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**SPRINTEX LIMITED
ABN 38 106 337 599**

PROSPECTUS

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 1,566,789,399 New Shares at an issue price of \$0.0010 per New Share on the basis of 1 New Share for every 2 Existing Shares held to raise up to approximately \$1,566,789 before costs.

PARTIAL UNDERWRITER

MJ Two Pty Ltd

Important Notice

This document is important and should be read in its entirety (including the 'Risk Factors' in **section 6**) before deciding whether to apply for New Shares. If after reading this Prospectus you have any questions about the New Shares being offered under this Prospectus, then you should consult your stockbroker, accountant or other professional adviser.

The New Shares offered by this Prospectus should be considered speculative.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the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 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 NOTES

This Prospectus is dated 21 October 2015 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus. No New Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply to ASX for the New Shares to be granted quotation on ASX.

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. Refer to **section 2.15** for treatment of overseas shareholders. Applications for New Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This Prospectus including each of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors (see **section 6** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Investors should note that past Share price performance of the Company provides no guidance to its future Share price performance. Neither the Company nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to this Prospectus.

The words “anticipate”, “believe”, “expect”, “project”, “forecast”, “estimate”, “likely”, “intend”, “should”, “could”, “may”, “target”, “plan” and other similar expressions are intended to identify forward looking statements. The forward looking statements in this Prospectus are based on the Company’s current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors, that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Prospectus. Investors should specifically refer to the ‘Risk Factors’ in **section 6** of this Prospectus. That section refers to some but not all of the matters that may cause actual results to differ from the position stated in any forward looking statement in this Prospectus.

Cooling-off rights do not apply to a subscription for New Shares under the Offer. This means that you cannot withdraw your Application once it has been submitted except as required by law. Once the New Shares are issued and quotation is granted by ASX you may sell your New Shares on market.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 9**.

ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at <http://www.sprintex.com.au/>, or the ASX website. Any person accessing the electronic version of this Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person the Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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APPLICATION FORM

SUMMARY OF IMPORTANT DATES

Lodgement of the Prospectus with ASIC	21 October 2015
“Ex” date	26 October 2015
Record date to determine Entitlements	28 October 2015
Prospectus with Application Form dispatched	2 November 2015
Offer opens for receipt of Applications	2 November 2015
Closing date for acceptances	12 November at 5.00pm (WST)
Notify ASX of under subscriptions	17 November 2015
Allotment and issue of New Shares	19 November 2015
Dispatch of shareholding statements	19 November 2015
Trading of New Shares expected to commence	20 November 2015

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and Corporations Act.

1. LETTER FROM THE CHAIRMAN

21 October 2015

Dear Shareholder

On behalf of the Board it is my pleasure to offer you an opportunity to participate in a 1 for 2 non-renounceable rights issue of ordinary shares in Sprintex Limited (**Sprintex** or **Company**).

The Offer is available to Eligible Shareholders and is expected to raise up to approximately \$1,566,789 (before costs) through the issue of up to approximately 1,566,789,399 New Shares at an issue price of \$0.0010 per share on the basis of 1 New Share for every 2 Existing Shares held. The Offer will be made to all Sprintex Shareholders with registered addresses in Australia or New Zealand on 28 October 2015.

The Offer is partially underwritten by MJ Two Pty Ltd (**MJT**), an entity controlled by Michael Wilson, a Non-Executive Director of the Company, up to 412,880,019 New Shares.

In addition, each of Mr Richard Siemens, the Non-Executive Chairman of the Company, Mr David White, the Deputy Chairman and acting CEO of the Company, Mr Richard O'Brien, an independent Non-Executive Director of the Company and senior managers Tyrone Jones and Robert Molkenthin have entered into binding firm commitments to fully exercise their rights under the Offer and subscribe in aggregate for approximately 971,501,455 New Shares.

The Offer should therefore raise a minimum of approximately \$1.38 million before costs.

Please see **section 2.9** for the potential impact of the Offer on the control of the Company and **section 7.2** for a summary of the material terms of the Underwriting Agreement and the Firm Commitments.

Use of funds

The Company intends to apply the funds raised under the Offer towards the expansion and further development of the Company's core product, Sprintex superchargers, and for general working capital purposes.

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.

On behalf of the Board, I invite you to consider an investment in the Offer and take this opportunity to thank you for your ongoing support of the Company.

Yours faithfully

Richard Siemens

**Non-Executive Chairman
SPRINTEX LIMITED**

2. DETAILS OF THE OFFER

2.1 The Offer

A non-renounceable pro rata entitlements issue to Eligible Shareholders of approximately 1,566,789,399 New Shares on the basis of 1 New Share for every 2 Existing Shares held as at the Record Date at an issue price of \$0.0010 each to raise up to approximately \$1,566,789.40 before issue costs (**Offer**).

2.2 No Minimum Subscription

There is no minimum subscription for the Offer.

2.3 Underwriting and Firm Commitments

The Offer is partially underwritten by MJ Two Pty Ltd (**MJT**), an entity controlled by Mr Michael Wilson, a non-executive director of the Company, up to 412,880,019 New Shares (approximately equivalent up to \$412,880.02) (**Underwritten Amount**). The Underwriter is therefore a related party of the Company. Notwithstanding the relationship between the Company and the Underwriter, the Board considered prior Shareholder approval to the entry into the Underwriting Agreement was not required on the basis that terms of the Underwriting Agreement are considered to be arm's length.

In addition, each of Mr Richard Siemens, the Non-Executive Chairman of the Company, Mr David White, the Deputy Chairman and acting CEO of the Company, Mr Richard O'Brien, an independent Non-Executive Director of the Company and senior managers Tyrone Jones and Robert Molkenthin have entered into binding firm commitments to fully exercise their rights under the Offer and subscribe in aggregate for approximately 971,501,454 New Shares.

Please refer to **section 2.9** of this Prospectus for details on the potential impact of the Offer on the control of the Company.

A summary of the material terms of the Underwriting Agreement and the Firm Commitments are set out in **section 7.2** of this Prospectus.

2.4 Entitlements

Eligible Shareholders who are on the Company's Share Register at the close of business on the Record Date are eligible to participate in the Offer.

The basis of the Offer is 1 New Share for every 2 Existing Shares. Fractional Entitlements will be rounded up to the nearest whole number of New Shares. For this purpose, holdings in the same name are aggregated for calculation of Entitlements, to the extent permitted by the Listing Rules. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements, to the extent permitted by the Listing Rules.

An Application Form setting out your Entitlement to New Shares accompanies this Prospectus.

2.5 Acceptances

This Offer may be accepted in whole or in part prior to 5.00pm (WST) on 12 November 2015 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 4** and on the Application Form which accompanies this Prospectus.

2.6 No Rights Trading

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

2.7 Applying for Additional New Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares regardless of the size of their present holding.

Any Entitlements not taken up may become available as Additional New Shares which may be placed by the Company. It is possible that there will be few or no Additional New Shares available for issue, depending on the level of take up of Entitlements by Shareholders. There is also no guarantee that in the event Additional New Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

It is an express term of the Offer that applicants for Additional New Shares will be bound to accept a lesser number of Additional New Shares allocated to them than applied for, if so allocated. If a lesser number of Additional New Shares is allocated to them than applied for, excess application money will be refunded without interest. The Company reserves the right to scale back any applications for Additional New Shares in its absolute discretion.

2.8 Placement of Shortfall under the Offer

A Shortfall will arise if the Applications received for New Shares (including applications for Additional New Shares under **section 2.7**) under the Offer are less than the number of New Shares offered.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place any Shortfall Shares remaining after the satisfaction of applications for New Shares by Eligible Shareholders (including applications for Additional New Shares under **section 2.7**) at their discretion (**Shortfall Offer**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months from the closing date of the Offer. The Shortfall Shares to be issued under the Shortfall Offer will be issued on the same terms as the New Shares issued under the Offer (except that the issue price of the New Shares offered the Shortfall Offer may be higher than the issue price of the New Shares being offered under the Offer).

Investors who the Company invites to participate in the Shortfall Offer will need to follow the procedures advised to them by the Company for applications under the Shortfall Offer.

2.9 Potential impact of the Offer on the control of the Company

(a) Potential dilution

The maximum number of New Shares which will be issued pursuant to the Offer is approximately 1,566,789,399. This equates to approximately 33.33% of all the issued Shares in the Company following completion of the Offer.

The potential effect the Offer will have on the control of the Company's undiluted share capital will depend on the extent to which Eligible Shareholders take up their Entitlements under the Offer.

If all Eligible Shareholders take up their Entitlements in full, the Offer will have no material effect on the control of the Company.

Shareholders should be aware that if they do not participate in the Offer and the Offer is fully subscribed, their holdings are likely to be diluted by approximately 33.33% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

Examples of how dilution may impact Shareholders if the Offer is fully subscribed by other Shareholders is set out in the table below.

Holder	Holding as at Record Date	% at Record Date	Entitlement under the Offer	Holding if Offer not taken up	% post Offer
Shareholder 1	200,000,000	6.38%	100,000,000	200,000,000	4.25%

Shareholder 2	100,000,000	3.19%	50,000,000	100,000,000	2.13%
Shareholder 3	15,000,000	0.48%	7,500,000	15,000,000	0.32%
Shareholder 4	4,000,000	0.13%	2,000,000	4,000,000	0.09%
Shareholder 5	500,000	0.02%	250,000	500,000	0.01%

The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are taken by other Shareholders.

(b) Control of the Company

CAHL (who is associated with Richard Siemens) has entered into a Firm Commitment to fully exercise its rights under the Offer and subscribe for 938,061,790 New Shares, such that CAHL's interest in the Company as a consequence of the Offer will change from its current level of 59.87% to a maximum of 62.29% (assuming each of the Firm Commitments are, and the Underwriting Obligation is, effected and no other Shareholder subscribes for any Shares under the Offer). If the Offer is fully subscribed CAHL's interest in the Company will stay at its current level of 59.87%. Please see **section 7.2** for a summary of the material terms of the Firm Commitments.

In addition, the Offer is partially underwritten by MJT, an entity controlled by Mr Michael Wilson (**Wilson**), a Non-Executive Director of the Company. Wilson currently holds a 13.18% interest in the Company through Mr M J Wilson & Mrs M J Wilson, which is also controlled by Wilson.

MJT will, as the Underwriter, subscribe for a maximum of 412,880,019 New Shares under the Offer in accordance with the terms of the Underwriting Agreement.

The right of MJT to subscribe for New Shares under the Underwriting Agreement is reduced to the extent (if at all) that Mr M J Wilson & Mrs M J Wilson (**Wilson Shareholder**) subscribes for New Shares pursuant to the exercise of the rights of that shareholder to subscribe for New Shares under the Offer. Consequently the maximum number of New Shares that Wilson (through associated entities) will be issued under the Offer (both in the capacity as Shareholder and Underwriter) is capped at 412,880,019 New Shares such that Wilson and associated entities' interest in the Company as a consequence of the Offer will change from its current level of 13.18% to a maximum of 18.28% (assuming each of the Firm Commitments are effected and no other Shareholder subscribes for any Shares under the Offer). If the Offer is fully subscribed Wilson and associated entities' interests in the Company will stay at its current level of 13.18%.

Please see **section 7.2** for a summary of the material terms of the Underwriting Agreement.

The current relevant interests in the Company of CAHL and Wilson and the potential effect on its relevant interest following their participation in the Offer is set out in the table below.

Event	Relevant Interest of CAHL	Relevant Interest of Wilson
Date of Prospectus	1,876,123,579 Shares Voting Power 59.87% ¹	412,880,019 Shares Voting Power 13.18%
If Offer is fully subscribed	2,814,185,369 Shares Voting Power 59.87% ²	619,320,029 Shares Voting Power 13.18% ²

There are no subscriptions under the Offer other than the exercise of each of the Firm Commitments and MJT discharges its obligations as Underwriter.	2,814,185,369 Shares Voting Power 62.29% ³	825,760,038 Shares Voting Power 18.28% ³
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Notes:

- 1 The percentage interest of CAHL as at 19 May 2015, being the date six months before the anticipated issue of the New Shares (i.e 19 November 2015), was 60.66%.
- 2 All Shareholders (including CAHL and Wilson's associated entities) fully exercise their rights under the Offer. Percentage interests of CAHL and Wilson do not change.
- 3 No Shareholder exercises its rights under the Offer, other than the exercise of each of the Firm Commitments (including CAHL). MJT applies for New Shares equal to the full underwritten amount.

2.10 Details of substantial holders

Based on publicly available information as at 21 October 2015, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
China Automotive Holdings Limited	1,876,123,579	59.87%
Mr M J Wilson & Mrs M J Wilson	412,880,019	13.18%
BNP Paribas Nominees Pty Ltd	204,409,945	6.52%

2.11 Future intentions of the Underwriter

The maximum number of New Shares that Wilson (through his associated entities) will be issued under the Offer (both in his capacity as Shareholder and Underwriter) is capped at 412,880,019 New Shares such that Wilson and associated entities' interest in the Company as a consequence of the Offer will change from its current level of 13.18% to a maximum of 18.28% (assuming each of the Firm Commitments are, and the Underwriting Obligation is, effected and no other Shareholder subscribes for any Shares under the Offer).

CAHL (who is associated with Richard Siemens) has entered into a Firm Commitment to fully exercise its rights under the Offer and subscribe for 938,061,790 New Shares, such that CAHL's interest in the Company as a consequence of the Offer will change from its current level of 59.87% to a maximum of 62.29% (assuming each of the Firm Commitments are, and the Underwriting Obligation is, effected and no other Shareholder subscribes for any Shares under the Offer). If the Offer is fully subscribed CAHL's interest in the Company will stay at its current level of 59.87%.

The Underwriter has indicated that the intentions disclosed in this section are based on the facts and information regarding the Company and the general business environment which are known to it as at the date of this Prospectus. Any future decisions will, of course, be reached by the Underwriter based on all material information and circumstances at the relevant time. Accordingly, if circumstances change or new information becomes available in the future, the intentions of the Underwriter could change.

The Underwriter is supportive of the Company's current direction.

The Underwriter will make decisions on their course of action in light of material facts and circumstances at the relevant times and after it receives appropriate legal and financial

advice on such matters, where required, including in relation to any requirement for Shareholder approvals.

The statements reflect current intentions only as at the date hereof which may change as new information becomes available or circumstances change or with the passage of time.

2.12 Allotment and Application Money

New Shares will be issued only after all Application Money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 19 November 2015 and normal trading of the New Shares on ASX is expected to commence on 20 November 2015.

All Application Money received before New Shares are issued will be held in a special purpose account. After Application Money is refunded (if required) and New Shares are issued to Applicants, the balance of funds in the account plus accrued interest will be received by the Company.

2.13 Quotation

Application will be made within seven days of the date of issue of this Prospectus for the New Shares to be granted Official Quotation by ASX. If such an application is not made within these seven days, or Official Quotation of the New Shares is not granted by ASX within three months of the date of this Prospectus, then the Company will not allot or issue any New Shares and all Application Money received pursuant to this Prospectus will be repaid as soon as practicable, without interest.

The fact that ASX may agree to grant Official Quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares. ASX takes no responsibility for the contents of this Prospectus.

2.14 Issue Outside Australia and New Zealand

This Prospectus does not constitute an offer of Shares 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 Shares or the Issue or otherwise to permit an offering of the Shares in any jurisdiction outside Australia and New Zealand.

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 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.

2.15 Treatment of Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside Australia or 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 2002* (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 Shares.

Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia (other than to Eligible Shareholders).

It is the responsibility of any Shareholder who submits an Application Form to obtain all necessary approvals for the allotment and issue of the New Shares under this Offer. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant to the Company that there has been no breach of such laws and that all relevant approvals have been obtained.

2.16 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 three 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 months high	3 months low	Last Market Sale Price
Existing Shares	\$0.003 on 16, 19 and 20 October 2015	\$0.001 on 30 July 2015 to 7 September 2015 (inclusive)	\$0.003 on 20 October 2015

2.17 Opening and Closing Dates

The Offer will open for receipt of acceptances on 2 November 2015 and will close at 5.00pm (WST) (5.00pm EST for BPAY®) on 12 November 2015, subject to the right of the Company to vary these dates.

2.18 CHESS

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are broker sponsored, ASX Settlement will send you 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.

2.19 Rights and Liabilities attaching to the New Shares

The New Shares will rank equally in respect of dividends and in all other respects (e.g. voting, bonus issues) as Existing Shares.

A summary of the rights and liabilities attaching to the New Shares is set out in **section 5**.

2.20 Taxation 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.

2.21 Notice to nominees and custodians

Nominees and custodians that hold Existing 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.

2.22 Enquiries

Any queries regarding the Offer should be directed to Robert Molkenthin, Company Secretary on +61 8 9262 7277.

Any queries regarding the Application Form should be directed to the Share Registry on +61 8 9389 8033.

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

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$1,566,789.40 before costs.

The Directors intend to apply the proceeds from the Offer for the following purposes in accordance with the table set out below:

- the expansion and further development of the Company's core product, Sprintex Superchargers;
- for general working capital purposes; and
- to fund the expenses of the Offer.

Proceeds of the Offer	Offer Fully Subscribed \$	Offer subscribed to Fixed Commitments and Underwritten Amount only \$
Product development	820,000	733,931
Working Capital	721,789	625,450
Expenses of the Offer	25,000	25,000
ESTIMATED TOTAL	1,566,789	1,384,381

The table above is a statement of the Directors' current intentions as at the date of this Prospectus. In the event that circumstances change or other opportunities arise the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders.

3.2 Pro-forma Statement of Financial Position

Set out in the following pages is the Consolidated Statement of Financial Position of the Company as at 30 June 2015 (unaudited), and the Consolidated Pro-forma Statement of Financial Position as at 30 June 2015 (unaudited) assuming Full Subscription on the basis of the assumptions detailed further below. The significant accounting policies upon which the Consolidated Statement of Financial Position and the Consolidated Pro-forma Statement of Financial Position are based, are contained in the Company's Annual Report (audited) for year ended 30 June 2015.

The Pro-forma Statement of Financial Position (unaudited) presented illustrates two scenarios:

- where the Offer is fully subscribed; and
- where the Offer is partially subscribed to the aggregate of the Fixed Commitment and the Underwritten Amount.

SPRINTEX LIMITED
Pro-Forma Statement of Financial Position

Offer fully subscribed

Offer subscribed to Fixed Commitment
and Underwritten Amount

			Pro-forma			Pro-forma
	Audited 30 June 2015	Effect of Offer	Unaudited 30 June 2015	Audited 30 June 2015	Effect of Offer	Unaudited 30 June 2015
ASSETS	\$	\$	\$	\$	\$	\$
Current Assets						
Cash and cash equivalents	67,950	1,541,789	1,609,739	67,950	1,359,381	1,427,331
Pledged bank deposits	112,000	-	112,000	112,000	-	112,000
Trade and other receivables	184,876	-	184,876	184,876	-	184,876
Inventory	1,412,177	-	1,412,177	1,412,177	-	1,412,177
Total Current Assets	1,777,003	1,541,789	3,318,792	1,777,003	1,359,381	3,136,384
Non-current Assets						
Property, plant and equipment	1,228,404	-	1,228,404	1,228,404	-	1,228,404
Total Non-current Assets	1,228,404	-	1,228,404	1,228,404	-	1,228,404
TOTAL ASSETS	3,005,407	1,541,789	4,547,196	3,005,407	1,359,381	4,364,788
LIABILITIES						
Current Liabilities						
Trade and other payables	961,652	-	961,652	961,652	-	961,652
Interest bearing liabilities	107,734	-	107,734	107,734	-	107,734
Provisions	200,141	-	200,141	200,141	-	200,141
Total Current Liabilities	1,269,527	-	1,269,527	1,269,527	-	1,269,527
Non-current Liabilities						
Interest bearing liabilities	26,141	-	26,141	26,141	-	26,141
Total non-current Liabilities	26,141	-	26,141	26,141	-	26,141

TOTAL LIABILITIES	1,295,668	-	1,295,668	1,295,668	-	1,295,668
NET ASSETS	1,709,739	1,541,789	3,251,528	1,709,739	1,359,381	3,069,120
EQUITY						
Contributed equity	50,444,700	1,566,789	52,011,489	50,444,700	1,384,381	51,829,081
Reserves	37,685	-	37,685	37,685	-	37,685
Accumulated losses	(48,772,646)	(25,000)	(48,797,646)	(48,772,646)	(25,000)	(48,797,646)
TOTAL EQUITY	1,709,739	1,541,789	3,251,528	1,709,739	1,359,381	3,069,120

Assumptions for Unaudited Pro-Forma Statement of Financial Position

The Pro-forma Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 30 June 2015 and the close of the Right Issue Offer other than the following:

Assuming the Offer is fully subscribed

- Increase in cash of approximately \$1.57 million from the Offer before costs.
- The Company issues approximately 1,566,789,399 New Shares at \$0.0010 per New Share pursuant to the Offer, to raise approximately \$1.57 million (before costs).

Assuming the Offer is partially subscribed to the aggregate of the Fixed Commitment and the Underwritten Amount

- Increase in cash of approximately \$1.38 million from the Offer before costs.
- The Company issues 1,384,381,472 New Shares at \$0.0010 per New Share, pursuant to the Offer to raise approximately \$1.38 million (before costs).

3.3 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below.

Capital Structure after Completion of Offer

Shares	Full Subscription	Firm Commitments and Partially Underwritten Amount
Shares on issue as at the date of this Prospectus	3,133,578,798	3,133,578,798
New Shares to be issued pursuant to the Offer under this Prospectus (approximately)	1,566,789,399	971,501,455 (Firm Commitments)
		412,880,019 (Underwriting)

Total issued Shares	4,700,368,197	4,517,960,270
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The Company currently has 3,750,000 performance rights on issue as set out below. The number of performance rights on issue will not change under the Offer. The performance rights will not vest prior to the close of the Offer.

Performance rights	
Class B performance rights	1,250,000
Class C performance rights	1,250,000
Class D performance rights	1,250,000
Total issued performance rights	3,750,000

4. ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

4.1 What you may do

As an Eligible Shareholder, you may:

- subscribe for all or part of your Entitlement (refer **section 4.2**);
- apply for Additional New Shares (refer **section 4.3**);
- allow all or part of your Entitlement to lapse (refer **section 4.4**).

4.2 To subscribe for your Entitlement

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

The completed Application Form must be accompanied by a cheque or bank draft made payable to "Sprintex Limited" and crossed "**Not Negotiable**" for the appropriate Application Money in Australian dollars calculated at \$0.0010 per New Share accepted, and received by the Company at either of the following addresses by no later than 5.00pm (WST) on 12 November 2015. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque(s) or bank draft(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 Application 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 Application Form) or your Application may be rejected.

By hand delivery:	By post:
Sprintex Limited c/o Advanced Share Registry Services 110 Stirling Highway Nedlands WA 6009	Sprintex Limited c/o Advanced Share Registry Services 110 Stirling Highway Nedlands WA 6009

Alternatively, if you are paying by BPAY® payment, you do not need to mail the Application Form. Please refer to your personalised instructions on your Application Form.

It is your responsibility to ensure that your BPAY® payment is received by the Company by no later than 5.00pm EST on 12 November 2015. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

4.3 To apply for Additional New Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares regardless of the size of their present holding. Refer to **section 2.7** if you wish to apply for Additional New Shares.

A single cheque should be used for the Application Money for your Entitlement and the number of Additional New Shares you wish to apply for as stated on the Application Form.

Alternatively, if you are paying by BPAY®, refer to your personalised instructions on your Application Form. Shareholders who wish to pay by BPAY® must ensure that payment is received by no later than 5.00pm (EST) on 12 November 2015. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

4.4 Entitlements not taken up

If you are a Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Shares and your Entitlement will be dealt with in accordance with **sections 2.3 and 2.8**.

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

4.5 Application Form is binding

A completed and lodged Application Form constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. If the Application Form is not completed correctly, 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 Application Form is final.

By completing and returning your Application 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:

- agree to be bound by the terms of the Offer;
- declare that all details and statements in the Application Form are complete and accurate;
- 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 Application Form;
- 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 Application Form;
- 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;
- 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
- acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia or 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.

If you have any queries concerning your entitlement or allocation, please contact:

Robert Molkenthin, Company Secretary Tel: +61 8 9262 7277

or contact your stockbroker or professional adviser

5. RIGHTS AND LIABILITIES ATTACHING TO NEW SHARES

The following is a summary of the more significant rights and liabilities attaching to New Shares to be issued pursuant to this Prospectus. 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.

The rights attaching to the New Shares arise from a combination of the Company's Constitution, the Corporations Act, the ASX Listing Rules and general law. A copy of the Company's Constitution is available for inspection free of charge during business hours at its registered office.

5.1 Rights attaching to New Shares

The New Shares to be issued pursuant to this Prospectus are ordinary shares and will as from their allotment rank equally in all respects with all Existing Shares.

A summary of the rights attaching to the New Shares is set out below.

(a) **Voting Rights**

Subject to the Constitution of the Company, the ASX Listing Rules and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairperson does not have a casting vote.

(b) **Dividends**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may from time to time pay dividends as the Directors resolve but only out of the profits of the Company. The Directors may determine the method and time for payment of the dividend.

(c) **Winding up**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company the liquidator may with the sanction of a special resolution, divide among the shareholders of the Company any part of the property of the Company.

(d) **Transfer of Shares**

Generally, shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, ASX Settlement Operating Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules, or under the Company's Constitution.

(e) **Further Increases in Capital**

Subject to the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(f) **Variation of Rights**

Subject to the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(g) Meetings and Notices

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

6. RISK FACTORS

6.1 Overview

An investment in the Company is not risk-free and investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

The Company's principal activity is the design and manufacture of superchargers. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. The following are the risk factors which the Company believes are most important in the context of the Company's business.

The following list is not intended to be an exhaustive list of the risk factors relating to an investment in the Company and other risk factors may apply.

6.2 Company specific risks

(a) Intellectual Property Risks

Securing rights in particular patents is an integral part of securing potential product value from the outcomes of research and development. Competition in retaining and sustaining protection of rights and the complex nature of automotive products can lead to expensive and lengthy patent disputes for which there can be no guaranteed outcome.

The granting of a patent does not guarantee that the rights of others are not infringed, nor does it guarantee that competitors will not develop competing technologies circumventing such patents. The Company's success may depend, in part, on its ability to obtain patents, maintain trade secret protection, and operate without infringing the proprietary rights of third parties. Because the patent positions of companies with investments in automotive parts can be highly uncertain, and frequently involve complex legal and scientific evaluation, neither the breadth of claims allowed in patents nor their enforceability can be predicted. There can be no assurance that any patents the Company may own or control or license in the future will afford commercially significant protection of the technologies, or that any of the projects that may arise from the technologies will have commercial applications.

(b) Research and Development Risks

The Company can make no representation that any of its research into or development of new technologies will be successful, that any development milestones will be achieved, or that the products will be developed into products that are commercially exploitable.

There are many risks inherent in the development of products in the automotive sector, particularly where the products are in early stages of development. Projects can be delayed or fail to demonstrate any benefit, or research may cease to be viable for a range of scientific and commercial reasons.

(c) Automotive Industry Risks

Changes in vehicle production volumes in markets where the Company operates and/or changes in the operations, financial condition or market share of the Company's customers may have an adverse effect on the Company.

(d) Manufacturing Risk

The Company regularly applies its technologies to products and applications that require the technology to be manufactured to a standard and at a cost acceptable to the industry, regulators and partners. There can be no guarantees that suitable

manufacturers, manufacturing processes, techniques and materials can be found to a standard, a cost or quality acceptable to the industry, market or partners.

(e) Vehicle Affordability Risk

The performance of the automotive retail industry is in part dependent on the general affordability of vehicles. The Company's financial performance could be adversely affected if the affordability of vehicles is reduced as a result of the increased cost of vehicle manufacturing, increased interest rates, and/or the effect of exchange rate fluctuations.

(f) Unforeseen Expenses

The incurrence of substantial unforeseen expenses could adversely affect performance and capital requirements.

(g) Product Liability and Uninsured Risks

The Company may be exposed to potential product liability risks, which are inherent in the research and development, manufacturing, marketing and use of products in the automotive sectors. It will be necessary to secure insurance to help manage such risks. The Company may not be able to maintain insurance for product or service liability on reasonable terms in the future and, in addition, the Company's insurance may not be sufficient to cover large claims, or the insurer could disclaim coverage on claims.

(h) Regulatory Risks

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions that govern the Company's future operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, financial performance of the Company.

(i) Joint Venture Parties, Agents and Contractors Risk

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(j) Licensing and Marketing Risks

The Company may need to have a strategy to license new products in the early phases of their development to licensees that are able to complete commercialisation of its products. There is no guarantee that suitable licensees will be identified.

(k) Competition Risk

The Company operates in a competitive market environment. The Company's financial performance could be affected if the actions of competitors become more effective or if new competitors enter the market.

New competition may also adversely affect the Company's financial performance in particular areas of the business outside its core areas of competency. This new competition may have an adverse effect on the Company's future financial performance and earnings growth.

(l) Reputation Risk

The Company considers its reputation for trust and integrity important in maintaining ongoing customer goodwill. A range of events could have a material adverse impact on the Company's reputation.

(m) Growth Management Risk

To achieve its growth objectives, the Company will be required to continue to

invest in its operational, information and financial systems, procedures and controls. The existing Board and management have extensive experience in managing and implementing growth strategies. The inability to implement the growth strategies outlined in this Prospectus may impact the future financial performance of the Company. Also, there can be no assurance given that there will be no detrimental impact on the Company if one or more of these management employees ceases their employment.

(n) Expansion Risk

The Company plans to increase the sale of its products. There is a risk that there may not be sufficient demand to allow an increase in sales which will adversely affect the Company's financial performance.

(o) Offshore Manufacturing Risk

The Company has established offshore manufacturing facilities in conjunction with a joint venture partner in Malaysia. This subjects the Company to associated regulatory, political and exchange rate risks.

6.3 General investment risks

(a) Economic

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's development and future production activities, as well as on its ability to fund those activities.

(b) Market conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

(d) Legislative changes, Government policy and approvals

Changes in government regulations and policies may adversely affect the financial performance of the Company.

(e) Future Capital Requirements

The Company's ongoing activities will require substantial expenditures. There can be no assurances that the Company will be able to obtain future funding on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(f) Reliance on Key Personnel and Employees

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on

management's discretion and judgement, as well as the expertise and competence of outside contractors.

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in the Prospectus, before deciding whether to apply for New Shares.

(g) Legal Proceedings

The Company is not party to any legal proceedings.

At the time of lodging this Prospectus it is not possible to predict if future proceedings may be taken against the Company.

Any adverse finding made against the Company which cannot be successfully recovered from cross claims made against other parties may result in the Company being liable to pay up to the amount claimed by the parties to the legal proceedings. The Company may also be liable for costs of other parties to the proceedings if these costs are awarded against it, as well as its own legal costs.

(h) Procurement and Manufacturing Risks and Processes

A number of the Company's suppliers are subject to the risks associated with operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability, and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, licensing, export duties, repatriation of income or return of capital, environmental protection, safety, and labour relations, as well as government control over properties, or government regulations that require the employment of local staff or contractors, or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in China, Italy, Sweden or the United States of America or in the Company's relationship with a supplier in one of these countries may affect the viability of the Company and its operations.

Failures of equipment and machinery may result in production delays and lead to an inability of the Company to maintain supply which may have a negative impact on the Company's future operations, cash flows and viability.

(i) International Operations

International sales and operations are subject to a number of risks, including:

- (i) potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- (ii) potential difficulties in protecting intellectual property;
- (iii) increases in costs for transportation and shipping; and
- (iv) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.

(j) Distribution Arrangements

The Company has to date appointed distribution agents to act for it in the distribution of its products to retail outlets.

Until it reaches an optimum size to commence wholesaling directly to retailers, the success of the Company's operation depends on the Company's ability to maintain existing, and secure new, distribution arrangements on favourable terms.

No assurance can be given that the Company will be able to successfully negotiate new distribution arrangements on favourable terms or at all. No

assurance can be given that the Company will be able to continue selling its products under the existing distribution arrangements.

The Directors are unable to predict the risk of financial failure or default by a distribution agent which the Company has appointed or may appoint in the future.

(k) Contractors and Service Providers

The Directors are unable to predict the risk of financial failure, default, insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(l) Strategic Alliances

The Company may in the future seek to enter into strategic alliances with other parties, some of which may be corporations much larger than the Company. There is a risk in managing strategic alliances and partnerships with large corporations.

Should other participants in any strategic alliance not act in the best interests of the Company, this may have a material adverse effect on the Company's operations.

The Directors are unable to predict the risk of financial failure or default by a participant in any strategic alliance to which the Company may become a party.

(m) Development

The Company will continue product development and research on automotive technologies and the use of substitute materials and processes used in the manufacture of its products.

There is a risk that development of new products will require costs beyond those budgeted and even if developed there is no guarantee that the products can be successfully commercialised and exploited.

(n) Foreign Currency Risk

The majority of the Company's sales, purchases and production are outside Australia and denominated in currencies other than Australian dollars. Any fluctuations in exchange rates could have a material adverse impact on the financial position and cash flow of the Company.

To comply with Australian reporting requirements the income, expenditure and cash flows of the Company will need to be accounted for in Australian dollars. This will result in the income, expenditure and cash flows of the Company being exposed to the fluctuations and volatility of the rate of exchange between other currencies and the Australian dollar, as determined in international markets.

Furthermore, the Company has decided to not put in place any hedges in relation to foreign exchange. This may result in the Company being exposed to exchange rate risk, which may have an adverse impact on the profitability and/or financial position of the Company.

(o) Inability to Meet Customer Demand

For any number of reasons the Company may not, from time to time, have an adequate supply of products to meet customer demand which may cause it to be unable to fulfil orders or to lose sales. Such inability to meet customer demand from time to time may arise if the Company's sales growth accelerates substantially or in the event that its distribution and retail network grows substantially.

(p) Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

7. ADDITIONAL INFORMATION

7.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111 AC 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 as, 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 12 months before 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 most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the annual financial report for the financial year ended 30 June 2015:

Date	Description of Announcement
12 October 2015	Non-Renounceable Rights Issue
5 October 2015	Placement
2 October 2015	Appendix 4G
1 October 2015	2015 Financial Report

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.

7.2 Material Contracts

The following is a summary of the significant terms of the material agreements which relate to the business of the Company.

Underwriting Agreement

On 20 October 2015, the Company and the Underwriter entered into an Underwriting Agreement pursuant to which the Underwriter agreed to partially underwrite the Offer up to a maximum of 412,880,019 New Shares under the Offer.

The right of MJT to subscribe or procure the subscription for New Shares under the Underwriting Agreement is reduced to the extent (if at all) that Mr M J Wilson & Mrs M J Wilson (**Wilson Shareholder**) subscribes for New Shares pursuant to the exercise of the rights of that entity to subscribe for New Shares under the Offer. Consequently the maximum number of New Shares that Wilson (through associated entities) will be issued under the Offer (both in the capacity as Shareholder and Underwriter) is capped at 412,880,019 New Shares such that Wilson and associated entities' interest in the Company as a consequence of the Offer will change from its current level of 13.18% to a maximum of 18.28% (assuming each of the Firm Commitments and the Underwriting Obligations are effected and no other Shareholder subscribes for any Shares under the Offer). If the Offer is fully subscribed Wilson and associated entities' interest in the Company will stay at its current level of 13.18%.

The Company may request the Underwriter to advance to the Company up to \$412,880.02 (being equivalent to the product of the maximum number of New Shares underwritten by the Underwriter and the Offer Price). The Underwriter has a discretion whether to accept such a request.

The Underwriter will receive no fee for underwriting the Offer.

The Underwriter will however receive payment of reasonable out-of-pocket costs and expenses (including legal costs) incurred by it in connection with the Offer.

The Underwriting Agreement is governed by the laws of Western Australia, and otherwise, the terms of the Underwriting Agreement are on customary commercial terms for a transaction of this type.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The termination provisions contained in the Underwriting Agreement are on ordinary commercial terms and are consistent with current market practice. The Underwriter may terminate its obligations under the Underwriting Agreement if at any time before completion of the Offer the Underwriter becomes aware of the happening or, in the opinion of the Underwriter, the threat of the happening of any one or more of the following events:

- (a) (**lodgement of Prospectus**) the Company fails to lodge the Prospectus with ASIC in accordance with the Timetable except where the sole reason for failing to lodge is an act or omission of the Underwriter;

- (b) **(ASX approval)** approval is refused or not granted for the official quotation of the New Shares on ASX, or if approval is granted, such approval is subsequently withdrawn, qualified or withheld before the issue of any New Shares;
- (c) **(market conditions)** any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, the Peoples Republic of China, the United Kingdom, the United States of America or in the international financial markets or any material adverse change occurs in national or international political, financial or economic conditions, making it impracticable to market the Offer or to enforce contracts to issue and allot the New Shares or the success of the Offer is likely to be adversely affected;
- (d) **(material adverse change)** any material adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company and its related bodies corporate from those respectively disclosed in the Prospectus or from publicly available information;
- (e) **(event of insolvency)** an “event of insolvency” (as defined in the Underwriting Agreement) occurs in respect of the Company its related bodies corporate;
- (f) **(withdrawal)** the Company withdraws or terminates the Prospectus or the Offer;
- (g) **(repayment)** any circumstance arises after lodgement of the Prospectus that results in the Company either repaying the money received from applicants or offering applicants an opportunity to withdraw their applications for New Shares and be repaid their application money; or
- (h) **(disclosures in Prospectus)** a statement contained in the Prospectus is misleading or deceptive or likely to mislead or deceive, or a matter required by the Corporations Act is omitted from the Prospectus (having regard to sections 710, 711 and 716 of the Corporations Act);
- (i) **(supplementary prospectus)** where:
 - (i) the Company lodges a supplementary or replacement prospectus without the prior written agreement of the Underwriter; or
 - (ii) the Company fails to lodge a supplementary or replacement prospectus, if required, in a form acceptable to the Underwriter in circumstances where the Underwriter reasonably believes that the Company is prohibited by section 728(1) of the Corporations Act from offering Shares under the Prospectus;
- (j) **(due diligence disclosures)** any information supplied by or on behalf of the Company to the Underwriter in relation to the Company and its related bodies corporate or the Offer as part of the due diligence process is misleading or deceptive;
- (k) **(new circumstance)** there occurs a new circumstance that has arisen since the Prospectus was lodged that would have been required to be included in the Prospectus if it had arisen before the Prospectus was lodged in relation to the Company or its related bodies corporate;
- (l) **(material contracts)** termination or a material amendment of any material contract of the Company or any person commits a substantial breach of a material contract;
- (m) **(hostilities)** hostilities, political or civil unrest commences or escalates involving Australia, New Zealand, the United States of America, the United Kingdom, any member state of the European Union, Israel, Japan, Indonesia or the Peoples Republic of China, 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;
- (n) **(change of law)** there is introduced, or proposed to be introduced, a new Commonwealth, State or Territory law into Australia or law in other jurisdiction in which the Company has assets, or the Reserve Bank of Australia, or any Commonwealth, State or Territory authority, adopts or proposes to adopt a new

policy, any of which does or is likely to have a material adverse effect on the success of the Offer;

- (o) **(legal proceedings and offence by Directors)** any of the following occurs:
 - (i) a Director is charged with an indictable offence relating to financial or corporate matter or any regulatory body commences any public action against the director in his or her capacity as a director of the Company or announces that it intends to take any such action;
 - (ii) legal proceedings are commenced against the Company or any Director; or
 - (iii) any Director is disqualified from managing a corporation under section 206A of the Corporations Act;
- (p) **(change to constitution)** prior to the last day for allotment of New Shares, a change to the constitution of the Company or the Company's capital structure occurs without the prior written consent of the Underwriter;
- (q) **(compliance with regulatory requirements)** a contravention by the Company or its related bodies corporate of the Corporations Act, the Listing Rules, its constitution or any other applicable law or regulation;
- (r) **(Non-compliance with disclosure requirements)** the Prospectus or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules or any other applicable law or regulation;
- (s) **(notifications)** any of the following occurs:
 - (i) ASIC gives notice of an intention to hold a hearing under section 739 of the Corporations Act in relation to the Prospectus or ASIC makes an interim or final stop order in relation to the Prospectus under a provision of the Corporations Act;
 - (ii) an application is made by ASIC for an order under a provision of the Corporations Act in relation to the Prospectus, that has not been dismissed or withdrawn prior to the shortfall notification date;
 - (iii) any person who has previously consented to the inclusion of its, his or her name in the Prospectus (or any supplementary prospectus) or to be named in the Prospectus withdraws their consent;
 - (iv) any person gives a notice under section 730 of the Corporations Act in relation to the Prospectus; or
 - (v) the Company or its related bodies corporate issue a public statement prior to the completion date stipulated in the Underwriting Agreement concerning the Offer which has not been approved by the Underwriter;
- (t) **(breach)** the Company breaches any of its obligations under the Underwriting Agreement;
- (u) **(representations and warranties)** any representation or warranty contained in the Underwriting Agreement on the part of the Company is not true or correct;
- (v) **(prescribed occurrence)** an event specified in section 652C(1) or section 652C(2) of the Corporations Act, but replacing "target" with "Company"; or
- (w) **(timetable)** an event specified in the timetable for the Offer is delayed for more than five Business Days other than as a direct result of actions taken by the Underwriter (unless those actions were required by the Company) or the actions of the Company (where those actions were taken with the Underwriter's prior consent).

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered customary and usual for an agreement of its type.

Firm Commitments

On 20 October 2015, the Company and each of Mr Richard Siemens, the Non-Executive Chairman of the Company, Mr David White, the Deputy Chairman and acting CEO of the Company, Mr Richard O'Brien, an independent Non-Executive Director of the Company and senior managers Tyrone Jones and Robert Molkenthin entered into binding firm commitments pursuant to which each of the persons named above agreed to fully exercise their rights under the Offer and subscribe in aggregate for approximately 971,501,455 New Shares (approximately equivalent up to \$971,501).

The table below sets out each of the Fixed Commitments:

Holder	Holding as at Record Date	Fixed Commitment
Richard Siemens	1,876,123,579 Shares (held through CAHL)	938,061,790 New Shares
David White	8,080,776 Shares	4,040,388 New Shares
Richard O'Brien	18,798,554 Shares	9,399,277 New Shares
Tyrone Jones	20,000,000 Shares	10,000,000 New Shares
Robert Molkenthin	20,000,000 Shares	10,000,000 New Shares

7.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the issue of New Shares pursuant to this Prospectus; or
- (c) the issue of New Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or issue of New Shares pursuant to this Prospectus.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Name	Securities
Richard Siemens	1,876,123,579 Shares held through CAHL
David White	8,080,776 Shares
Michael Wilson	412,880,019 Shares held through Mr M J Wilson & Mrs M J Wilson
Richard O'Brien	18,798,554 Shares

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.

In the two years preceding lodgement of this Prospectus, \$797,793 (excluding GST where applicable) has been paid by the Company by way of remuneration for services provided by all Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

7.4 Interests and Consents of Experts and Advisers

The following parties have given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named:

- MJT, in its capacity as Underwriter; and
- Allion Legal, in its capacity as solicitors to the Company.

Each of MJT and Allion Legal has not:

- authorised or caused the issue of this Prospectus;
- made, or purported to have made, any statement in this Prospectus or on which a statement in this Prospectus is based except as set out in this section; or
- assumed the responsibility for any part of this Prospectus except as set out in this section and to the maximum extent permitted by law, expressly disclaims responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the offer of securities pursuant to this Prospectus; or
- the offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of securities pursuant to this Prospectus.

Allion Legal is entitled to be paid approximately \$22,500 (exclusive of GST) for advice and assistance in relation to certain aspects of this Prospectus, assisting the Company in relation to its due diligence regime and enquiries and in relation to application for quotation of the New Shares on ASX.

Allion Legal has been paid approximately \$113,616 (exclusive of GST) for the provision of professional services to the Company in the two years prior to the date of this Prospectus.

References to PKF Mack appear for information purposes only. PKF Mack has not been involved in, authorised or caused the issue of this Prospectus.

References to Advanced Share Registry Services appear for information purposes only. Advanced Share Registry Services has not been involved in, authorised or caused the issue of this Prospectus.

7.5 Estimated Expenses of Offer

The estimated expenses of the Offer are approximately \$25,000 (exclusive of GST) including fees payable for legal, ASIC, ASX and printing costs.

7.6 Litigation

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

7.7 Privacy Act

If you complete an application for New Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your New Shares in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the application for securities, the Company may not be able to accept or process your application.

7.8 Directors' Consent

Each Director has consented to the lodgement of this Prospectus with the ASIC.
Signed on behalf of the Directors pursuant to a resolution of the Board.

A handwritten signature in black ink, appearing to read 'R. O'Brien', with a stylized flourish at the end.

Richard O'Brien
Independent Director

8. CORPORATE DIRECTORY

Directors

Richard Siemens (Non-Executive Chairman)
David White (Deputy Chairman and acting CEO)
Michael Wilson (Non-Executive Director)
Richard O'Brien (Independent Non-Executive Director)

Company Secretary

Robert Molkenthin

Auditors

PKF Mack*
Level 4, 35 Havelock Street
West Perth WA 6005

Registered Office

183 Mulgool Road
Malaga WA 6090

Telephone: +61 8 9262 7277

Facsimile: +61 8 9262 7288

Share Registry

Advanced Share Registry Services *
110 Stirling Highway
Nedlands WA 6009

Partial Underwriter

MJ Two Pty Ltd
25 Buckley Street
Cockburn Central WA 6164

Solicitors

Allion Legal
Level 9, 863 Hay Street
Perth WA 6000

ASX Code: SIX

ABN: 38 106 337 599

Website: sprintex.com.au

*This entity has not been involved in the preparation of this Prospectus and has not consented to being named in the Prospectus. Its name is included for information purposes only.

9. GLOSSARY

A\$, \$ and dollars means Australian dollars, unless otherwise stated.

Additional New Shares means New Shares in addition to an Eligible Shareholder's Entitlement for which an applicant makes an Application.

Application means an application for New Shares pursuant to the Application Form.

Application Form means the entitlement and acceptance form attached to or accompanying this Prospectus.

Application Money means the money received from Eligible Shareholders in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.

ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532).

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

Board means the board of Directors.

CAHL means China Automotive Holdings Limited, an entity controlled by Richard Siemens, the non-executive Chairman of the Company.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means 12 November 2015, or such other date as may be determined by the Directors under this Prospectus.

Company or **Sprintex** means Sprintex Limited ABN 38 106 337 599.

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means directors of the Company at the date of this Prospectus and **Directors** has a corresponding meaning.

Eligible Shareholders means a Shareholder as at the Record Date other than a Non-qualifying Foreign Shareholder.

Entitlement or **Right** means a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.

EST means Australian Eastern Standard Time.

Existing Share means a fully paid ordinary share in the capital of the Company on issue as at the Record Date.

Firm Commitment means the binding firm commitments from certain of the directors and certain senior management of the Company, being Messrs Richard Siemens, David White, Richard O'Brien, Tyrone Jones and Robert Molkenthin, to fully exercise their rights under the Offer and subscribe in aggregate for 971,501,455 New Shares, as set out more fully in **section 7.2**.

Full Subscription means the amount of \$1,566,789 (less issue costs) to be raised under the Offer (comprised of approximately 1,566,789,399 New Shares).

Listing Rules or **ASX Listing Rules** means the official listing rules of the ASX.

MJT means MJ Two Pty Ltd (ACN 608 778 294).

New Share means a fully paid ordinary share in the capital of the Company to be issued under this Prospectus.

Non-qualifying Foreign Shareholders means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer means the non-renounceable pro rata offer to Eligible Shareholders of approximately 1,566,789,399 New Shares at an issue price of \$0.0010 per New Share on the basis of 1 New Share for every 2 Existing Shares held to raise up to approximately \$1,566,789.40 before Issue costs.

Official Quotation means official quotation on ASX.

Option means an option to subscribe for a Share.

Prospectus means the prospectus constituted by this document.

Record Date means 5.00pm (WST) on 28 October 2015.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Shortfall will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under this Prospectus by the Closing Date.

Shortfall Shares means New Shares for which successful valid Applications have not been received by the Closing Date.

Timetable means the timetable set out on page 2 of this Prospectus or as it may be varied by the Company from time to time subject to the Underwriting Agreement, ASX Listing Rules and Corporations Act.

Underwriter means MJT.

Underwriting Agreement means the underwriting agreement dated 20 October 2015 between the Underwriter and the Company.

Underwritten Amount has the meaning given in **section 2.3**.

Underwriting Obligation means the Underwriter's obligation to subscribe for Shortfall Shares in accordance with the Underwriting Agreement.

US person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933, as amended.

Voting Power has the meaning given to that term in the Corporations Act.

WST means Australian Western Standard Time.