

SERVTECH GLOBAL HOLDINGS LIMITED

ACN 614 814 041

Prospectus

Offer

For the offer of 1 (one) ordinary Share at an issue price of \$0.015 (1.5 cents) to raise \$0.015 (**Offer**).

Cleansing

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued on or prior to the Closing Date.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your professional adviser without delay. The securities offered by this Prospectus should be considered speculative.

This Prospectus does not constitute an offer of Shares to any other person, or to the public.

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IMPORTANT INFORMATION

General

The Prospectus is dated 29 March 2018 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Electronic Prospectus

In addition to issuing this Prospectus in printed form, this Prospectus will also be made available on the Company's website at www.servtechglobal.com.au. Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose 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 an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company, as set out in **section 3**. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice

from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. 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. 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 in Shares or the Company.

Offer restrictions

The offer of Shares made pursuant to this Prospectus is not made to persons or in places to which, or in which, it would not be lawful to make such an offer of Shares. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in **Section 6**.

All references in this Prospectus to **\$, AUD or dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

CORPORATE DIRECTORY

Directors

Bert Mondello (Non-Executive Chairman)
Gianmarco Orgnoni (Non-Executive Director)
Derek Hall (Non-Executive Director)

Company Secretary

Derek Hall

Registered Office

Suite 1, Ground Floor,
437 Roberts Road,
SUBIACO WA 6008

Principal Place of Business

Suite 1, Ground Floor,
437 Roberts Road,
SUBIACO WA 6008

Solicitors to the Company

Nova Legal
Level 2, 50 Kings Park Road
WEST PERTH WA 6005

Auditor (for information purposes only)

Regency Audit Pty Ltd
Suite 1, Ground Floor,
437 Roberts Road,
SUBIACO WA 6008

ASX Code

SVT

Website

www.servtechglobal.com.au

Share Registry (for information purposes only)

Automatic Registry Services
Suite 1A, Level 1
7 Ventnor Avenue
WEST PERTH WA 6005

1. DETAILS OF THE OFFER

1.1 Summary of the Offer

The Company is making an offer of 1 Share at an issue price of \$0.015 to raise \$0.015 before expenses of the Offer. The Offer is open to persons by invitation from the Company only.

1.2 Timetable

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	29 March 2018
Opening Date	2:00pm (WST) 29 March 2018
Closing Date	5:00pm (WST) 29 March 2018

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.

1.3 Issue and dispatch

The issue of the Share under this Offer will take place as soon as practicable after the Closing Date. Application Monies will be held in a separate subscription account until issue as set out in section 1.4 below.

The Directors will determine the holders of the Share. The Directors reserve the right to reject any Application.

1.4 Application Monies held on trust

All Application Monies received for the Share will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Share is issued. All Application Monies will be returned (without interest) if the Share is not issued.

1.5 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for the Official Quotation of the Share. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as varied by ASIC), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

The fact that ASX may grant Official Quotation to the Share is not to be taken in any way as an indication of the merits of the Company or the Share now offered for subscription.

1.6 Rights and liabilities attaching to Shares

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in **Section 4.2**.

1.7 Minimum subscription

There is no minimum subscription for the Offer.

1.8 Applications

As the Company is making an Offer to certain persons by invitation only, an Application under the Offer can only be made by those persons. Application Forms must be delivered or mailed together with a cheque on or before the Closing Date to:

ServTech Global Holdings Limited
Suite 1, Ground Floor,
437 Roberts Road,
SUBIACO WA 6008

Cheques must be made payable to “ServTech Global Holdings Limited” and crossed “Not Negotiable”. All cheques must be in Australian currency.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding Application for Shares.

If the Application Form is not completed correctly it may still be treated as valid. The Directors’ decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final.

1.9 Risk factors

An investment in the Share should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in **Section 3**.

1.10 Overseas investors

This Prospectus does not, and does not intend to, constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Shares offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations, and that all such approvals have been obtained.

1.11 CHESS and issuer sponsorship

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

1.12 Privacy disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.13 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

1.14 Exposure period

The Company is listed on ASX and its Shares are quoted on ASX. Accordingly, no exposure period applies to this Prospectus under the Corporations Act.

1.15 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company Secretary, Mr Derek Hall on +61 8 6380 2555.

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Background and Purpose of the Offer

By this Prospectus, the Company is making an Offer to certain persons by invitation only of 1 Share at an issue price of \$0.015 to raise \$0.015 before expenses. Accordingly, the primary purpose of the Offer is not to raise capital.

On 22 November 2017, The Company announced that it had entered into a binding convertible loan facility agreement with Servnote Holding Pty Ltd, a private consortium, to invest up to \$1 Million in cash into the Company. A constituent of this private consortium was The Agency Group Australia Limited ("The Agency") who, as a result of participating in the convertible note, made an indirect investment in ServTech.

On 21 February 2018, the Company announced the successful completion of a transaction with The Agency for them to acquire the assets of ServTech subsidiaries Sell Lease Property Pty Ltd (real estate agency); Complete Settlements Pty Ltd (conveyancing); and Value Finance Pty Ltd (mortgage broking) for \$950,000 in cash. To date, the Company has received \$300,000 of this cash consideration for the transaction with The Agency. The agreement to this transaction also provides for a further back-office support agreement whereby ServTech will continue to maintain the administration services of the previous ServTech entities for a fee of no less than \$25,000 per month.

The Company announced on 14 December 2017 that it is moving from the obligations of maintaining full real estate businesses employing real estate consultants and agents directly, to concentrating on its core offering which is back office support for those same consultants and agents as part of its Outsourced Solutions offering as well as Custom Software Development and Software as a Service. This change has resulted in some one-off costs but in the long term will allow ServTech the opportunity to build a sustainable business.

To assist with Company in meeting its current working capital requirements including salaries, rent and maintenance of its overseas offices as well as pursuing revenue generating conventional service type agreements for its substantial call centre and IT development resources, on 19 March 2018, the Company announced a placement of 25,800,000 Shares (Placement Shares) at an issue price of \$0.015 to sophisticated and professional investors within the meaning of sections 708(8) and 708(11) of the Corporations Act to raise \$387,000 (**Placement**). These Placement Shares were issued on 19 March 2018 without disclosure under Chapter 6D of the Corporations Act.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

The Company is not currently able to issue a cleansing notice under section 708A(5) of the Corporations Act due to its Shares having been suspended from trading on ASX for more than 5 trading days within the last 12 months.

Accordingly, the primary purpose of this Prospectus is for the purpose of section 708A(11) of the Corporations Act to remove any on-sale restrictions that may affect Shares that may be issued by the Company in particular the Placement Shares issued on 19 March 2018.

Relevantly, section 708A(11)(b) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;

- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (Section 708A(11)(b)(i)); or
 - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Accordingly, the primary purpose of this Prospectus is to:

- make the Offer and to provide information on the Offer, disclosure of which is required by the Corporations Act; and
- ensure that the on-sale of the Placement Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in Section 708A(11) of the Corporations Act.

2.2 Financial position

After paying the expenses of the Offer of approximately \$3,400 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves.

The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$3,400 (exclusive of GST).

2.3 The effect of the Offer on the capital structure

The effect of the Offer on the Company's capital structure is set out below.

Capital structure	# of Securities
Shares	
Shares on issue prior to the issue of Placement Shares ¹	103,273,131
Placement Shares issued 19 March 2018	25,800,000
Shares offered under the Offer	1
Total Shares on issue	129,073,132
Performance Rights	
Existing Performance Rights on issue ²	10,000,000
Total Performance Rights on issue	10,000,000
Unquoted Options	
Options exercisable at \$0.30 each on or before 16 March 2020	2,500,000
Total Options on issue	2,500,000

Notes:

- The Existing Shares on issue include the following restricted securities:
 - 48,284,995 Shares escrowed to 16 March 2019
- The Performance Rights on issue are escrowed until 16 March 2019

2.4 Pro-Forma Statement of Financial Position

	Notes	HY December 2017	Pro Forma Adjustments	Pro Forma 29 March 2018
CURRENT ASSETS				
Cash and cash equivalents	1,2	846,862	356,500	1,203,362
Trade and other receivables		311,222		311,222
Non-current Assets Held for Sale		170,206		170,206
TOTAL CURRENT ASSETS		1,328,290	356,500	1,684,790
NON-CURRENT ASSETS				
Receivables		322,312		322,312
Property, plant & equipment		209,236		209,236
TOTAL NON-CURRENT ASSETS		531,548		531,548
TOTAL ASSETS		1,859,838	356,500	2,216,338
CURRENT LIABILITIES				
Trade and other payables		974,519		974,519
Other provisions		498,998		498,998
Interest bearing liabilities		815,127		815,127
TOTAL CURRENT LIABILITIES		2,288,644		2,288,644
NON-CURRENT LIABILITIES				
Trade and other payables		320,721		320,721
Other provisions		186,678		186,678
TOTAL NON-CURRENT LIABILITIES		507,399		507,399
TOTAL LIABILITIES		2,796,043		2,796,043
NET ASSETS		(936,205)	356,500	(579,705)
EQUITY				
Issued capital	1,2	10,040,552	356,500	10,397,052
Reserves		604,046		604,046
Accumulated losses		(11,580,803)		(11,580,803)
TOTAL EQUITY		(936,205)	356,500	(579,705)

Notes:

1. Adjustment for the Placement (25,800,000 shares to raise \$387,000, less costs of \$27,100 including a 6% commission payable to the Lead Manager of the placement)
2. Adjustment for the offer under this Prospectus – costs of \$3,400

2.5 Market Price of Shares

The highest and lowest market sale prices of the Company's Shares during the 52-week period prior to the date of lodgement of this Prospectus with the ASIC were:

Highest: \$0.021 per Share on 13 February 2018.

Lowest: \$0.015 per Share on 28 March 2018.

The last available market sale price of Shares on ASX prior to the date of this Prospectus was \$0.018 per Share on 28 March 2018.

2.6 Effect of the Offer on control

The Offer will not have a material impact on control of the Company.

2.7 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

3. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This **Section 3** identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their stockbroker, lawyer, accountant or other professional adviser before deciding whether to apply for Shares.

3.1 Specific risks

(a) Limited operating track record and managing growth

The Company's success will depend on its ability to expand its operations. If the Company is unable to successfully manage the expansion of its business and any new businesses acquired in the future, its financial condition and results of operations could be materially adversely affected.

ServTech has a limited operational track record. Execution of the Company's business plan may take longer to achieve than planned and the costs of doing so may be higher than budgeted. As ServTech is at an early stage of development, there are significant uncertainties associated with forecasting future revenues, timelines associated with future revenues and expenses. The business must therefore be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development.

(b) Key employee risks

Competition for qualified technical, sales and marketing, and back-office support staff can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future. The loss of key managers in the Philippines and Indian offices could have an impact on operations.

(c) Financial risks and future funding requirements

The Half-Year Report, and the Pro-Forma Statement of Financial Position in **Section 2.4** above disclosed that for the period ended 31 December 2017 the Group recorded a loss of \$3,889,688 (2016: \$2,524,860), negative cash flows from operating activities of \$2,829,400 (2016: \$887,880) a net current liability position of \$960,354 (2016: net current asset position of \$2,129,707) and a net asset deficiency of \$936,205 as at 31 December 2017.

A substantial proportion of this loss is attributable to the obligations of running the real estate related businesses which was a non-core activity. With the sale of the real estate businesses, revenue will fall but staff, advertising and administrative costs are anticipated to fall proportionately further and the business will be able to focus its resources and management towards its core offerings of Outsourced Solutions, Custom Software Development and Software as a Service. One off costs will also be incurred as part of this strategy change.

The Company's capital requirements are influenced by numerous factors. Depending on the ability to generate revenue and other factors, the Company may require financing in addition to the amounts raised under recent capital raisings.

Any additional equity financing may dilute shareholdings and debt financing, if available, may place restrictions on operating and financing activities. If the Company cannot acquire additional financing then it may be forced to alter its plan of operations.

It is likely that the Company will require additional funding in the future in order to develop its business. 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.

Further, there can be no assurance that any such equity or debt funding will be available for the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, there is uncertainty as to whether the Company can continue as a going concern.

Accordingly, should the Company not have the ability to raise capital if and when needed that circumstance could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(d) Competition and new Technology

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could overtake the advancements made by the Company's SaaS applications. In that case, the Company's revenues and profitability could be adversely affected.

The Company's competition may include businesses with much higher capitalisation and substantially greater resources. These competitors may succeed in developing products and services which are either superior or additional to the Company's, resulting in the migration of existing clients and potential clients to a competitor's business. Competitors with increased access to capital could lead to the Company's business becoming uncompetitive.

If a person or entity successfully develops and commercialises a competing product, this may have a materially adverse effect on the value and prospects of the Company and consequently on the value of any investment made in the Company.

(e) Failure to attract, retain and engage clients

The potential revenue streams for the Company depend on its ability to attract, retain and engage external audiences to its Outsourced Solutions offering, Custom Software Development and Software as a Service applications. There is a risk that the Company may be unable to attract, retain and engage sufficient external audiences for the potential revenue streams to materialise or be sufficient for the continued operation of these divisions.

(f) Customer Service Risk

Clients need to engage with the Company's personnel to take advantage of the Company's back-office support services. The Company needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in customers, all of which may negatively impact on the Company's revenue.

(g) Technology Rights and Protection of Rights

Securing rights to technologies, and in particular patents, is an integral part of securing potential product value in the outcomes of technology research and development. Competition in retaining and sustaining protection of technologies and the complex nature of technologies 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 or that competitors will not develop competing technologies that circumvents such patents. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties. The patent position of technology companies can be highly uncertain and frequently involve complex legal and scientific evaluation, therefore neither the breadth of claims allowed in technology patents nor their enforceability can be predicted. There can be no assurance that any patents that the Company may apply for, own, control or licence now and in the future will afford the Company commercially significant protection of their technologies, or that any of the projects that may arise from the technologies will have commercial applications.

Although the Company will implement all reasonable endeavours to protect its technologies, there can be no assurance that these measures have been, or will be sufficient.

(h) Agreement with The Agency

As detailed in Section 2.1, the Company announced the successful completion of a transaction with The Agency for them to acquire the assets of ServTech's real estate subsidiaries. The agreement to this transaction also provides for a further back-office support agreement whereby ServTech will continue to maintain the administration services of the previous ServTech entities for a fee of no less than \$25,000 per month. Maintenance and expansion of this further back-office support agreement is a key plank in the plans of the Company going forward and if this agreement were to be terminated or diminished it is likely that either additional agreements would need to be sought or restructuring steps would be required.

3.2 General risks

(a) Share Market Risk

The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance including domestic and international economic conditions, investor perceptions, global hostilities and acts of terrorism.

(b) Government policies and legislation

Any change in fiscal or other policies (including taxation) that are adopted by governments both in Australia and in the other jurisdictions in which the Company operates may adversely affect the performance or financial position of the Company.

(c) Market risk and interest rate volatility

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates may change the interest cost to the Company and, hence, may affect its financial performance.

(d) Insurance

The Company, wherever practicable and economically advisable, will utilise insurance to mitigate business risks. Such insurance may not always be available or particular risks may fall outside the scope of insurance cover. In addition, there remains the risk that an insurer defaults in the payment of a legitimate claim by the Company.

(e) Litigation

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the business in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

4. ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of section 111AC of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of 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 2017;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

Apart from the information disclosed in this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

- (ii) the rights and liabilities attaching to the securities the subject of this Prospectus;
and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2017.

Date	Title
1 November 2017	Appendix 4C and Quarterly Activity Report
1 November 2017	Voluntary Suspension
1 November 2017	Appendix 4G Corporate Governance
14 November 2017	Request for Extension to Voluntary Suspension
22 November 2017	New Funding Secured and Board Changes
22 November 2017	Reinstatement to Official Quotation
22 November 2017	AU1: Investment into ServTech Global Holdings Ltd
22 November 2017	Final Director Interest Notices
22 November 2017	Initial Directors Interest Notices
24 November 2017	Annual General Meeting – Change of Venue
30 November 2017	Receipt of ASX Waiver for Annual General Meeting
1 December 2017	Results of Meeting
4 December 2017	Trading Halt
6 December 2017	Suspension from Official Quotation
13 December 2017	Extension of Voluntary Suspension
14 December 2017	AU1: Acquisition and Capital Raise
14 December 2017	ServTech Refocused to Technology with \$1M Divestment
20 December 2017	Extension of Voluntary Suspension
27 December 2017	Extension of Voluntary Suspension
29 December 2017	Extension of Voluntary Suspension
3 January 2018	Response to ASX aware query

Date	Title
3 January 2018	Extension of Voluntary Suspension
15 January 2018	Extension of Voluntary Suspension
17 January 2018	Extension of Voluntary Suspension
19 January 2018	Extension of Voluntary Suspension
1 February 2018	Appendix 4C and Quarterly Activity Report
1 February 2018	Appendix 3B
1 February 2018	AU1: Update on transaction with The Agency Group
1 February 2018	Update on transaction with The Agency Group
1 February 2018	Extension of Voluntary Suspension
8 February 2018	Director Resignation and Appendix 3Z
8 February 2018	Initial Director's Interest Notice
12 February 2018	Response to ASX aware query
12 February 2018	Reinstatement to Official Quotation
12 February 2018	Business Plan
15 February 2018	Binding Asset Sale Agreements signed with The Agency Group
21 February 2018	AU1: Acquisition completed of SLP and Real Estate Assets
21 February 2018	Successful Completion of Transaction with The Agency
1 March 2018	Details of Company Address
1 March 2018	Half Yearly Report and Accounts
14 March 2018	Trading Halt
19 March 2018	ServTech Completes Capital Raising
27 March 2018	Increase and Conversion Notices - Convertible Note Facility

4.2 Rights and liabilities attaching to the Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Constitution, a copy of which is available at the Company's registered office during normal business hours.

(a) General meetings

Security holders are entitled to be present in person, or by proxy, attorney or representative, to attend and vote at general meetings of the Company.

Security holders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of securities, at general meetings of security holders or classes of security holders:

- (i) each security holder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a security holder or a proxy, attorney or representative of a security holder has one vote, and
- (iii) on a poll, every person present who is a security holder or a proxy, attorney or representative of a security holder shall, in respect of each fully paid security held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the security, but in respect of partly paid securities shall have such number of votes as bears the same proportion to the total of such securities registered in the security holder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of persons (if any) entitled to securities with special rights to dividend, the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the security holders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. The Company may not pay interest in respect of any dividend, whether final or interim.

(d) Winding up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the security holders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the security holders or different classes of security holders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any securities or other securities in respect of which there is any liability. Where an order is made for the winding-up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any securities classified as restricted securities at the time of the commencement of the winding up shall rank in priority after all other securities.

(e) Transfer of securities

Generally, securities in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of the Company's Constitution or a law of Australia and the transfer not being in breach of the Corporations Act.

(f) Variation of rights

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders, vary or abrogate the rights attaching to securities.

If at any time the share capital is divided into different classes of securities, the rights attached to any class (unless otherwise provided by the terms of issue of the securities of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued securities of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the securities of that class.

4.3 Interests of Directors, experts and advisors

(a) Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

(b) Other than as set out in **Section 4.4** or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

4.4 Details of interests

(a) Directors' security holdings

The Directors' relevant interests in Shares and Options as at the date of this Prospectus are as follows:

Director	Shares	Performance Shares	Options
Bert Mondello	-	-	-
Gianmarco Orgnoni	-	-	-
Derek Hall	-	-	-

(b) Director's remuneration

The remuneration paid or payable to Directors for the 2 financial years prior to the date of this Prospectus is as follows:

Director	FY 2018	FY 2017
Bert Mondello	25,872	-
Gianmarco Orgnoni	18,816	-
Derek Hall	18,902	-

4.5 Interests of Named Persons

Nova Legal has provided legal advice in relation to the Offer and Prospectus. The Company estimates it will pay Nova Legal \$1,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nova Legal has not been paid any fees for other legal services provided to the Company (unrelated to the Offer under this Prospectus).

4.6 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC:

Nova Legal has given, and has not withdrawn, its written consent to being named in this Prospectus as solicitors to the Company. Nova Legal have not authorised or caused the issue of this Prospectus or the making of offers under this Prospectus. Nova Legal makes no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.

4.7 Expenses of the Offers

The estimated expenses of the Offer (exclusive of GST) are as follows:

Expense	Amount
Legal fees	\$1,000
ASIC fees	\$2,400
Total	\$3,400

4.8 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 material legal proceedings pending or threatened against the Company.

5. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 29 March 2018.

A handwritten signature in black ink, appearing to read 'Bert Mondello', with a stylized, cursive script.

Bert Mondello

Non-Executive Chairman

ServTech Global Holdings Limited

6. DEFINITIONS

Definitions used in this Prospectus are as follows:

Application Form means an application form attached to and forming part of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.015 per Share pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means the date that the Offer closes which is 5.00pm (WST) on 29 March 2018 or such other time and date as the Directors determine.

Company means ServTech Global Holdings Limited, ACN 614 814 041.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Half-Year Report means the 2017 half-year report announced by the Company on 1 March 2018.

Listing Rules means the official listing rules of ASX.

Offer means the offer of 1 Share at an issue price of \$0.015 pursuant to this Prospectus to raise \$0.015.

Official List means the official list of ASX.

Official Quotation means quotation of the Share on the Official List.

Opening Date means the first date for receipt of completed Application Forms which is 2:00pm (WST) on 29 March 2018 or such other time and date as the Directors determine.

Option means an option to acquire a Share.

Placement has the meaning given in Section 2.1.

Placement Shares means 25,800,000 Shares at \$0.015 issued under the Placement described in Section 2.1

Prospectus means this prospectus dated 29 March 2018.

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

Shareholder means a holder of one or more Shares.

Share Registry means Automic Registry Services Pty Ltd.

WST means Western Standard Time in Australia.

APPLICATION FORM AND INSTRUCTIONS
SERVTECH GLOBAL HOLDINGS LIMITED
ACN 614 814 041

Please read all instructions on the reverse of this form

A Number of Shares applied for
(Maximum of 1 Share)

	at \$0.015 per Share	A\$
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You may be allocated all of the Shares above or a lesser number

B Total amount payable by cheque(s) for Shares

C Full name details, title, given name(s) (no initials) and surname or Company name

Name of applicant 1

[illegible]

Name of applicant 2 or <Account Designation>

[illegible]

Name of applicant 3 or <Account Designation>

[illegible]

E Write Your Full Postal Address Here

Number/Street

[illegible][illegible]

Suburb/Town

[illegible]

G Chess HIN (if applicable)

[illegible]

H Cheque payment details please fill out your cheque details and make your cheque is payable to "ServTech Global Holdings Limited"

Drawer	Cheque Number	BSB Number	Account Number	Total amount of cheque
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				\$
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I You should read the Prospectus dated 29 March 2018 carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- (a) I/we agree to the terms and conditions of the Prospectus dated 29 March 2018 and I/we are eligible to apply for Shares under the Prospectus having regard to all applicable securities laws;
- (b) this Application Form is completed according to the declaration/appropriate statements on the reverse of this form and I/we agree to be bound by the constitution of ServTech Global Holdings Limited; and
- (c) I/we have received personally a copy of this Prospectus accompanied by or attached to this Application Form or a copy of this Application Form or a direct derivative of this Application Form, before applying for Shares.

Return of this Application Form with your cheque for the Application Monies will constitute your offer to subscribe for Shares in the Company under the Public Offer. Please note that the Company will not accept electronic lodgement of Application Forms or electronic funds transfer.

Share Registrars Use Only	
Broker reference – Stamp only	
Broker Code	Adviser Code

D Tax File Number(s)
Or exemption category

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F Contact Details

Contact Name

Contact telephone number

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State/postcode

Guide to the Application Form

This Application Form relates to the offer of Shares in ServTech Global Holdings Limited pursuant to the Prospectus dated 29 March 2018. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of ServTech Global Holdings Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of registrable titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 1 Share.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.015.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G ServTech Global Holdings Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities issued to you under this Application Form in uncertified form on the CHES subregister, complete section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.

Make your cheque payable to "ServTech Global Holdings Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.

Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application Form being rejected.

- I Before completing the Application Form the applicant(s) should read the Prospectus to which the Application Form relates. By lodging the Application Form, the applicant(s) agrees that this Application Form is for shares in ServTech Global Holdings Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in section A that may be issued to the applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application Forms: Return your completed Application Form with cheque(s) attached to:

Delivered to: ServTech Global Holdings Limited Suite 1, Ground Floor, 437 Roberts Road, SUBIACO WA 6008	Posted to: ServTech Global Holdings Limited Suite 1, Ground Floor, 437 Roberts Road, SUBIACO WA 6008
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Application Forms must be received no later than 5.00pm (WST) on 29 March 2018 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to ServTech Global Holdings Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son