



## Announcement Summary

**Entity name**

TOP SHELF INTERNATIONAL HOLDINGS LTD

**Announcement Type**

New announcement

**Date of this announcement**

7/7/2023

**The Proposed issue is:**

☒ An accelerated offer

**Total number of +securities proposed to be issued for an accelerated offer**

ASX +security code	+Security description	Maximum Number of +securities to be issued
TSI	ORDINARY FULLY PAID	84,000,000

**Trading resumes on an ex-entitlement basis (ex date)**

10/7/2023

**+Record date**

11/7/2023

**Offer closing date for retail +security holders**

25/7/2023

**Issue date for retail +security holders**

1/8/2023

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**

TOP SHELF INTERNATIONAL HOLDINGS 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

164175535

**1.3 ASX issuer code**

TSI

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

7/7/2023

**1.6 The Proposed issue is:**☒ An accelerated offer**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



## Part 3 - Details of proposed entitlement offer issue

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### Part 3A - Conditions

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**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

☒ No

### Part 3B - Offer details

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**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**

TSI : ORDINARY FULLY PAID

**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

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

☒ No

### Details of +securities proposed to be issued

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**ASX +security code and description**

TSI : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

☒ Yes

**The quantity of additional +securities For a given quantity of +securities**

**to be issued**

1

**held**

1

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

84,000,000

**Offer price details for retail security holders****Has the offer price for the retail offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.25000

**Offer price details for institutional security holders****Has the offer price for the institutional offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the institutional offer?**

AUD 0.25000

**Oversubscription & Scale back details****Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**☒ Yes**Describe the limits on over-subscription**

Nil

**Will a scale back be applied if the offer is over-subscribed?**☒ Yes**Describe the scale back arrangements**

Pro rata

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

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Part 3D - Timetable

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**3D.1a First day of trading halt**

7/7/2023

**3D.1b Announcement date of accelerated offer**

7/7/2023

**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

10/7/2023

**3D.5 Date offer will be made to eligible institutional +security holders**

7/7/2023

**3D.6 Application closing date for institutional +security holders**

7/7/2023

**3D.8 Announcement of results of institutional offer**

(The announcement should be made before the resumption of trading following the trading halt)

10/7/2023

**3D.9 +Record date**

11/7/2023

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

12/7/2023

**3D.10b +Issue date for institutional +security holders**

13/7/2023

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

13/7/2023

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

14/7/2023

**3D.12 Offer closing date for retail +security holders**

25/7/2023

**3D.13 Last day to extend retail offer close date**

20/7/2023



**3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer**

1/8/2023

Part 3E - Fees and expenses

**3E.1 Will there be a lead manager or broker to the proposed offer?**

☒ Yes

**3E.1a Who is the lead manager/broker?**

Salter Brothers Capital Pty Ltd (SB Capital)

**3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

SB Capital will be entitled to the following consideration for acting as lead manager and arranger of the Conditional Placement and Entitlement Offer (as set out in the ASX announcements released on 29 May 2023 and 7 July 2023):

- o a management and selling fee of 6% of the offer proceeds; and
- o the Company has agreed to reduce the exercise price of the 5m options to be granted to the Lead Manager or its nominees. Those options will have a nil exercise price and will be allocated by the Lead Manager to third parties who took up commitments in respect of the Conditional Placement or Entitlement Offer. All options have a two year term.

SB Capital and the Company have agreed that 15% of SB Capital's management and selling fee shall be settled by way of additional Shares at the Offer Price, subject to shareholder approval.

**3E.2 Is the proposed offer to be underwritten?**

☒ No

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

☒ No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Refer to the ASX announcements released on 29 May 2023 and 7 July 2023

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

☒ No



**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

☒ No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

United States of America. Offer eligible to Australian and New Zealand shareholders only.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

☒ No

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/<https://announcements.asx.com.au/asxpdf/20230529/pdf/05q45q39wdrnvk.pdf>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

Refer to the ASX announcements released on 29 May 2023 and 7 July 2023

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

☒ No

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)