

This is the second Supplementary Prospectus dated 22 June 2018 intended to be read with the Prospectus dated 30 May 2018 and the first Supplementary Prospectus dated 7 June 2018 in relation to the Offer for 3 New Shares for every 1 Share held on the Record Date, with 1 free attaching New Option for every New Share subscribed.



ENNOX GROUP LTD
ACN 108 069 003

Second Supplementary Prospectus

1. Important Information

This is a supplementary prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Second Supplementary Prospectus**). This Second Supplementary Prospectus is supplementary to the Prospectus dated 30 May 2018 (**Prospectus**) and the first Supplementary Prospectus dated 7 June 2018 (**First Supplementary Prospectus**) issued by Ennox Group Ltd ACN 108 069 003 (**Ennox or Company**) and should be read in conjunction with the Prospectus and First Supplementary Prospectus.

This Second Supplementary Prospectus is dated 22 June 2018 and was lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX Limited (**ASX**) on that day. ASIC, ASX and their respective officers do not take any responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus and First Supplementary Prospectus. To the extent of any inconsistency between this Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus and First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus are important documents that should be read in their entirety. If you do not understand it you should consult your professional advisors without delay.

This Second Supplementary Prospectus, the Prospectus and the Second Supplementary Prospectus can be accessed online at <http://www.ennoxgroup.com.au/>.

In accordance with the Corporations Act, the Company must give Shareholders who, as at the date of this Second Supplementary Prospectus, have submitted an Application under the Prospectus a copy of this Second Supplementary Prospectus and one month to withdraw their Application and be repaid. Please see section 5 of this Second Supplementary Prospectus in relation to Shareholders' right to withdraw.

Other than the changes set out below, all other details in the Prospectus and the First Supplementary Prospectus remain unchanged.

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2. General

The differences between this Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus are:

- (a) the important dates set out in page 8 of the Prospectus is updated in order to extend the indicative closing date of the Offer from Thursday 22 June 2018 to Thursday 9 August 2018;
- (b) all references to the important dates listed in the Prospectus is replaced with the important dates set out in section 4.1 of this Second Supplementary Prospectus;
- (c) table 2 in section 1.2 (Purpose of the Offer) of the Prospectus (and as amended by the First Supplementary Prospectus) has been updated to provide the use of funds proposed based on a revised Minimum Subscription amount of \$2.5 million. As a result of this change, all references to the initial expenses of the Offer in the Prospectus of \$190,000 is amended to \$260,000;
- (d) all references to the Minimum Subscription amount or the minimum amount to be raised under the Offer in the Prospectus and the First Supplementary Prospectus is amended from \$3 million to \$2.5 million;
- (e) all references to 1,000,000,000 New Shares and 1,000,000,000 New Options based on the initial Minimum Subscription amount of \$3 million in the Prospectus is amended to 833,333,334 New Shares and 833,333,334 New Options based on the revised Minimum Subscription of \$2.5 million. As a result of this change, all references to the percentage of New Shares issued of 69.34% based on the initial Minimum Subscription amount of \$3 million in the Prospectus is updated to 65.34% based on a revised Minimum Subscription amount of \$2.5 million;
- (f) all references to the individual Shareholder dilution factor of 69.3% (based on the initial Minimum Subscription amount of \$3 million) in the Prospectus is amended to 65.3% (based on the revised Minimum Subscription amount of \$2.5 million).
- (g) the pro-forma consolidated statement of financial statement in section 2.2 (Consolidated Statement of Financial Information) has been updated based on the revised Minimum Subscription amount of \$2.5 million.
- (h) sections 1.6 (Underwriting) and 2.5 (Potential Impact of Offer on Control of the Company) has been updated to disclose that Shareholder approval is being conducted under item 7 of section 611 of the Corporations Act in relation to MMRW Holding obtaining a voting power in the Company of more than 20% under its underwriting arrangement with the Company. If Shareholder approval is not obtained, MMRW Holding will have its underwritten commitment reduced to the extent necessary so that on completion of the Offer, MMRW Holding will not have a voting power in the Company of more than 20%. Innoview has undertaken that it will not obtain a voting power in the Company of more than 20%;
- (i) the table in section 2.4 (Potential dilutionary impact of Offer) has been updated to the reflect the revised Minimum Subscription amount of \$2.5 million.
- (j) the table in section 4.3 (Information to Shareholders) has been updated to insert the further announcements that have been made by the Company since lodgement of the First Supplementary Prospectus;

This second Supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018 and first Supplementary Prospectus dated 7 June 2018 relating to shares of Ennox Group Ltd

(k) section 4.4 (Underwriting Agreement) has been updated to disclose that the Underwriting Agreement with MMRW Holding has been varied to take into account that:

- (i) Shareholder approval is being conducted under item 7 of section 611 of the Corporations Act in relation to MMRW Holding obtaining a voting power in the Company of more than 20% under its underwriting arrangement with the Company;
- (ii) the Company will reimburse MMRW Holding's reasonable legal fees in relation to its underwriting arrangement with the Company which is capped at \$30,000; and
- (iii) the subsequent changes to the timetable.

3. Status of Offer and Applications

As at the date of this Second Supplementary Prospectus, the Company has received:

- (i) 51 applications for New Shares and New Options (**Applications**); and
- (ii) \$376,655.85 pursuant to the Applications.

As at the date of this Second Supplementary Prospectus, the Company has not processed the Applications and has not issued any New Shares and New Options pursuant to the Prospectus and the First Supplementary Prospectus.

4. Amendments

4.1 Important dates in 2018

As a result of this Second Supplementary Prospectus, the Closing Date of the Offer has been extended from Thursday 22 June 2018 to Thursday 9 August 2018. The table in page 8 of the Prospectus is deleted and replaced with the following table:

Event	Date*
Announcement of Offer	Prior to 10:00am (AEST) Wednesday 30 May
Lodgement of Appendix 3B with ASX	Wednesday 30 May
Prospectus lodged at ASIC and ASX	Wednesday 30 May
Notice sent to Shareholders	Thursday 31 May
"Ex" Date (date Shares are quoted ex-rights)	Friday 1 June
Rights trading commences	Friday 1 June
Record Date to determine Entitlements	5.00pm (AEST) Monday 4 June
Prospectus (together with Entitlement and Acceptance Form) despatched to Shareholders	Thursday 7 June
Opening Date	Thursday 7 June
Rights trading ends	Thursday 14 June
Shares quoted on a deferred settlement basis	Friday 15 June
Closing Date	5.00pm (AEST) Thursday 9 August
Notification to ASX of under subscriptions	Thursday 14 August
Issue date of New Securities and despatch of holding statements	Thursday 16 August
Quotation of Shares issued under the Offer on a normal settlement basis commences	Friday 17 August

All references to any of the important dates listed in the Prospectus shall be replaced with the important dates set out above.

*The above dates are indicative only and may be subject to change. The Directors, in consultation with the Underwriters, reserve the right to vary the important dates without prior notice subject to receipt of approval from ASX.

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4.2 Minimum Subscription

As a result of this Second Supplementary Prospectus, the Minimum Subscription amount has been changed from \$3 million to \$2.5 million. Table 2 at section 1.2 (Purpose of the Offer) of the Prospectus (and as amended by the First Supplementary Prospectus) has been updated to provide the use of funds proposed based on a revised Minimum Subscription amount of \$2.5 million.

The following table replaces Table 2 - Minimum Subscription amount at section 1.2 (Purpose of the Offer).

Descriptions	Use of Funds based on Minimum Subscription amount of \$2.5m	
	(\$)	% of proceeds
Investments in listed securities such as placements and underwriting arrangements	1,400,000	56.00
Investments in unlisted securities such as pre-IPO entities, private equity transactions and/or other financial services companies	400,000	16.00
General working capital and administrative expenses ³	440,000	17.60
Expenses of the Offer ⁴	260,000	10.40
TOTAL	2,500,000	100.00

³This includes working capital and administrative costs such as salaries, ASX and other fees and corporate overheads.

⁴Please refer to section 4.15 (**Expenses of the Offer**) of the Prospectus for further details relating to the estimated expenses of the Offer.

In the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders.

Following on from the changes in the table at section 1.2 (Purpose of the Offer), all references to the initial expenses of the Offer in the Prospectus of \$190,000 is amended to \$260,000.

Accordingly, the following table replaces Table 1 - Maximum Subscription amount at section 1.2 (Purpose of the Offer).

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Description	Use of Funds based on Maximum Subscription amount of approximately \$3.98m	
	(\$)	% of proceeds
Investments in listed securities such as placements and underwriting arrangements	2,000,000	50.26
Investments in unlisted securities such as pre-IPO entities, private equity transactions and/or other financial services companies	1,200,000	30.16
General working capital and administrative expenses ¹	519,143	13.05
Expenses of the Offer ²	260,000	6.53
TOTAL	3,979,143	100.00

¹This includes working capital and administrative costs such as salaries, ASX and other fees and corporate overheads.

²Please refer to section 4.15 (**Expenses of the Offer**) of the Prospectus for further details relating to the estimated expenses of the Offer.

The pro-forma consolidated statement of financial position in section 2.2 (Consolidated Statement of Financial Position) has been replaced with the following:

	Audited	Reviewed	Minimum	Maximum
	30-June-2017	31-December-2017	Subscription	Subscription
Assets				
Current Assets				
Cash and cash equivalents	171,219	58,886	2,298,886	3,778,029
Financial assets - investments	1,946,490	1,476,911	1,476,911	1,476,911
Total Current Assets	2,117,709	1,535,797	3,775,797	5,254,940
Non-Current Assets	-	-	-	-
Total Non-Current Assets	-	-	-	-
Total Assets	2,117,709	1,535,797	3,775,797	5,254,940
Liabilities				
Current Liabilities				
Trade and other payables	55,305	40,575	40,575	40,575
Total Current Liabilities	55,305	40,575	40,575	40,575

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Non-Current Liabilities				
Deferred tax liabilities	325,512	137,186	137,186	137,186
Total Non-Current Liabilities	325,512	137,186	137,186	137,186
Total Liabilities	380,817	177,761	177,761	177,761
Net Assets	1,736,892	1,358,036	3,598,036	5,077,179
Equity				
Issued capital	32,771,425	32,771,425	35,601,425	36,580,568
Accumulated losses	(31,034,533)	(31,413,389)	(31,433,389)	(31,433,389)
Total Equity	1,736,892	1,358,036	3,648,036	5,127,179

Notes to the pro-forma Consolidated Statement of Financial Position

The financial statements for the financial year ending 30 June 2017 were audited by Grant Thornton, and the financial statements for the half financial year ending 31 December 2017 were reviewed, but not audited, by William Buck. Subsequent to the financial year ended 30 June 2017, the Company changed its auditors, Grant Thornton which is based in Brisbane to its current auditors William Buck which is based in Melbourne where the Company is currently located. Both statements have been used in the preparation of the Pro Forma Consolidated Statement of Financial Position.

The Pro Forma Consolidated Statement of Financial Position has been prepared by the Company and is presented in an abbreviated form insofar as it does not comply with all the disclosures required by Australian Accounting Standards applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The pro-forma Consolidated Statement of Financial Position:

1. includes minimum of \$2.5 million and maximum of \$3.98 million comprising gross proceeds raised pursuant to the Offer (less estimated Offer costs of \$260,000);
2. the Company does not issue any additional Shares between the date of this Prospectus and the Record Date;
3. does not take into account any transactions between 31 December 2017 and the date of this Prospectus. The pro-forma Consolidated Statement of Financial Position reflects only the transactions the subject of this Prospectus;
4. as the New Options issued are free attaching, they do not come under the scope of AASB2 share based payments.

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The following table also replaces the table in section 2.4 (Potential dilutionary impact of Offer).

Holding as at Record Date	% of Shareholding at Record Date ¹	Entitlement under the Offer ²	Shareholding if Offer not taken up	% post completion of the Offer based on Minimum Subscription ³ (assuming no entitlements taken up)	% post completion of the Offer based on Maximum Subscription ⁴ (assuming all entitlements taken up)
100,000,000	22.62	300,000,000	100,000,000	7.84	22.62
50,000,000	11.31	150,000,000	50,000,000	3.92	11.31
15,000,000	3.39	45,000,000	15,000,000	1.18	3.39
4,000,000	0.90	12,000,000	4,000,000	0.31	0.90
500,000	0.11	1,500,000	500,000	0.04	0.11

Note:

¹ Based on a current shareholding of 442,127,017

² Based on 3 New Shares for every 1 Share held. Eligible Shareholders will also receive the same number of New Options.

³ Based on the minimum subscription of \$2.5 million for 833,333,334 New Shares to a total shareholding of 1,275,460,351. This does not include the effect of Shares which may be issued if New Options are exercised.

⁴ Based on the maximum subscription of approximately \$3.98 million for 1,326,381,051 New Shares to a total shareholding of 1,768,508,068. This does not include the effect of Shares which may be issued if New Options are exercised.

Additional, all references to the Minimum Subscription amount or the minimum amount to be raised under the Offer in the Prospectus and the First Supplementary Prospectus is amended from \$3 million to \$2.5 million. All references to 1,000,000,000 New Shares and 1,000,000,000 New Options based on the initial Minimum Subscription amount of \$3 million is amended to 833,333,334 New Shares and 833,333,334 New Options based on the revised Minimum Subscription of \$2.5 million. All references to the individual Shareholder dilution factor of 69.3% (based on the initial Minimum Subscription amount of \$3 million) is amended to 65.3% (based on the revised Minimum Subscription amount of \$2.5 million).

The pro-forma consolidated statement of financial statement in section 2.2 (Consolidated Statement of Financial Information) has been updated based on the revised Minimum Subscription amount of \$2.5 million.

This second Supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018 and first Supplementary Prospectus dated 7 June 2018 relating to shares of Ennox Group Ltd

4.3 Underwriting

As a result of Shareholder approval being conducted under item 7 of section 611 of the Corporations Act in relation to MMRW Holding and/or Innoview obtaining a voting power in the Company of more than 20% under their underwriting arrangements with the Company the following sections of the Prospectus (as amended by the First Supplementary Prospectus) will need to be amended:

- (a) Section 1.6 (Underwriting) is updated by:
- (i) inserting the following sentence at the end of the first sentence of the third paragraph:

"Pursuant to the Underwriting Agreement (as varied), the New Shares and New Options issued to MMRW Holding will be subject to Shareholder approval under item 7 of section 611 of the Corporations being obtained if their voting power in the Company increases to over 20%. If Shareholder approval is not obtained, MMRW Holding will have its underwritten commitment reduced to the extent necessary so that on completion of the Offer, MMRW Holding will not have a voting power in the Company of more than 20%."
 - (ii) inserting the following sentence at the end of the last sentence of the third paragraph:

"Innoview has undertaken that it will not obtain a voting power in the Company of more than 20%."
- (b) Section 2.5 (Potential Impact of Offer on control of the Company) is updated by inserting the following at the end of the sixth paragraph under sub-heading "Underwriter No 2 - Innoview Investments Limited":

"Pursuant to the Underwriting Agreement (as varied), the New Shares and New Options issued to MMRW Holding will be subject to Shareholder approval under item 7 of section 611 of the Corporations being obtained if their voting power in the Company increases to over 20%. If Shareholder approval is not obtained, MMRW Holding will have its underwritten commitment reduced to the extent necessary so that on completion of the Offer, MMRW Holding will not have a voting power in the Company of more than 20%. Innoview has undertaken that it will not obtain a voting power in the Company of more than 20%."
- (c) Section 4.4 (Underwriting Agreement) is updated by inserting the following at the end of the first paragraph under sub-heading "Underwriting Agreement with MMRW Holding Pty Ltd":

"The Company and MMRW Holding has also entered into a deed of variation on 22 June 2018 to vary the Underwriting Agreement to note that Shareholder approval is being conducted under item 7 of section 611 of the Corporations Act in relation to MMRW Holding obtaining a voting power in the Company of more than 20% under its underwriting arrangement with the Company and subsequent changes to the timetable. If Shareholder approval is not obtained, MMRW Holding will have its underwritten commitment reduced to the extent necessary so that on completion of the Offer, MMRW Holding will not have a voting power in the Company of more than 20%. In addition, the Company will reimburse MMRW Holding's reasonable legal fees in relation to its underwriting arrangement with the Company which is capped at

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\$30,000."

4.4 Announcements

Since lodgement of the Prospectus and the First Supplementary Prospectus, the following announcements have been made by the Company and are inserted into the table in section 4.3 of the Prospectus (as amended by the First Supplementary Prospectus):

Date	Subject
21 June 2018	Suspension from Official Quotation - EXONA
20 June 2018	Renounceable Rights Issue - Extension of Closing Date
7 June 2018	Supplementary Prospectus - Renounceable Rights Issue

5. Right to Withdraw

In accordance with the Corporations Act, as the Company has lodged this Second Supplementary Prospectus the Company must give Shareholders who, at the date of this Second Supplementary Prospectus, have previously submitted an Application under the Prospectus a copy of this Second Supplementary Prospectus and one month to withdraw their Application and be repaid.

Any repayments made by the Company pursuant to such a Shareholder exercising their right to withdraw their Application will be made in full without interest.

A Shareholder who wishes to withdraw their Application and obtain a refund must submit a written request to the Company by post or delivery to: Ennox Group Ltd, c/- Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000, so that it is received within one month of the date of this Second Supplementary Prospectus (i.e. by close of business on 23 July 2018). In your written request, please include the Holder Identification Number (HIN) or Securityholder Reference Number (SRN), and the full registered name and address of the Shareholding for which you wish to withdraw your Application.

Any withdrawal refunds will be paid by cheque as soon as practicable after the close of the Offer. The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Entitlement and Acceptance Form lodged by that Shareholder.

Other than as set out above, all other information set out in the Prospectus and the First Supplementary Prospectus remains unchanged.

If you have any questions or queries regarding the details contained in this document, please contact your financial adviser or the Company Secretary, Mr Ian Gregory on (03) 8600 6946.

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

Each Director has given and has not withdrawn his written consent to the issue of this Second Supplementary Prospectus in the form and context in which it is issued.

This second Supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018 and first Supplementary Prospectus dated 7 June 2018 relating to shares of Ennox Group Ltd

Dated: 22 June 2018



David Low
Chairman of the Board
For and on behalf of Ennox Group Ltd

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