencement date of the agreement and the effect of which is that, it is impracticable to market the Rights Issue or that the success of the Rights Issue is likely to be materially adversely affected.
- (q) There is introduced or there is a public announcement of a proposal to introduce, into the parliament of Australia or any state of Australia, a new law, or the Reserve Bank of Australia or any federal or state authority of Australia adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the Opening Date), any of which does or is likely to prohibit or regulate financial institutions or credit providers, capital issues or stock markets in a manner which prohibits or materially adversely affects the Rights Issue or the underwriting.

## 4.5 General

The Underwriting Agreement contains indemnities, covenants, warranties and representations and other terms in favour of the Underwriter typical for an agreement of this nature.

## 5. Dictionary

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### 5.1 Definitions

In this Offer Document unless the context requires otherwise:

**\$ or A\$** means an Australian dollar.

**ABN** means Australian Business Number.

**ACN** means Australian Company Number.

**AEST** means Australian Eastern Standard Time.

**Application** means an application by way of a completed Entitlement and Acceptance Form to subscribe for New Shares and, where the context requires, an application to subscribe for Shortfall Shares.

**Application Money** means the monies received from Eligible Shareholders in respect of their Applications.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the Listing Rules of the ASX.

**Business** means the business operated by the Group.

**Business Day** means a day on which ASX is open for trading.

**CHESS** means ASX Clearing House Electronic Subregistry System.

**Company** means Global Gold Holdings Limited (ACN 123 879 416).

**Constitution** means the constitution of the Company.

**Closing Date** mean the last date for accepting an offer for New Shares being 5:00pm AEST on 30 November 2017.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the directors of the Company.

**Eligible Shareholder** means a person who is registered as a Shareholder at the Record Date and has a registered address in Australia or New Zealand.

**Entitlement** means the non-renounceable right of an Eligible Shareholder to subscribe for 1 New Share for every 1 Share held by that Shareholder at the Record Date, and otherwise under the Rights Issue.

**Entitlement and Acceptance Form** means the personalised form attached to or accompanying this Offer Document.

**Group** means the Company, GVest and RTSB and a **Group Member** means any one of them.

**GVest** means G-Vet Corporation Sdn Bhd, a company incorporated in Malaysia and wholly owned by the Company, through RTSB.

**Ineligible Shareholder** means a Shareholder who is not an Eligible Shareholder.

**Malaysia Business** means the consumer finance business conducted by the Company, through GVest, in Malaysia.

**New Share** means a new Share proposed to be issued pursuant to the Offer.

**Offer or Rights Issue** means a 1 for 1 non-renounceable rights issue at \$0.03 (3 cents) per Share, together with the opportunity to apply for any Shortfall Shares to be undertaken by the Company on the terms of this Offer Document.

**Offer Document** means this document.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

**Opening Date** means 2 November 2017.

**Option** means an option to acquire Shares.

**Record Date** means the date for determining Entitlements under the Offer, being 5:00pm (AEST) on 1 November 2017.

**Related Party** has the meaning given to it in the Corporations Act.

**RTSB** means Rimbun Teratai Sdn Bhd, a company incorporated in Malaysia and wholly owned by the Company.

**Section** means a section of this Offer Document.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of Shares from time to time.

**Share Registrar** means the Company's share registrar being Advanced Share Registry.

**Shortfall Shares** means those New Shares under the Offer not applied by Eligible Shareholders under their Entitlement.

**Timetable** means the indicative Rights Issue timetable contained on page 3 of this Offer Document.

**US Person** means a person who receives the Offer when they are located in the United States of America.

**Underwriter** means Capital Corporate Solutions Pty Ltd.

**Underwriting Agreement** means the underwriting agreement between the Company and the Underwriter dated 23 October 2017.

## 5.2 Interpretation

In this Offer Document unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (c) a term which refers to a person includes a person in any capacity, a body corporate, an unincorporated body (for example a society or association), a trust, a partnership, a sovereign state or a Government Agency;
- (d) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (e) a reference to a statute or regulation or a provision of a statute or regulation is a reference to that statute, regulation or provision as amended or a statute, regulation or provision replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws made or issued under that statute;

- (f) a monetary reference is a reference to Australian currency unless expressed otherwise in this Offer Document; and
- (g) a word or term defined in the *A New Tax System (Goods and Services Tax) Act 1999 (Cth)* has the same meaning in this Offer Document where used in connection with GST.

# Corporate Directory

**ASX CODE:** GGH

## **DIRECTORS**

Mr Harry Fung (Non Exec. Chairman)  
Mr Campbell McLeod (Non Exec. Director)  
Mr Robert Pertich (Non Exec. Director)

## **COMPANY SECRETARY**

Ms Eryn Kestel

## **REGISTERED OFFICE**

**1 Alfred Place  
SOUTH MELBOURNE VIC 3205**

## **CONTACT DETAILS**

Phone: (+61 8) 9364 2387  
Facsimile: (+61 8) 9367 8812  
Website: [www.globalgold.com.au](http://www.globalgold.com.au)  
Email: [info@globalgold.com.au](mailto:info@globalgold.com.au)

## **SHARE REGISTRY\***

ADVANCED SHARE REGISTRY SERVICES  
110 STIRLING HIGHWAY  
NEDLANDS, WA, AUSTRALIA, 6009

## **LEGAL ADVISORS**

MORAY & AGNEW  
Level 6, 505 Little Collins Street  
MELBOURNE, VIC, AUSTRALIA, 3000

## **AUDITORS\***

Moore Stephens  
Level 15, 2 The Esplanade  
PERTH WA 6000

\*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.