



## Announcement Summary

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**Entity name**

TINYBEANS GROUP LTD

**Announcement Type**

New announcement

**Date of this announcement**

Friday January 31, 2020

**The Proposed issue is:**

- ☒ An offer of securities under a securities purchase plan
- ☒ A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
TNY	ORDINARY FULLY PAID	1,500,000

**+Record date**

Thursday January 30, 2020

**Offer closing date**

Friday February 21, 2020

**+Issue date**

Tuesday March 3, 2020

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

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
TNY	ORDINARY FULLY PAID	6,825,000

**Proposed +issue date**

Monday February 17, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

TINYBEANS GROUP LTD

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

**1.2 Registered Number Type**

ABN

**Registration Number**

46168481614

**1.3 ASX issuer code**

TNY

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Friday January 31, 2020

**1.6 The Proposed issue is:**

- ☒ An offer of +securities under a +securities purchase plan
- ☒ A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

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

☒ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

TNY : ORDINARY FULLY PAID

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

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

TNY : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

1,500,000

Minimum Number of +securities proposed to be offered to each individual +security holder

1,000

Maximum Number of +securities proposed to be offered to each individual +security holder

15,000



Minimum subscription \$ amount proposed to be offered to each individual security holder	Maximum subscription \$ amount proposed to be offered to each individual security holder
AUD 2,000	AUD 30,000

#### Purpose of the issue

A share purchase plan (SPP) to raise additional working capital to support the integration and growth of the combined business after the Company's acquisition of Red Tricycle Inc (for more information, please refer to the Company's announcement dated 31 January 2020).

#### Offer price details for retail security holders

Issue Currency	Offer Price per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 2.00000	<input checked="" type="checkbox"/> Actual

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

☒ Yes

#### Oversubscription & Scale back details

##### May a scale back be applied to this event?

☒ Yes

##### Provide the scale back details

If the SPP (capped at \$3,000,000) is oversubscribed, Company may in its discretion scale-back SPP applications to the extent and in the manner it sees fit (subject to rounding up).

## Part 4C - Timetable

### 4C.1 Date of announcement of +security purchase plan

Friday January 31, 2020

### 4C.2 +Record date

Thursday January 30, 2020

### 4C.3 Date on which offer documents will be made available to investors

Friday February 7, 2020

### 4C.4 Offer open date

Friday February 7, 2020

### 4C.5 Offer closing date

Friday February 21, 2020



#### 4C.6 Announcement of results

Wednesday February 26, 2020

#### 4C.7 +Issue date

Tuesday March 3, 2020

### Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:**

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

☒ Yes

### Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

☒ No

**4E.2 Is the proposed offer to be underwritten?**

☒ No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

☒ No

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

N/A

### Part 4F - Further Information

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**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

☒ No



**4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer**

Hong Kong, Malaysia, Papua New Guinea, Singapore, South Africa, Thailand, United Kingdom, United States, Vanuatu.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://tinybeans.com/investors/news-coverage/>

**4F.4 Any other information the entity wishes to provide about the proposed offer**

N/A



## Part 7 - Details of proposed placement or other issue

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### Part 7A - Conditions

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

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

☒ No

### Part 7B - Issue details

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

☒ Existing class

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

☒ No

### Details of +securities proposed to be issued

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#### ASX +Security Code and Description

TNY : ORDINARY FULLY PAID

#### Maximum Number of +securities proposed to be issued

6,000,000

#### Purpose of the issue

A Placement to new and existing institutional, sophisticated and professional investors to part fund the acquisition of Red Tricycle (approx. AUD\$9.35M) and provide additional growth capital for the combined business following completion of this acquisition (for more information, please refer to the announcement dated 31 January 2020).

#### Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 2.00000



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

☒ Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

☒ No

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

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

**ASX +Security Code and Description**

TNY : ORDINARY FULLY PAID

**Maximum Number of +securities proposed to be issued**

825,000

**Purpose of the issue**

Issue of 825,000 fully paid ordinary shares as part of the consideration for the acquisition of Red Tricycle, as announced to the ASX on 31 January 2020.

**Offer price details for retail security holders**

**In what currency is the cash consideration being paid?**

**What is the issue price per +security?**

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

☒ Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

☒ No





## Part 7C - Timetable

### 7C.1 Proposed +issue date

Monday February 17, 2020

## Part 7D - Listing Rule requirements

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

☒ No

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

☒ Yes

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

2,961,553

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

☒ Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

3,863,447

**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

☒ No

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

☒ No

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

☒ Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

825,000 fully paid ordinary shares which are being issued as part of the Red Tricycle acquisition will be escrowed for a period of 12 months, as announced to the ASX on 31 January 2020.

## Part 7E - Fees and expenses

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

☒ Yes

**7E.1a Who is the lead manager/broker?**

Bell Potter Securities Limited (ACN 006 390 772)



**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

2.00% of proceeds as a Management Fee.  
1.75% of proceeds as a Selling Fee.

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

☒ No

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

N/A

Part 7F - Further Information

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

☒ No

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

The 825,000 consideration shares for the acquisition of Red Tricycle are subject to change depending on the USD:AUD exchange rate prior to completion.