



MEDIA/ASX ANNOUNCEMENT
22 March 2016

SILVER CHEF LIMITED – ENTITLEMENT OFFER CLEANSING NOTICE UNDER SECTION 708AA(2)(F) OF THE *CORPORATIONS ACT 2001* (CTH)

Background

Silver Chef Limited (**Silver Chef**) announced today that it will undertake a one for nine pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Silver Chef (**New Shares**) to raise approximately \$30 million (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 and Wilson HTM Corporate Finance Ltd ACN 057 547 323 (**Underwriters**).

The offer price for the Entitlement Offer will be \$8.50 per New Share (**Offer Price**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every nine existing shares held at 7.00pm (Brisbane time) on 24 March 2016 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Silver Chef will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35 (**CO 08/35**).

Further details of the Entitlement Offer are set out in the Investor Presentation and the Information Booklet that will be lodged with ASX on 24 March 2016 and that will be dispatched to eligible shareholders on or about 31 March 2016.

Details of the securities issued

Class of securities	Ordinary shares
ASX code of the securities	SIV
Date of the issue or expected issue of the securities	5 April 2016 for shares issued under the Institutional Entitlement Offer 26 April 2016 for shares issued under the Retail Entitlement Offer
Total number of securities expected to be issued (subject to rounding of fractional entitlements)	3,515,016 New Shares

Information required under section 708AA(7)

For the purposes of section 708AA(7) of the Corporations Act, Silver Chef advises:

- 1 the New Shares will be issued without disclosure under part 6D.2 of the Corporations Act as notionally modified by CO 08/35;
- 2 this notice is given under section 708AA(2)(f) of the Corporations Act as notionally modified by CO 08/35;
- 3 as at the date of this notice, Silver Chef has complied with:
 - (a) the provisions of chapter 2M of the Corporations Act as they apply to Silver Chef; and
 - (b) section 674 of the Corporations Act;
- 4 as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by CO 08/35; and
- 5 information regarding the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of Silver Chef, and the consequences of that effect, is set out below.

Effect of the Entitlement Offer on control

The issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of Silver Chef, but is dependent on a number of factors including investor demand. Therefore, it is not possible to predict the effect of the Entitlement Offer on the control of Silver Chef. There are a number of possible outcomes that may arise which will, largely, depend on the extent to which eligible shareholders take up their Entitlements and apply for top up shares.

If all eligible shareholders take up their Entitlement, each eligible shareholder's ownership interest (and voting power) in Silver Chef will remain largely unchanged and the effect on the control of Silver Chef will be negligible.

To the extent that any eligible shareholder fails to take up their Entitlement, that eligible shareholder's percentage holdings in Silver Chef will be diluted by those other eligible shareholders who take up some, all or more than their Entitlement. The voting power of ineligible foreign shareholders will be diluted.

If no eligible shareholders other than the Underwriters take up their Entitlement (which the board of Silver Chef considers unlikely), then the Underwriters will be required to subscribe, or procure subscriptions from others, for the shortfall shares. In these circumstances, the maximum increase in voting power of the Underwriters will be 10%.

However, as the Underwriters' obligations will be at least partially sub-underwritten, the board of Silver Chef considers that the Entitlement Offer will not affect the control of Silver Chef. Further, having regard to the sub-underwriting arrangements, even if a substantial shortfall arose, the board of Silver Chef does not consider that there would be a material impact on the control of Silver Chef.

Enquiries to:

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