



Update Summary

Entity name

ZOONO GROUP LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

22/4/2024

Reason for update to a previous announcement

To extend the Close Date

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

ZOONO GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

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

1.2 Registered Number Type

ACN

Registration Number

006645754

1.3 ASX issuer code

ZNO

1.4 The announcement is

Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

To extend the Close Date

1.4b Date of previous announcement to this update

11/3/2024

1.5 Date of this announcement

22/4/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

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

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

ZNO : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

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

No

Details of +securities proposed to be issued

ASX +security code and description

ZNO : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

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

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

2

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

Fractions rounded up to the next whole number

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

106,838,697

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

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

AUD 0.02700

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

Yes

Describe the limits on over-subscription

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Scale back will be detailed in more detail in the Offer document. It is likely to applied subject to the number of shares bid for, timeliness of the bid, overall anticipated demand and the likelihood of the applicants being long-term shareholders and support for the Company.

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

Part 3C - Timetable

3C.1 +Record date

10/4/2024

3C.2 Ex date

9/4/2024

3C.4 Record date

10/4/2024

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

15/4/2024



3C.6 Offer closing date

3/5/2024

3C.7 Last day to extend the offer closing date

30/4/2024

3C.9 Trading in new +securities commences on a deferred settlement basis

6/5/2024

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

10/5/2024

3C.12 Date trading starts on a normal T+2 basis

13/5/2024

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

15/5/2024

Part 3E - Fees and expenses

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

No

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

Yes

3E.2a Who are the underwriter(s)?

Evolution Capital Pty Ltd (OSY Group Limited is sub-underwriting acceptances of 20M shares)

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Up to \$1,442,322 (or 53,419,349 Shares)

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

An underwriting fee (cash) of 6.0% of the Offer Amount (i.e. \$1,442,322 (53,419,349 shares)) that is underwritten (plus GST); and monthly retainer of \$5,000 plus GST for a minimum period of 12 months until terminated on one month's notice for corporate advisory services; together with 10,000,000 options subject to shareholder approval.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Market Fall (by 10% or more on any two consecutive Business Days); ASIC or other regulatory action; failure to lodge an announcement; offenses by directors; or insolvency.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

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

No

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



Part 3F - Further Information

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

Funds raised will primarily be used to retire existing related party debt and to fund several company initiatives planned for 2024

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

No

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

No

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

Cambodia, Germany, Hong Kong, Malaysia, Singapore and United Kingdom

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

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction.

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

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

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

Yes

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

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