



SPRINTEX LIMITED
ABN: 38 106 337 599

ASX Announcement

ASX Code: SIX

27 August 2014

DESPATCH OF SHARE PURCHASE PLAN (SPP) OFFER TO SHAREHOLDERS

Sprintex Limited ("Company" and ASX code: "SIX") is pleased to announce that the Share Purchase Plan documentation has been despatched to shareholders today.

A copy of the SPP Offer Document containing the Chairman's letter and the Terms and Conditions of the SPP are included in this announcement.

ENDS

Company Overview

Sprintex Limited (Sprintex) is the ISO 9001 accredited designer and manufacturer of the patented low emission, highly efficient Sprintex® twin screw supercharger. Following commissioning of a low cost volume manufacturing facility in Malaysia, Sprintex is now focusing on participation in the exponential growth underway in the global forced induction marketplace from this new state of the art facility.



SPRINTEX LIMITED
ABN: 38 106 337 599

SHARE PURCHASE PLAN OFFER

This Offer closes at 5.00pm (WST) 14 October 2014

This is an important document.

This Offer is made without taking into account the individual investment objectives, financial position, taxation situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult with your financial or other professional advisor.

If you have any questions in relation to the Offer or how to complete the application form, please do not hesitate to contact the Company's Share Registry, Advanced Share Registry Services on +61 8 9389 8033 at any time from 8:30am to 5:00pm (WST) Monday to Friday during the Offer period or the Company Secretary, Sprintex Limited, on +61 8 9262 7277.

This document is not a Prospectus or other disclosure document under the Corporations Act.

All \$ amounts are Australian dollars unless stated otherwise.

NOT FOR DISTRIBUTION OR RELEASE IN JURISDICTIONS OUTSIDE OF AUSTRALIA OR NEW ZEALAND

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

LETTER FROM THE NON - EXECUTIVE CHAIRMAN

27 August 2014

Dear Shareholder

Invitation to Participate in Sprintex Limited's Share Purchase Plan

Introduction

Sprintex Limited (ACN 106 337 599) (**Sprintex** or the **Company**) has announced its intention to raise capital from its directors, shareholders and certain senior managers, including an offer to shareholders to participate in a share purchase plan (**SPP**), to subscribe for ordinary, fully paid shares (**Shares**) in the Company.

Today, on behalf of the Board, I am now pleased to make that offer to eligible shareholders on the Terms and Conditions enclosed with this document to acquire Shares at a price equal of \$0.003 and without paying brokerage fees. The SPP is being conducted in conjunction with the Company's offer of placements to directors, other substantial shareholders and certain senior managers, announced on 13 and 26 August 2014, which are being made as part of an overall fund raising exercise to cater for budgeted capital expenditure and working capital requirements. You may find further details in the following section titled "Company Update" and other sections of this document.

Company Update

The proposed raising of capital for Sprintex, comprising both a Placement and this SPP (see ASX announcement dated 13 and 26 August 2014), reflects the funding requirement for a positive step change in both product and system delivery as well as direct distribution of the products.

In 2014, the Company reorganised and sought to stabilise its position in the automotive market as a leading global producer of superchargers. The Company entered 2014 with considerable development work to complete, ineffective supply chain and a number of distributors who were less focused on selling the Company's products than the Company had anticipated.

During the year, short term loans in the order of \$2.4m have been provided by a limited number of shareholders and Directors. These loans have been fundamental to the survival of the Company and have facilitated the completion of various important projects, enabled the re-establishment of supplier relationships and provided funds for the development of a new direct route to market in the important aftermarket of North America.

With the considerable support of various shareholders in 2014, Sprintex has been able to meet ongoing liabilities in addition to finalising important projects and determining a new route to market for North America. This is now providing a real business opportunity at a very exciting time in the development of the Group.

Projects which have been under development for many months are now reaching conclusion. The first of these is the release of the Jeep JK 3.6L Pentastar intercooled system. This product is now in production, first deliveries have been received and first sales have been achieved. Other projects scheduled for completion in the coming weeks include the Honda CRZ and the S5-335 race version of the Toyota FT86 systems. Design and testing is already underway to modify the aforementioned Pentastar system for application to the Ram 1500 with a scheduled delivery date of November, 2014.

With this extended product range coming available, Sprintex USA, a wholly owned subsidiary of Sprintex Limited has now become operational and is acting as the Distributor for Sprintex products in the N America. The Group is

now selling under the Sprintex name and banner. Manufacturer representatives have been appointed to assist with sales across all states in USA (excluding Hawaii and Alaska) and also some provinces in Canada.

To assist with marketing a new website is being developed, 'SprintexUSA.com'. Information and further enhancements will be added in the coming weeks. Advertising is being focused on social media sites as the Group seeks to create brand awareness and drive sales growth.

Although these initiatives are mainly targeting the North American market all product, sales and marketing initiatives will be cascaded across our global markets, including Australia.

Existing shareholders are now being invited to participate in helping to support the future of Sprintex.

The Share Purchase Plan (SPP)

The SPP gives you the opportunity to increase your Sprintex shareholding at a price equal to that being offered to directors, other substantial shareholders and senior managers. The SPP provides those shareholders who hold Unmarketable Parcels (shareholdings valued at less than \$500) an opportunity to purchase additional Shares at a price equal to the average market price over the last 5 trading days and without paying brokerage fees or other transaction costs.

The SPP also enables Eligible Shareholders in the Company, irrespective of the size of their shareholding, to purchase blocks of shares in various increments starting at \$500 worth of Shares up to a maximum of \$15,000 worth of Shares at \$0.003 per Share, free of brokerage and commission (**Offer**).

The Board recommends this Offer under the SPP and welcomes your ongoing support.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact the Company Secretary, Robert Molkenthin, on +61 8 9262 7277.

Yours faithfully

Richard John Siemens
Non - Executive Chairman
SPRINTEX LIMITED

FREQUENTLY ASKED QUESTIONS

1) What is the SPP?

The SPP provides each eligible shareholder with an opportunity to subscribe for new Shares, (subject to any scale back at the Board's absolute discretion), without paying any brokerage fees, commissions or other transaction costs, at the Issue Price of \$0.003 per Share for a total application price not exceeding \$15,000.

The volume weighted average market price of the Shares on the Australian Securities Exchange (**ASX**) during the 30 days immediately prior to the announcement date of the Offer was \$0.0048. The issue price under the SPP is \$0.003, being a **37.5% discount** to the above volume weighted average price. Shareholders considering subscribing for Shares under the SPP should be aware of the risk that the market price may change between the date of this Offer and the date that the Shares under the SPP are issued.

Details of the Offer are set out in the Terms and Conditions, together with an Entitlement and Acceptance Form.

2) Who is an eligible shareholder?

The right to participate in the SPP is optional and is only available to shareholders who are registered as holders of fully paid ordinary shares in the capital of Sprintex at 5.00pm (WST) on the Record Date of 26 Australia 2014 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Eligible Shareholders include:

1. Those shareholders who have less than 166,666 shares in the Company (based on Issue Price of \$0.003), and
2. All other shareholders

Both groups of shareholders in 1 and 2 above need to have a registered address in Australia or New Zealand.

Sprintex will not issue new Shares to an applicant if those shares, either alone or in conjunction with the issue of Shares under other applications received by Sprintex, would contravene any law or the ASX Listing Rules.

3) How much can I invest under the SPP?

Under the SPP, Eligible Shareholders may subscribe for new Shares in parcels starting at \$500 worth of Shares (being 166,666 Shares at the Offer price of \$0.003 per Share) up to a maximum of \$15,000 worth of Shares (being 5,000,000 Shares at the Offer price of \$0.003 per Share). The Company is also able to offer Shares up to a maximum investment by any Eligible Shareholder of \$15,000 even if they receive more than one Offer (whether in respect of a joint holding or because they have more than one holding under a separate account).

Sprintex has the absolute discretion to scale back applications. Should this happen, the balance of any application monies that are not applied to acquire new Shares under the SPP will be refunded to you, without interest, except where the amount is less than \$2.00, in which instance it will be retained by Sprintex and donated to charity.

4) Subscription and Application procedure?

Eligible Shareholders may participate by selecting one of the following Offers to subscribe for Shares under the SPP:

Offer	Subscription Price	No. of Shares
Offer A:	\$500	166,666
Offer B:	\$1,000	333,333
Offer C:	\$2,500	833,333
Offer D:	\$5,000	1,666,667
Offer E:	\$7,500	2,500,000
Offer F:	\$10,000	3,333,333
Offer G:	\$15,000	5,000,000

If you would like to participate in the Offer, please either, (i) pay the subscription monies for the Shares you wish to acquire by BPAY or, (ii) return your completed Entitlement and Acceptance (enclosed), together with your cheque (**payable to Sprintex Limited – SPP**) for the subscription monies for the Shares you wish to acquire to:

By Post	By Hand
Advanced Share Registry Services Ltd PO Box 1156, Nedlands, WA 6909 Australia	Advanced Share Registry Services Ltd 110 Stirling Highway, Nedlands, WA 6009 Australia

If you elect to pay by **BPAY**, you do **not** need to return the Entitlement and Acceptance Form but you will need to make the payment by 5.00pm (WST) 14 October 2014 in accordance with the instructions on the Entitlement and Application Form. Applications (together with payment) must be received on or before the **Closing Date of 5:00pm (WST) on 14 October 2014**. No late applications will be accepted. Once an application has been made, it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date.

Please refer to the SPP Terms & Conditions for details of the certification you will be deemed to provide when you participate in the Offer by returning an Entitlement and Acceptance Form or when paying by BPAY.

5) What are the key dates?

Record Date (5:00pm WST)	26 August 2014
Announcement Date	27 August 2014
Opening Date	28 August 2014
Closing Date	14 October 2014
Issue of Shares under the SPP	21 October 2014
Dispatch date for holding statements	24 October 2014
Quotation of Shares on ASX (anticipated)	24 October 2014

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Entitlement and Acceptance Forms as early as possible.

6) How will custodians, trustees and nominees be treated under the SPP?

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order CO

09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to the maximum number of new Shares for each beneficiary for whom you act as custodian, provided you annexe to your Entitlement and Acceptance Form a certificate to the Company (**Custodian Certificate**).

Please refer to the SPP Terms and Conditions for information on eligibility for custodian, trustee and nominee shareholders.

6) What is the Issue Price?

The Issue Price is \$0.003 per Share, which is the same price offered to investors under the Placement announced on 13 and 26 August 2014, being a **37.5% discount** to the volume weighted average price of the Shares on the Australian Securities Exchange (**ASX**) during the 30 days immediately prior to the date of the Offer. Shareholders considering subscribing for Shares under the SPP should be aware of the risk that the market price may change between the date of this Offer and the date that the Shares under the SPP are issued.

7) What rights will the shares to be issued under the SPP have?

Shares issued as part of the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the date of issue.

8) What costs are associated with the SPP?

No brokerage, commissions or other transaction costs are payable by eligible shareholders in relation to the application for and the issue of, Shares under the SPP.

9) Do I have to participate in the SPP?

Participation in the SPP is **optional**. If you do not wish to participate in the SPP, no action is required on your part. The offer under the SPP is non-renounceable. This means you cannot transfer your right to purchase Shares under the SPP to anyone else.

10) What else do I need to consider?

This SPP is not financial advice and has been prepared without taking into account the objectives, financial situation or the needs of individuals. Before making an investment decision, you should consider the appropriateness of the information having regard to your own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as necessary or appropriate. A cooling-off regime does not apply in relation to the acquisition of Shares under the SPP.

By accepting the Offer and applying for subscription of Shares under the SPP, each Eligible Shareholder will be acknowledging that, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the SPP may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to accepting this Offer.

You are encouraged to read the SPP document carefully and in its entirety before making a decision on whether to participate in the SPP.

11) What do I do if I receive more than one Entitlement and Application Form?

Eligible shareholders who receive more than one Entitlement and Application Form under the SPP, for example, because they hold Sprintex Shares in more than one capacity, may apply on different Entitlement

and Application Forms for shares but may not apply for shares with an aggregate dollar amount exceeding \$15,000.

12) How are refunds paid?

Refunds pursuant to the SPP may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made. If a refund is made, payment will be made in the same manner that Sprintex dividends are paid. This may be either by direct deposit to a bank account or by cheque, according to your instructions held by Sprintex's registry, Advanced Share Registry Services Ltd, at the time the payment is made. You can change your payment instructions by calling Advanced Share Registry Services Ltd on +61 8 9389 8033.

Refunds will be made as soon as practical after the SPP closes.

13) How do I apply?

Option 1: Pay by BPAY

You can make a payment by BPay®. To do this, you must use the Reference Number shown on the Entitlement and Application Form. If you make your payment with BPay® you do not need to return your Entitlement and Application Form. You will not be able to withdraw or revoke your application or BPay® payment once you have submitted it or made it or change the amount of shares you have applied for.

Option 2: Use the enclosed Entitlement and Application Form

You can complete the Entitlement and Application Form, attach a cheque, bank draft or money order and submit your application in accordance with the instructions on the Entitlement and Application Form. Cheques, bank drafts and money orders should be made payable to "**Sprintex Limited – SPP**" and crossed "Not Negotiable".

Payments must be made in Australian dollars.

Entitlement and Application Forms together with application monies equal to the number of shares you wish to acquire should be submitted in the reply paid envelope enclosed to:

Advanced Share Registry Services Ltd
PO Box 1156
Nedlands WA 6909

All payments and applications must be received no later than 5.00pm WST on 14 October 2014.

14) Additional information

The Offer cannot be transferred and the Board reserves the right to reject any application at its sole discretion. Shares allotted under the SPP will be issued as soon as practicable after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

A maximum of 287,993,113 Shares may be issued pursuant to the Offer. In the event of an oversubscription by the Closing Date, the Directors may, in their absolute discretion, scale-back all applications on any basis they deem fit. The Directors may also elect to accept less than the maximum number of Shares that may be issued under the Offer.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

New Zealand offer restrictions

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

SPRINTEX LIMITED

ACN 106 337 599

Share Purchase Plan – Terms and Conditions

Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Sprintex Limited (**Sprintex** or the **Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) at \$0.003 per Share up to a maximum of \$15,000 (when combined with any Shares issued under any share purchase SPP in the 12 months preceding the date of the SPP) without the need to pay brokerage costs and without the need for the Company to issue a prospectus. The SPP Terms and Conditions have been determined by the Board of Directors of the Company.

Shareholders eligible to participate

The right to participate in the SPP is optional and is only available to shareholders who are registered as holders of fully paid ordinary shares in the capital of Sprintex at 5:00pm (WST) on the Record Date of **26 August 2014** with a registered address in Australia or New Zealand (**Eligible Shareholders**).

The restrictions on eligibility under the SPP are in place because of the legal limitations on making or extending an offer of securities in some countries, the relatively small number of shareholders in those countries, the number and value of shares for which those shareholders would otherwise be entitled to subscribe and the cost of complying with regulatory requirements in those countries.

Participation in the SPP is optional and is subject to these Terms and Conditions. Offers made under the SPP are non-renounceable (that is, Eligible Shareholders may not transfer their rights to any Shares offered under the SPP).

The maximum amount, which any Eligible Shareholder may subscribe for in any consecutive 12 month period under the SPP, is \$15,000. The Board may also determine at its discretion, the minimum amount for participation, the multiple of Shares to be offered under the SPP and the period the Offer is available to Eligible Shareholder.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order CO 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the SPP), you may apply for up to the maximum number of new Shares for each beneficiary for whom you act as custodian, provided you annexe to your Entitlement and Acceptance Form a certificate to the Company (**Custodian Certificate**) confirming the following:

- that you held Shares on behalf of one or more other persons (each a **Participating Beneficiary**) at 5:00pm (WST) on the **Record Date** and have subsequently been instructed by those Participating Beneficiaries to apply for Shares under the SPP on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- that the application price for Shares applied for under the Offer for each Participating Beneficiary for whom you act, plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the SPP in the prior 12 months does not exceed \$15,000;
- that a copy of the written offer document was given to each Participating Beneficiary; and
- where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order CO 09/425, you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;

- is exempt from holding an Australian financial services licence by virtue of Class Order CO 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001* (Cth);
- is a trustee of a self-managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS-like schemes; or
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should complete and submit a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To receive a Custodian Certificate you should contact the Company's Share Registry, Advanced Share Registry Services on +61 8 9389 8033 at any time from 8:30am to 5:00pm (WST) Monday to Friday during the Offer period. If you would like further information on how to apply, you should contact the Company Secretary, Sprintex Limited, on +61 8 9262 7277.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The Issue Price is \$0.003 per Share, which is the same price offered to investors under the Placement announced on 13 and 26 August 2014, being a 37.5% discount to the volume weighted average price of the Shares on the Australian Securities Exchange (**ASX**) during the 30 days immediately prior to the date of the Offer.

Shareholders considering subscribing for Shares under the SPP should be aware of the risk that the market price may change between the date of this Offer and the date that the Shares under the SPP are issued.

By accepting the Offer and applying for subscription of Shares under the SPP, each Eligible Shareholder will be acknowledging that Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the SPP may rise or fall accordingly.

Applications, notices and certification

At the Board's discretion, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the SPP, and accompanied by the Terms and Conditions of the SPP and an Entitlement & Acceptance Form. Applications will not be accepted after the Closing Date of the Offer. Oversubscriptions to the Offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

By returning an Entitlement and Acceptance Form or by paying by BPAY an applicant:

- acknowledges that the application is irrevocable;
- acknowledges and warrants they are an Eligible Shareholder; and
- certifies that the aggregate of the application price for the following does not exceed \$15,000:
 - the Sprintex Shares that are the subject of the application; and
 - any other Sprintex Shares applied for by the applicant under the SPP (or any similar arrangement in the 12 months prior to the application), whether:
 - in the applicant's own right; or
 - jointly with one or more persons; or

(C) in the applicant's capacity as a beneficiary (as defined below),

but not including in the applicant's capacity as a trustee or nominee where it is expressly noted on the Sprintex register of members that the shareholding is held on account of another person.

If 2 or more persons are recorded in the register of members as jointly holding the Shares to which an applicant's application relates, they are taken to be a single registered holder and these statements are taken to be given by all of them.

If a trustee or nominee is expressly noted on the Sprintex register of members as holding the shares to which an application relates on account of another person (the "**beneficiary**"), these statements and confirmations are taken to be given by the beneficiary in respect of him/her/itself (and not the trustee or nominee).

By returning an Entitlement and Acceptance Form together with payment or by paying by BPAY, the applicant confirms that it has read, understood and agreed to the Terms and Conditions of the SPP.

Placement of Shortfall

Any shortfall from the Offer may be placed at the Board's absolute discretion.

Issue of Shares

Shares to be issued under the SPP will be issued as soon as reasonably practicable and no later than 10 business days after the Closing Date.

Shares issued under the SPP will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Holding statements or CHESS notification will be issued in respect of all Shares issued under the SPP. The Company will, promptly after the issue of Shares under the SPP, make application for those Shares to be listed for quotation on the Official List of ASX.

Modification and termination of the SPP

The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any Eligible Shareholder fewer Shares than the Eligible Shareholder applied for under the SPP if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Dispute resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The Company's decision in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The Company's powers under these Terms and Conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

Questions and contact details

If you have any questions regarding the SPP or how to deal with this Offer, please contact your stockbroker or professional adviser or the Company Secretary, Robert Molkenhuth on +61 8 9262 7277.

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