



LionHub Group Limited

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17 May 2021

ASX Announcement

Unmarketable Parcel Buy-Back Facility and Proposed Voluntary De-listing from ASX

LionHub Group Limited (ASX: LHB) (**LionHub**) announces its intention to de-list from the Australian Securities Exchange (**ASX**) (**Delisting**) and the establishment of a facility to undertake a minimum holding buy-back of unmarketable parcels of shares in LionHub (**Buy-Back Facility**).

Delisting

LionHub advises that it intends to submit a formal application to ASX requesting that ASX remove LionHub from the official list of the ASX pursuant to ASX Listing Rule 17.11 (**Application**).

The Board has ultimately determined that the costs and administrative burden of remaining listed on ASX outweigh any benefits of a continued listing. LionHub intends to seek shareholder approval by special resolution for the Delisting at its upcoming general meeting.

Further details regarding the Delisting will be announced after the Application has been submitted to ASX and set out in the Notice of Meeting seeking shareholder approval for the Delisting, which will be made available to shareholders shortly.

Buy-Back Facility

An unmarketable parcel of shares (**Unmarketable Parcel**) is a holding of ordinary shares in LionHub (**Shares**) valued at less than \$500 as at 7.00pm (Sydney time) on Friday, 14 May 2021 (**Record Date**) based on a buy-back price of \$0.0035 per share (**Buy-Back Price**).

The Buy-Back Facility has been established to enable shareholders holding an Unmarketable Parcel (**Eligible Shareholders**) to sell their Shares to LionHub at the Buy-Back Price, which represents approximately a 15% premium to the closing price of Shares on ASX at 21 February 2020. LionHub's Shares were suspended from official quotation on ASX on 21 February 2020 and have remained suspended since that date.

The Board recognises that Eligible Shareholders may find it difficult or costly to dispose of their Unmarketable Parcels once LionHub is de-listed from the official list of the ASX. The Buy-Back Facility will also assist in reducing share registry and other administrative costs for LionHub associated with maintaining a larger number of small shareholders.

Based on the Buy-Back Price and the register of members of LionHub at the Record Date:

- (a) an Unmarketable Parcel is any shareholding of 142,867 Shares or less;
- (b) LionHub had a total of 3,746 shareholders and 3,675 of these shareholders (i.e. 98.10% hold an Unmarketable Parcel;
- (c) a total of 9,922,228 Shares are held via an Unmarketable Parcel, representing 1.20% of the issued capital of LionHub; and
- (d) the aggregate value of Shares held by Eligible Shareholders is \$34,246.

Shareholders who hold Unmarketable Parcels will have these bought back by LionHub at the Buy-Back Price in full unless they opt out by the closing date of the Buy-Back Facility. Shareholders who hold 142,867 Shares or more on the Record Date will not be eligible to participate in the Buy-Back Facility.

Eligible Shareholders who participate in the Buy-Back Facility will not have to pay any brokerage or handling costs associated with the buy-back of their Shares. All Shares bought back by LionHub will be cancelled in accordance with the *Corporations Act 2001* (Cth).

LionHub will despatch the attached letter and Share Retention Form to Eligible Shareholders on Tuesday, 18 May 2021. These documents provide more information about the Buy-Back Facility, including information on how Eligible Shareholders can opt out of the Buy-Back Facility if they wish to retain their Unmarketable Parcel and not participate in the Buy-Back Facility.

Key Dates

EVENT	DATE
Record Date	7.00pm Sydney time on Friday, 14 May 2021
Announcement of the Buy-Back Facility to ASX	Monday, 17 May 2021
Despatch of letters and Share Retention Forms to Eligible Shareholders	Tuesday, 18 May 2021
Closing Date: Period to opt out of the Buy-Back Facility closes	5.00pm Sydney time on Wednesday, 30 June 2021
Shares bought back by LionHub through the Buy-Back Facility will be cancelled	Wednesday, 7 July 2021
Announcement of outcome of the Buy-Back Facility to ASX	Wednesday, 7 July 2021
Eligible Shareholders whose Shares were bought back through the Buy-Back Facility will have proceeds remitted to them and will be sent documentation advising them of the number of Shares sold and amount of proceeds remitted. Proceeds will be remitted to the bank account that the Eligible Shareholder has registered with LionHub.	As soon as practicable post Wednesday, 7 July 2021

Eligible Shareholders should consider the documents they receive about the Buy-Back Facility carefully and if needed, seek professional advice on the legal, financial and taxation implications of participating in the Buy-Back Facility that is relevant to their individual circumstances.

This announcement has been authorised by the Board of Directors.

For further information please contact:

Company Secretary
Jiahui Lan
+61 3 8611 5333

17 May 2021

Dear Shareholder,

Offer by LionHub Group Limited to buy-back unmarketable parcels of shares

LionHub Group Limited (ASX: LHB) (**LionHub**) is writing to you as a shareholder with an unmarketable parcel of shares in LionHub (**Unmarketable Parcel**). An Unmarketable Parcel is a holding of ordinary shares in LionHub (**Shares**) valued at less than \$500 as at 7.00pm (Sydney time) on Friday, 14 May 2021 (**Record Date**) based on a buy-back price of \$0.0035 per share (**Buy-Back Price**).

As announced to the Australian Securities Exchange (**ASX**) on 17 May 2021, LionHub intends to submit a formal application to ASX requesting that ASX remove LionHub from the official list of the ASX pursuant to ASX Listing Rule 17.11 (**Delisting**) and has established a facility for the purposes of undertaking a minimum holding share buy-back of Unmarketable Parcels (**Buy-Back Facility**).

LionHub recognises that shareholders holding Unmarketable Parcels may find it difficult to dispose of their Unmarketable Parcel, or may not wish to hold Unmarketable Parcels, once LionHub is delisted from the official list of the ASX. The Buy-Back Facility will enable holders of Unmarketable Parcels to sell their Shares back to LionHub in a convenient, cost effective manner, and is intended to reduce the administrative and registry costs for LionHub associated with Unmarketable Parcels.

Further details regarding the Delisting will be set out in the Notice of Meeting seeking shareholder approval for the Delisting, which will be made available to shareholders shortly.

Through the Buy-Back Facility, LionHub is offering to buy back Unmarketable Parcels for the Buy-Back Price, being the closing price of Shares on ASX at 21 February 2020 with a 15% premium. LionHub's Shares were suspended from official quotation on ASX on 21 February 2020 and have remained suspended since that date. Based on the Buy-Back Price, an Unmarketable Parcel is a holding of 142,867 Shares or less.

You are eligible to have your Unmarketable Parcel bought back by LionHub through the Buy-Back Facility and you will not have to pay any brokerage or handling fees if you do so

All Shares bought back by LionHub under the Buy-Back Facility will be cancelled in accordance with the *Corporations Act 2001* (Cth).

This letter provides more information about the Buy-Back Facility and the options available to you.

Your Options

As a holder of an Unmarketable Parcel, your options are described below:

1. Sell your Unmarketable Parcel

If you want LionHub to buy back your Unmarketable Parcel at the Buy-Back Price of \$0.0035 per Share, **you do NOT need to take any action.**

By refraining from taking any action, you will be deemed to have irrevocably appointed LionHub as your agent to sell all of your Unmarketable Parcel at the Buy-Back Price and to deal with the proceeds of sale as set out in this letter.

2. Retain your Unmarketable Parcel

If you do not want LionHub to buy back your Unmarketable Parcel, then you must:

- (a) opt out of the Buy-Back Facility by completing the **enclosed** Share Retention Form and returning it to Company Secretary, Jiahui Lan **by email at jiahui@dwaccounting.com.au by no later than 5.00pm (Sydney time) on Wednesday, 30 June 2021 (Closing Date)**. If your Share Retention Form is not received

by the Closing Date, your Unmarketable Parcel will be purchased by LionHub under the Buy-Back Facility; or

- (b) if you hold Shares in multiple shareholdings that when aggregated together constitute a parcel of more than 142,867 Shares, arrange to have those holdings merged into one shareholding such that your registered holding on the Closing Date is greater than 142,867 Shares (i.e. a marketable parcel).

Given that LionHub's Shares are currently suspended from official quotation on ASX, you will not be able to acquire additional Shares in LionHub on market in order to increase your shareholding to greater than 142,867 Shares (i.e. a marketable parcel) as at the Closing Date.

If you choose to complete and return a Share Retention Form as outlined in paragraph 2(a) above, you are advised to allow reasonable time for the Share Retention Form to be received by LionHub by the Closing Date.

If you choose to merge multiple shareholdings as outlined in paragraph 2(b) above, you are advised to allow reasonable time for these actions to be effected on LionHub's share register, by the Closing Date.

Key Dates

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Closing Date: Period to opt out of the Buy-Back Facility closes	5.00pm Sydney time on Wednesday, 30 June 2021
Shares bought back by LionHub through the Buy-Back Facility will be cancelled	Wednesday, 7 July 2021
Announcement of outcome of the Buy-Back Facility to ASX	Wednesday, 7 July 2021
Eligible Shareholders whose Shares were bought back through the Buy-Back Facility will have proceeds remitted to them and will be sent documentation advising them of the number of Shares sold and amount of proceeds remitted. Proceeds will be remitted to the bank account that the Eligible Shareholder has registered with LionHub.	As soon as practicable post Wednesday, 7 July 2021

Further information about the Buy-Back Facility

LionHub makes no recommendation as to whether you should participate in the Buy-Back Facility, whether or how you should sell your Shares or the value of your Shares. You should seek independent professional advice when deciding whether to retain or sell your Shares and if you have any questions on how any sale of your Shares may affect you.

While LionHub will pay for brokerage and handling costs associated with the buy-back of Unmarketable Parcels of Shares through the Buy-Back Facility, any taxation consequences of

the buyback of Shares through the Buy-Back Facility will be the shareholder's responsibility. If you have any questions above taxation consequences, please consult with your legal, financial or taxation adviser.

For further information about the Buy-Back Facility, please read the 'Additional Important Information' and 'Frequently Asked Questions' section below. If, after reading those sections, you still have questions or require further information, please contact the Company Secretary, Jiahui Lan on +61 (03) 8611 5333 between 9.00am and 5.00pm Monday to Friday (Sydney time).

Yours sincerely,

Jiahui Lan
Company Secretary
LionHub Group Limited

ADDITIONAL IMPORTANT INFORMATION

1. LionHub is offering the Buy-Back Facility in accordance with the terms set out in this letter, the procedure in Division 2 of Part 2J.1 of the *Corporations Act 2001* (Cth) and the Listing Rules of the ASX.
2. If a shareholder holds more than one holding with an Unmarketable Parcel, LionHub will buy back each Unmarketable Parcel unless (a) Share Retention Form is received for each holding that the shareholder wishes to retain; or (b) multiple Unmarketable Parcels are merged to form a marketable parcel of greater than 142,867 Shares.
3. It is important to note that LionHub's Shares were suspended from official quotation on ASX on 21 February 2020 and have remained suspended since that date. Information on the price of LionHub's Shares can be obtained through the ASX website (www.asx.com.au) using LionHub's code, which is LHB.
4. While LionHub will pay for brokerage and handling costs associated with the buy-back of Unmarketable Parcels through the Buy-Back Facility, any taxation consequences of the buy-back of Shares will be the shareholder's responsibility. Please see the Frequently Asked Questions section below for general information on taxation consequences.
5. If you have any questions about taxation consequences, please seek the independent advice of a legal, financial or taxation advisor.
6. LionHub makes no recommendation as to whether you should participate in the Buy-Back Facility, whether or how you should sell your Unmarketable Parcel or the value of those Shares. If you have questions about whether to retain or sell your Shares, you should seek independent professional advice.
7. Before a buy-back is effected under the Buy-Back Facility, LionHub may revoke a notice given in relation to or suspend or terminate the operation of the Buy-Back Facility, either generally or in specific cases.

LionHub reserve the right to change any of the dates, terms or conditions referred to in this letter by notice to the ASX.

FREQUENTLY ASKED QUESTIONS

Who is eligible to participate in the Buy-Back Facility?

Shareholders in LionHub are eligible to participate in the Buy-Back Facility if they held shareholdings in LionHub valued at less than \$500, being a shareholding that is comprised of 142,867 Shares or less as at the Record Date, based on the Buy-Back Price.

What do I need to do to sell my Unmarketable Parcel under the Buy-Back Facility?

If you want LionHub to buy back your Unmarketable Parcel at the Buy-Back Price you do NOT need to take any action.

Can I sell some but not all of my Shares through the Buy-Back Facility?

No. You may not sell part of an Unmarketable Parcel through the Buy-Back Facility. If you choose to participate in the Buy-Back Facility, your entire Unmarketable Parcel will be bought back by LionHub.

What if I do not wish to sell my Unmarketable Parcel?

If you do not wish to sell your Unmarketable Parcel, you MUST complete the Share Retention Form and ensure that it is returned so that it is received by the Company Secretary, Jiahui Lan by email at jiahui@dwaccounting.com.au by no later than 5.00pm (Sydney time) on the Closing Date. If your Share Retention Form is not received by this date, your shareholding will be bought back and cancelled by LionHub in connection with the Buy-Back.

What do I do if I have multiple Unmarketable Parcels?

If there is more than one Unmarketable Parcel registered under your name, you will receive this letter and a personalised Share Retention Form for each of your Unmarketable Parcels.

If you would like LionHub to buy-back each of your Unmarketable Parcels, you do not need to do anything and all of the Unmarketable Parcels registered in your name will be bought back.

If you would like to keep one or more of your Unmarketable Parcels, you may take one of the following actions:

1. complete the personalised Share Retention Form for each of the Unmarketable Parcels that you would like to keep and return it in accordance with the instructions therein; or
2. if the Unmarketable Parcels that you hold together constitute a parcel of more than 142,867 Shares (i.e. a marketable parcel), arrange to have those holdings merged into one shareholding that is noted on LionHub's share register as being greater than 142,867 Shares as at the Closing Date.

If my Shares are bought back through the Buy-Back Facility, how much will I receive per Share?

If your Unmarketable Parcel is bought back through the Buy-Back Facility, you will receive the Buy-Back Price of \$0.0035 per Share.

If my Shares are bought back through the Buy-Back Facility, how much will I receive for all of my Shares?

The total price that you will receive for an Unmarketable Parcel if it is bought back through the Buy-Back Facility will be the number of Shares in that Unmarketable Parcel multiplied by the Buy-Back Price of \$0.0035 per Share.

You can confirm the number of Shares in your Unmarketable Parcel by reviewing the enclosed,

personalised Share Retention Form, or by contacting the Company Secretary, Jiahui Lan by email at jiahui@dwaccounting.com.au or phone on +61 (03) 8611 5333 between 9.00am and 5.00pm Monday to Friday (Sydney time).

If my Shares are bought back through the Buy-Back Facility, when will I receive the proceeds from the buy-back?

If your Unmarketable Parcel is bought back through the Buy-Back Facility, the proceeds from that buy-back will be remitted to you as soon as practicable after 7 July 2021. Around that time, you will also receive documentation detailing the number of Shares you sold and the amount of proceeds remitted to you. This documentation will be sent by mail, or email if you have previously nominated to receive communication electronically.

If my Shares are bought back through the Buy-Back Facility, how will I receive the proceeds from the buy-back?

If your Unmarketable Parcel is bought back through the Buy-Back Facility, the proceeds from that buy-back will be paid in Australian dollars into the bank account with any Australian "Authorised Deposit-taking Institution" (as defined in the Corporations Act) that you have nominated for your shareholding.

I need to update my name, address or bank account details. How do I do this?

You can update your name, address or bank account details by contacting the Company Secretary, Jiahui Lan by email at jiahui@dwaccounting.com.au or phone on +61 (03) 8611 5333 between 9.00am and 5.00pm Monday to Friday (Sydney time).

If you participate in the Buy-Back Facility and would like your updated address or bank account details to be used when remitting proceeds and sending documentation to you, please ensure these details are updated by the Closing Date.

Share Retention Form

Mr Sam Sample
Unit 123
Sample Street
Sampletown NSW 2001

Shares held as at 7:00pm (Sydney time)
on Friday, 14 May 2021

Signature of Shareholder(s)

This section must be completed.

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we wish to retain my/our shares in LionHub Group Limited and confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Buy-Back Facility.

Individual or Shareholder 1

Sole Director and Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact Details

Contact Name

Contact Daytime Telephone

Date

Email Address

THIS FORM MUST BE RECEIVED BY THE COMPANY BY NO LATER THAN 5:00PM (SYDNEY TIME) ON WEDNESDAY, 30 JUNE 2021.

If you require further information on how to complete this form, please contact the Company Secretary on +61 (03) 8611 5333 between the hours of 9:00am to 5:00pm Monday to Friday (Sydney Time). Alternatively, you can submit your questions by email to jiahui@dwaccounting.com.au.

SIGNING INSTRUCTIONS

- (Individual)** Where the holding is in one name, the Shareholder must sign.
- (Joint holding)** Where the holding is in more than one name, all of the Shareholders should sign.
- (Power of attorney)** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- (Companies)** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company