

# Prospectus

**Global Gold Holdings Limited**  
**ACN 123 879 416**

For a renounceable pro rata offer to Eligible Shareholders of 3 New Shares for every 2 Existing Shares held at an issue price of \$0.001 per New Share to raise \$948,180 before issue costs (**Offer**).

Lead Manager and Underwriter: CPS Capital Group Pty Ltd

**ASX Code: GGH**

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

**Important Notice:** This Prospectus is dated 28 April 2016 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

**Nature of this Prospectus:** The New Shares offered under this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the date of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the offer on the issuing company and the rights and liabilities attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

**Prospectus availability:** Eligible Shareholders can obtain a copy of this Prospectus during the offer period on the Company's website at [www.globalgold.com.au](http://www.globalgold.com.au) or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus (refer to section 7.7 of this Prospectus for further information).

**Foreign jurisdictions:** The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

**Disclaimer of representations:** No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

**Forward looking statements:** This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

**Privacy:** Eligible Shareholders should read the privacy information located in section 8.17 of this Prospectus. By submitting an Entitlement and Acceptance Form for the Offer, you consent to the matters outlined in that section.

**Definitions:** Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

**Enquiries:** If you have any questions please call the Company Secretary on +61 8 9463 2463 at any time between 9.00am and 5.00pm (WST time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

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## Corporate Directory

### Directors

Tunku Naquiyuddin (Non-Executive Chairman)  
Mr Jeffrey Choong (Non-Executive Director)  
Mr Andrew Kwa (Non-Executive Director)  
Dato Mohamad Nazir Bin Meraslam (Non-Executive Director)  
Mr Krishnan Ramasamy (Non-Executive Director)  
Dato David Tan (Non-Executive Director)

### Registered Office

Level 3, 88 William Street  
Perth WA 6000  
Tel: +61 8 9463 2463  
Fax: +61 8 9463 2499

### Lead Manager and Underwriter

CPS Capital Group Pty Ltd  
Level 45, 108 St Georges Terrace  
Perth WA 6000

### Auditor\*

Moore Stephens  
Level 3, 12 St Georges Terrace  
Perth WA 6000

### Company Secretary

Mr Leonard Math

### Share Registry\*

Computershare Investor Services Pty Limited  
Level 11, 172 St Georges Terrace  
Perth WA 6000  
Tel: +61 8 9323 2000  
Fax: +61 8 9323 2033

### Solicitors to the Offer

Kings Park Corporate Lawyers  
Level 2, 45 Richardson Street  
West Perth WA 6005

### Website

[www.globalgold.com.au](http://www.globalgold.com.au)

\*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

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## 1 TIMETABLE TO THE OFFER

Prospectus lodged with ASIC and ASX	28 April 2016
Ex Date - Shares trade ex Entitlement	4 May 2016
Rights trading commences	4 May 2016
Record date to determine Entitlement ( <b>Record Date</b> )	5 May 2016
Prospectus with Entitlement and Acceptance Form dispatched	9 May 2016
Offer opens for receipt of Applications	9 May 2016
Rights trading ends	11 May 2016
Deferred settlement trading commences	12 May 2016
Closing date for acceptances ( <b>Closing Date</b> )	18 May 2016
Notify ASX of Shortfall	20 May 2016
Issue of New Shares	25 May 2016
Deferred settlement trading ends	25 May 2016
Dispatch of shareholding statements	26 May 2016
Normal trading of New Shares expected to commence	26 May 2016
Last date to issue Shortfall Securities	18 August 2016

The Directors may extend the Closing Date by giving at least 3 business days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

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## 2 KEY OFFER TERMS AND CAPITAL STRUCTURE

Fully Paid Shares currently on issue <sup>1</sup>	632,120,001
Options currently on issue <sup>1</sup>	Nil
New Shares offered under this Prospectus at \$0.001 per New Share (approx.) <sup>1</sup>	948,180,002
Maximum amount raised under the Offer <sup>1</sup> (before costs)	\$948,180

<sup>1</sup> This assumes no further Shares are issued prior to the Record Date.

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### 3 CHAIRMAN'S LETTER

Dear Shareholder,

On behalf of the Board I take pleasure in presenting the Prospectus for Global Gold Holdings Limited's (Company) entitlement offer to Eligible Shareholders.

On 22 April 2016, the Company announced an intention to raise \$948,180 (before costs) via a renounceable entitlements issue.

The Offer is fully underwritten by CPS Capital Group Pty Ltd, raising \$948,180 (before costs) through the issue of up to 948,180,002 New Shares at an issue price of 0.1 cents per share on the basis of three (3) New Shares for every two (2) Existing Shares held.

The Offer will be made to all Shareholders with registered addresses in Australia and New Zealand on the Record Date of 5 May 2016.

The Company intends to apply the funds raised under the Offer for new project evaluation and for general working capital, and to fund the expenses of the Offer.

Following the Offer and to reduce costs, Messrs Jeffrey Choong, Andrew Kwa, Krishnan Ramasamy and Dato David Tan will retire as Directors, and Messrs Leonard Math (GGH's existing Company Secretary) and Michael Soucik have agreed to be appointed as Directors. Messrs Math and Soucik are Australian residents and satisfy the requirement that the Company have 2 Australian resident Directors.

Please read this Prospectus carefully before deciding whether or not to invest. An investment in the Company contains specific risks which you should consider before making that decision. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional advisor.

The Board recommends the Offer to you and looks forward to your continuing support.

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## 4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information										
What is the Offer?	<p>3 New Shares for every 2 Existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.001 per New Share.</p> <p>Application will be made for the New Shares to be quoted on ASX.</p> <p>The Offer will raise \$948,180 (before costs).</p>	Section 5										
Am I an Eligible Shareholder?	<p>The Offer is only made to Shareholders who:</p> <p>(a) are the registered holders of Shares as at 7.00pm (AEST) on the Record Date; and</p> <p>(b) have a registered address in Australia or New Zealand.</p>	Section 8.4										
How will the proceeds of the Offer be used?	<p>The Company intends to use the funds raised from the Offer broadly as follows:</p> <table><tr><th>Use of funds</th><th>Full Subscription \$948,180</th></tr><tr><td>New project evaluation</td><td>\$300,000</td></tr><tr><td>General Working Capital</td><td>\$552,860</td></tr><tr><td>Costs of the Offer</td><td>\$95,320</td></tr><tr><td>Total</td><td>\$948,180</td></tr></table>	Use of funds	Full Subscription \$948,180	New project evaluation	\$300,000	General Working Capital	\$552,860	Costs of the Offer	\$95,320	Total	\$948,180	Section 5.2
Use of funds	Full Subscription \$948,180											
New project evaluation	\$300,000											
General Working Capital	\$552,860											
Costs of the Offer	\$95,320											
Total	\$948,180											
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"><li>• New opportunity risk - there is a risk that the Company will not succeed in finding new projects or investments suitable for the Company.</li><li>• Credit risk - the Company is exposed to a significant level of credit risk arising from a money lending debtor. There is a risk that the debtor is unable to pay its loan obligations to the Company.</li></ul> <p>Please carefully consider these risks and additional risks contained in section 6 and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	Section 6										

Is the Offer underwritten?	<p>The Offer is fully underwritten by CPS Capital Group Pty Ltd for \$948,180 or 948,180,002 New Shares.</p> <p>The underwriting is conditional upon certain conditions and terminating events customarily found in underwriting agreements for issuers in the Company's circumstances.</p>	Section 8.5
Is the Offer subject to any Conditions?	No, although the Company reserves the right to withdraw the Offer at any time, in which case all application monies received will be returned without interest.	Section 8.2
What will be the effect of the Offer on control of the Company?	<p>The effect of the Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders and the number of Shares taken up by the Underwriter.</p> <p>If no shareholder takes up the Offer, the relevant interest of the Underwriter and its nominees will be 60%.</p> <p>The Underwriter will ensure that no person will acquire, through participation in sub-underwriting the Offer, a holding of Shares of, or increase their holding, to an amount in excess of 19.9% of all the Shares on issue on completion of the Offer.</p>	Section 5.5
How do I apply for New Shares under the Offer?	Applications for New Shares can be made by Eligible Shareholders completing the relevant section of the personalised Entitlement and Acceptance Form and sending it to the Share Registry together with payment by cheque in the amount of Entitlement Shares applied for.	Section 7
Can I apply for Shortfall Securities?	Any New Shares under the Offer that are not applied for by the Closing Date will become Shortfall Securities. New Shares not applied for by Eligible Shareholders will be subscribed for by the Underwriter or its nominees.	Section 8.7
How can I obtain further advice?	Contact the Company Secretary on +61 8 9463 2463 at any time between 9.00am and 5.00pm (WST time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.	

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## 5 PURPOSE AND EFFECT OF THE OFFER

### 5.1 Introduction

The Company is seeking to raise \$948,180 before issue costs under a renounceable pro rata offer to Eligible Shareholders at a price of \$0.001 per New Share on the basis of 3 New Shares for every 2 Existing Shares held as at the Record Date.

The Offer is fully underwritten for \$948,180 or 948,180,002 New Shares by CPS Capital Group Pty Ltd.

### 5.2 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer as follows:

Use of funds (approximately) <sup>1</sup>	Full Subscription \$948,180
New project evaluation	\$300,000
General working capital	\$552,860
Costs of the Offer	\$95,320
<b>Total</b>	<b>\$948,180</b>

**Notes:**

- 1 This table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the Company's decisions. The Company reserves the right to vary the way funds are applied.
- 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.
- 3 See section 10.5 for further details relating to the estimated expenses of the Offer, including fundraising expenses.

### 5.3 Statement of financial position

Set out in section 13 is the un-audited Consolidated Statement of Financial Position of the Company and the Consolidated Pro-Forma Statement of Financial Position as at 31 March 2016 and prepared on the basis of the following adjustments and assumptions:

- (a) the Offer was effective on 31 March 2016;
- (b) no further Shares are issued other than all Shares offered under this Prospectus;
- (c) the costs of the Offer are \$95,320;

The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audited financial report for year ended 30 June 2015.



#### 5.4 Effect of the Offer on the Company's securities

Assuming no further Shares are issued prior to the Record Date, at the close of the Offer, the capital structure of the Company following the Offer will be:

Shares	Full Subscription Number	%
Existing Fully Paid Shares	632,120,001	40.0
New Shares offered under this Prospectus	948,180,002	60.0
Total Shares	1,580,300,003	100.0

The Company currently has no Options on issue.

#### 5.5 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

(a) Underwriter

The Underwriter has agreed to underwrite the Offer for \$948,180 or 948,180,002 New Shares. The underwriter has appointed sub-underwriters who are contractually bound to subscribe for Shortfall Securities.

The Underwriter currently has no relevant interest in Shares of the Company. The Underwriter is not a related party of the Company for the purposes of the Corporations Act.

The Underwriter will ensure that neither it, nor any person will acquire, through participation in sub-underwriting the Offer, a holding of Shares of, or increase their holding, to an amount in excess of 19.9% of all the Shares on issue on completion of the Offer.

(b) Others

As at the date of this Prospectus, no Eligible Shareholder will, by reason of taking up their Entitlement under the Offer, increase their relevant interest in Shares to more than 20% of the Company's then issued Shares. However and to comply with ASX Listing Rule 7.7.1(c), the Company will appoint CPS Capital as nominee to arrange for the sale of Ineligible Shareholders' Entitlements and to account to them for the net proceeds of the sale.

(c) Dilution

Shareholders who do not participate in the Offer will have their holdings diluted. Following is a table which sets out the dilutionary effect, assuming no further Shares are issued:

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement is taken up	
	Number	%		Number	%
1	100,000,000	15.8%	150,000,000	100,000,000	6.3%

2	50,000,000	7.9%	75,000,000	50,000,000	3.2%
3	25,000,000	4.0%	37,500,000	25,000,000	1.6%
4	5,000,000	0.8%	7,500,000	5,000,000	0.3%

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## 6 RISK FACTORS

The New Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below and together with information contained elsewhere in this Prospectus and to consult with your professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business and circumstances. In addition, there are general risks, 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 is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### 6.1 Risk specific to the Offer

#### (a) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted. Details of dilution are set out in section 5.5(c) above.

#### (b) Control

The Directors have taken reasonable steps to help ensure a reasonable distribution of voting power under the Offer, including the appointment of CPS Capital Group Pty Ltd as Lead Manager and Underwriter.

### 6.2 Company and industry specific risks

The risks outlined below are specific to the Company's operations.

#### (a) Future capital needs and additional funding

The funds raised by the Offer will primarily be used to fund new investment opportunities and for general working capital (refer section 5.2). There is a risk that these funds will not be sufficient to complete the proposed work and that further funding will be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable

terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(b) Commodity prices

As a trader and investor in gold, any earnings of the Company are expected to be closely related to the price of gold.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company, together with the ability to fund those plans and activities.

(c) Credit risk

As the Company is in the business of money lending, the Company is exposed to the risk of financial loss if counterparties fail to meet their contractual obligations. G-Vest Corporation Sdn Bhd (**G-Vest Corporation**), a wholly owned subsidiary of the Company, is owed RM3.5 million from an unrelated third party, Crossborder Alliance Malaysia Sdn Bhd (**Crossborder**). This amount is personally guaranteed by the directors of the borrower and the Company has received collaterals as security for the amount due. The collaterals consist of a deed of assignment on several parcels of land.

There is a material risk that Crossborder will not pay the amount outstanding. This may have a negative impact on the assets of the Company as the Company may need to engage lawyers to initiate court proceedings to recover the debt and/or secure the collateral.

(d) Foreign 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 (AUD), but also the Malaysian Ringgit (RM).

(e) Joint venture, acquisitions or other strategic investments

The Company may in the future become a party to joint venture agreements. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

The Company may enter into strategic investments in complementary businesses, or enter into strategic alliances or partnerships with third parties in order to enhance its business. Such arrangements involve a wide range of risks.

(f) 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.

(g) Key people

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.

### 6.3 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market 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.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, exchange rates, industrial disruption and economic growth may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company and its Directors.

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## 7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS FOR THE OFFER

### 7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 7.2);
- (b) sell all of your Entitlement on ASX (see section 7.3);
- (c) take up part of your Entitlement and sell the balance on ASX (see section 7.4);
- (d) deal with part or all of your Entitlement other than on ASX (see section 7.5); or

- (e) allow all or part of your Entitlement to lapse (see section 7.6).

## **7.2 Subscribe for all or part of your Entitlement**

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares offered by this Prospectus before deciding to apply for New Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for.

## **7.3 If you wish to sell all of your Entitlement**

Complete the section marked “Instructions to Stockbroker” on the Entitlement and Acceptance Form, which accompanies this Prospectus, in accordance with the instructions contained on the form and lodge it with your stockbroker as soon as possible.

Rights trading will commence on ASX on 4 May 2016. Sale of your Rights must be completed by 11 May 2016 when Rights trading is expected to cease.

## **7.4 If you wish to take up part of your Entitlement and sell the balance**

Please complete the Entitlement and Acceptance Form, which accompanies this Prospectus, by inserting the number of New Shares for which you wish to accept (being less than as specified on the Application Form) and follow the steps in Section 7.7.

Subsequently, provide instructions to your stockbroker regarding the proportion of your Entitlement you wish to sell on ASX.

Cash will not be accepted and no receipts will be issued.

Rights trading will commence on ASX on 4 May 2016. Sale of your Rights must be completed by 11 May 2016 when Rights trading is expected to cease.

## **7.5 If you wish to transfer your Entitlement other than on ASX**

If you are a Shareholder and hold Existing Shares on the issuer sponsored sub-register, forward a completed renunciation form (obtainable through your stockbroker or the Company’s share registrar) together with your Entitlement and Acceptance Form completed by the transferee together with a cheque for the appropriate Application monies to reach the Company’s share registry, by 5.00pm WST on 18 May 2016.

If you are a Shareholder and hold Existing Shares registered on CHESS, you should contact your sponsoring broker.

Cash will not be accepted and no receipts will be issued.

## **7.6 Allow all or part of your Entitlement to lapse**

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Securities.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying personalised Entitlement and Acceptance Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

## **7.7 Payment method**

### ***Cheque, bank draft or money order***

The completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order made payable to 'Global Gold Holdings Limited' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.001 per New Share accepted. Your cheque, bank draft or money order must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on the day of receipt of the Entitlement and Acceptance Form. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be represented.

If the amount of your cheque(s), bank draft(s) or money order(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared application money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received at the following addresses by no later than 5.00pm WST on the Closing Date:

<b>By Post To:</b>	<b>By Hand To:</b>
Global Gold Holdings Limited C/- Computershare Investor Services Pty Limited GPO Box 505 Melbourne VIC 3001	Global Gold Holdings Limited C/- Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford Vic 3067

## **7.8 Entitlement and Acceptance Form is binding**

Receipt of a completed and lodged Entitlement and Acceptance Form together with a cheque, bank draft or money order for the application moneys constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon issue of the New Shares.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application moneys is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application moneys.

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## 8 DETAILS OF THE OFFER

### 8.1 Shares offered for subscription

By this Prospectus the Company makes a renounceable pro rata Offer to Eligible Shareholders of 3 New Shares for every 2 Existing Shares held as at the Record Date at a price of \$0.001 per New Share to raise approximately \$948,180 before issue costs. Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 7.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares are summarised in section 9.1.

### 8.2 Minimum subscription

There is no minimum subscription in relation to this Offer.

### 8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

### 8.4 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 7.00pm (AEST) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

### 8.5 Lead manager and underwriting

CPS Capital Group Pty Ltd is acting as lead manager and will fully underwrite the issue for 948,180,002 Shortfall Securities or \$948,180 (**Underwritten Amount**) in accordance with the Underwriting Agreement. All Valid Applications received by the Company will go to relieve the Underwriter of its obligations under the Underwriting Agreement.

CPS Capital Group Pty Ltd will be paid a fee for underwriting the Offer, details of which are set out in sections 10.3 and 10.5.

The Company will also be required to reimburse the Underwriter for all of the reasonable costs incurred in relation to the Offer.

The underwriting is conditional upon satisfaction or waiver by the Underwriter of the certain conditions ordinarily found in an agreement of this type, including that:

- (a) the Company has (subject to certain limitations, including where the loss arises through the Underwriter performing its underwriting obligation) agreed to indemnify the Underwriter and its directors, officers, employees and agents against losses suffered or incurred in connection with the Offer;



- (b) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (c) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including (but not limited to) where any of the following events has a material adverse effect or could give rise to a liability of the Underwriter under the Corporations Act or otherwise:
  - (i) the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
  - (ii) an event occurs which gives rise to a material adverse effect or any adverse change or any development including a likely material adverse effect after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any relevant company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
  - (iii) any of the material contracts described in this Prospectus (other than the Underwriting Agreement) or disclosed to ASX are terminated or substantially modified;
  - (iv) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world; or
  - (v) a suspension or material limitation in trading generally on ASX occurs or 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 other international financial markets.

## **8.6 Rights trading**

The Offer is renounceable. This means that the entitlements of Eligible Shareholders to subscribe for New Shares under this Prospectus are transferable and there can be trading of rights on ASX. Eligible Shareholders who choose not to take up their entitlement will receive no benefit and their shareholding in the Company will be diluted as a result.

## **8.7 Shortfall**

Under the terms of the Underwriting Agreement, New Shares not applied for by Eligible Shareholders will be subscribed for by the Underwriter or its nominees. These Shares will

be issued at or about the time that Eligible Shareholders will be issued New Shares, and the Company and those persons issued such Shares will rely upon section 708A(12) of the Corporations Act so that such Shares can be offered for sale without disclosure.

#### **8.8 Offer outside Australia and New Zealand**

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia and New Zealand.

#### **8.9 Treatment of Ineligible Shareholders**

Given the cost of complying with applicable regulations in jurisdictions other than Australia and New Zealand, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

##### **(a) New Zealand**

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

##### **(b) Elsewhere**

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

#### **8.10 Appointment of nominee**

As the Offer is renounceable and for the purposes of Listing Rule 7.7.1(c), the Company will appoint CPS Capital as nominee to arrange for the sale of the entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the sale.

The proceeds of sale (in Australian dollars) will be distributed to the Ineligible Shareholders for whose benefits the Rights have been sold in proportion to their shareholdings as at the Record Date (after deducting the costs of the sale).

#### **8.11 Beneficial holders, nominees, trustees and custodians**

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

#### **8.12 Issue of New Shares and application money**

New Shares will be issued only after ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 25 May 2016 and normal trading of the New Shares on ASX is expected to commence on 26 May 2016.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the New Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

#### **8.13 Quotation**

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

#### **8.14 Market prices of Existing Shares on ASX**

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price	\$0.003	\$0.003	\$0.003

### **8.15 CHESS**

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

### **8.16 Taxation and duty implications**

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

### **8.17 Privacy**

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance 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 body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the

Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

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. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

#### **8.18 Enquiries**

Any queries regarding the Offer should be directed to Mr Leonard Math, Company Secretary on +61 8 9463 2463.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

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## 9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

### 9.1 New Shares

Full details of the rights and liabilities attaching to the New Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount paid on a share to the total issue price of the share.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Election of Directors

No Director may hold office without re-election past the third annual general meeting following the director's appointment or 3 years, whichever is longer. These retirement rules do not apply to certain appointments including the managing director.

(g) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) Winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) divide the assets of the Company among the members in kind;
- (ii) for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and
- (iii) vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks fit, but so that no member is compelled to accept any shares or other securities in respect of which there is any liability.

(i) Shareholder liability

As the Shares issued under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

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## 10 ADDITIONAL INFORMATION

### 10.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an Offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgment of the Company's annual financial report of the Company for the financial year ended 30 June 2015 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:



- (i) the annual financial report of the Company for the financial year ended 30 June 2015 being the last financial report for a financial year of the Company lodged with the ASIC before the issue of this Prospectus;
- (ii) any half-year financial report lodged with ASIC by the Company after the lodgment of that annual report and before the lodgment of this Prospectus; and
- (iii) any continuous disclosure notices given by the Company after the lodgment of the financial statements referred to in paragraph (i) and before the lodgment of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since its 2015 annual financial report was lodged with ASX on 30 September 2015:

Date	Description of Announcement
22/04/2016	Fully Underwritten Renounceable Rights Issue
29/02/2016	Half Year Report and Appendix 4D
29/01/2016	Appendix 4C - quarterly
23/11/2015	Results of Meeting
30/10/2015	Appendix 4C - quarterly
20/10/2015	Notice of Annual General Meeting/Proxy Form
13/10/2015	Change of Registered Office Address
30/09/2015	Appendix 4G

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from [www.asx.com.au](http://www.asx.com.au).

## 10.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Current holding Shares	Entitlement New Shares
Mr Tunku Naquiyuddin	36,580,000	54,870,000
Mr Jeffrey Choong	20,000	30,000
Mr Andrew Kwa	Nil	Nil

Dato Mohamad Nazir Bin Meraslam	22,000,000	33,000,000
Mr Krishnan Ramasamy	380,000	570,000
Dato David Tan	15,880,000	23,820,000
Leonard Math (proposed Director)	Nil	Nil
Michael Soucik (proposed Director)	Nil	Nil

- <sup>1</sup> All equity transactions with key management personnel have been entered into under terms and conditions no more favourable than those the Company would have adopted if dealing at arm's length.

Remuneration paid to Directors in the two years prior to the date of this Prospectus <sup>12</sup>		
Director	2014/2015	2013/2014
Mr Tunku Naquiyuddin	Nil	Nil
Mr Jeffrey Choong	Nil	Nil
Mr Andrew Kwa	Nil	Nil
Dato Mohamad Nazir Bin Meraslam	Nil	Nil
Mr Krishnan Ramasamy	Nil	Nil
Dato David Tan	Nil	Nil

- 1 In line with prior years the Directors have waived all fees for the 2015/2016 financial year. Amounts payable might be reassessed in the 2016/2017 financial year based on Company activity and cash balances, and only if deemed appropriate.
- 2 There are currently no outstanding amounts payable to any Director and the Directors have no claims against the Company.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgment of this Prospectus with ASIC, any interest in:

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

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

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

### **10.3 Interests of promoters and named persons**

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Kings Park Corporate Lawyers has acted as solicitors to the Offer. In respect of this work, the Company will pay approximately \$8,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Kings Park Corporate Lawyers has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

CPS Capital Group Pty Ltd will act as Lead Manager and Underwriter to the Offer. In respect of this work, the Lead Manager will be paid a lead manager fee of \$60,000 and an underwriting fee of 6% of the Underwritten Amount. CPS Capital Group Pty Ltd has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

#### 10.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgment of this Prospectus with ASIC withdrawn their written consent:
  - (i) to be named in the Prospectus in the form and context which it is named; and
  - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Kings Park Corporate Lawyers	Lawyers
CPS Capital Group Pty Ltd	Underwriter

#### 10.5 Expenses of the Offer

The total estimated expenses of the Offer are as set out below:

Cost <sup>1</sup>	(approximately) \$
Fundraising expenses	\$60,000
Legal fees	\$8,000
ASX fees	\$15,000
ASIC and other expenses	\$2,320
Printing, postage and other	\$10,000
<b>Total</b>	<b>\$95,320</b>

<sup>1</sup> These expenses have or will be paid by the Company.

#### 10.6 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any legal proceedings pending or threatened against the Company.

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## 11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgment of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 28 April 2016



.....  
Signed for and on behalf of  
Global Gold Holdings Limited by  
Andrew Kwa  
Director

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## 12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

<b>\$, A\$ or Dollars</b>	Australian dollars unless otherwise stated.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Applicant</b>	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
<b>Application</b>	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
<b>ASIC</b>	the Australian Securities & Investments Commission.
<b>ASX</b>	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	the board of Directors.
<b>Business Day</b>	Monday to Friday inclusive, except any day that ASX declares is not a business day.
<b>Closing Date</b>	the date set out in section 1.
<b>Company or GGH</b>	Global Gold Holdings Limited (ACN 123 879 416).
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Deeds</b>	the indemnity, insurance and access deeds between the Company and each of the Directors.
<b>Director</b>	a director of the Company.
<b>Eligible Shareholders</b>	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
<b>Entitlement and Acceptance Form</b>	the personalised entitlement and acceptance form attached to this Prospectus.
<b>Entitlement or Right</b>	a Shareholder's entitlement or right to subscribe for New Shares offered by this Prospectus.
<b>Existing Share</b>	a Share issued as at 7.00pm (AEST) on the Record Date.
<b>Full Subscription</b>	\$948,180 before costs.

<b>Ineligible Shareholder</b>	a Shareholder who is not an Eligible Shareholder.
<b>Lead Manager</b>	CPS Capital Group Pty Ltd (ACN 127 171 877) .
<b>Listing Rules</b>	the listing rules of the ASX.
<b>New Shares</b>	Shares issued pursuant to the Offer.
<b>Offer</b>	an offer made under this Prospectus to subscribe for New Shares.
<b>Official List</b>	the official list of the ASX.
<b>Option</b>	an option to purchase a Share.
<b>Prospectus</b>	this Prospectus and includes the electronic prospectus.
<b>Record Date</b>	the date set out in section 1.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Share Registry</b>	Computershare Investor Services Pty Limited (ABN 48 078 279 277).
<b>Shareholder</b>	the registered holder of Shares in the Company.
<b>Shortfall Securities</b>	New Shares for which valid Applications have not been received by the Closing Date under the Offer.
<b>Underwriter</b>	CPS Capital Group Pty Ltd (ACN 127 171 877).
<b>Underwriting Agreement</b>	the underwriting agreement between the Company and the Underwriter signed on 21 April 2016.
<b>Underwritten Amount</b>	\$948,180.
<b>Underwritten Securities</b>	means 948,180,002 New Shares.
<b>US person</b>	has the meaning given to that term in Regulation S under the US Securities Act.
<b>US Securities Act</b>	the United States Securities Act of 1933, as amended.
<b>WST</b>	Western Standard Time.

## 13 UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31 March 2016 management accounts	Capital raising fees	Funds received from offer	Pro-form (not reviewed)
<b>Assets</b>				
<b>Current Assets</b>				
Cash & cash equivalents	256,448	(95,320)	948,180	1,109,308
Trade and other receivables	1,482,974			1,482,974
Other current assets	952			952
Held for trading investments	2,791			2,791
<b>Total Current Assets</b>	1,743,165			1,743,165
<b>Non-Current Assets</b>				
Available for sale investments	721,470			721,470
Property, plant & equipment	78,762			78,762
<b>Total Non-Current Assets</b>	800,232			800,232
<b>Total Assets</b>	2,543,397			2,543,397
<b>Liabilities</b>				
<b>Current Liabilities</b>				
Trade and other payables	24,236			24,236
Current tax liability	(668)			(668)
<b>Total Current Liabilities</b>	23,568			23,568
<b>Non-Current Liabilities</b>				
<b>Total Non-Current liabilities</b>	0			0
<b>Total Liabilities</b>	23,568			23,568
<b>Net Assets</b>	2,519,829			2,519,829
<b>Equity</b>				
Issued Capital	28,178,986	(95,320)	948,180	29,031,846
Reserves	(700,307)			(700,307)
Retained Earnings/(accumulated losses)	(24,958,855)			(24,958,855)
<b>Total Equity</b>	2,519,823			2,519,823

No adjustments have been made for the month of April.