

This is a Supplementary Prospectus dated 7 June 2018 intended to be read with the Prospectus dated 30 May 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**

**Supplementary Prospectus**

**1. Important Information**

This is a supplementary prospectus (**Supplementary Prospectus**) to the Prospectus dated 30 May 2018 (**Prospectus**) issued by Ennox Group Ltd ACN 108 069 003 (**Ennox**) and should be read in conjunction with the Prospectus.

This Supplementary Prospectus is dated 7 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 Supplementary Prospectus.

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

This Supplementary Prospectus and the 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 Supplementary Prospectus and the 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 Supplementary Prospectus, have submitted an Application under the Prospectus a copy of this Supplementary Prospectus and one month to withdraw their Application and be repaid. Please see section 5 of this Supplementary Prospectus in relation to Shareholders' right to withdraw.

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

**2. General**

The differences between this Supplementary Prospectus and the Prospectus are:

- (a) tables 1 & 2 at section 1.2 (Purpose of the Offer) of the Prospectus has been updated to provide further details about the use of funds proposed;

- (b) section 1.6 (Underwriting) has been updated to disclose that the Company explored other potential underwriting options;
- (c) section 2.5 (Potential Impact of Offer on control of the Company) has been updated to disclose the control impact underwriting for MMRW Holding; and
- (d) the table at 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 Prospectus.

### 3. Status of Offer and Applications

As at the date of this Supplementary Prospectus, the Company has not received any applications or funds for the New Shares and New Options.

### 4. Amendments

#### 4.1 Use of Funds

Tables 1 & 2 at section 1.2 (Purpose of the Offer) of the Prospectus has been updated to provide further details about the use of funds proposed.

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

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 <sup>1</sup>	589,143	14.81
Expenses of the Offer <sup>2</sup>	190,000	4.77
<b>TOTAL</b>	<b>3,979,143</b>	<b>100.00</b>

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

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

**This supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018 relating to shares of Ennox Group Ltd**

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 \$3m	
	(\$)	% of proceeds
Investments in listed securities such as placements and underwriting arrangements	1,800,000	60
Investments in unlisted securities such as pre-IPO entities, private equity transactions and/or other financial services companies	400,000	13.34
General working capital and administrative expenses <sup>3</sup>	610,000	20.33
Expenses of the Offer <sup>4</sup>	190,000	6.33
<b>TOTAL</b>	<b>3,000,000</b>	<b>100.00</b>

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.

#### 4.2 Underwriting

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

*"Prior to engaging MMRW Holding Pty Ltd and Innoview Investments Limited as Underwriters, the Company has explored potential underwriting options with other underwriters however those underwriters declined to participate on the basis that the amount of capital sought to be raised was too small and also raised concerns about lack of liquidity in the Shares."*

#### 4.3 Potential Impact of Offer on control of the Company

Section 2.5 (Potential Impact of Offer on control of the Company) is updated by inserting the following at the end of the last paragraph under sub-heading "Underwriter No 1 - MMRW Holding Pty Ltd":

*"If Eligible Shareholders do not take up their full Entitlement and MMRW Holding, as a result of subscribing for some or all of the underwritten amount, acquires a significant stake in the Company, MMRW Holding expects the Company to conduct its core business in substantially the same manner as currently operated. MMRW may, through its director's existing network in the Asia Pacific, introduce business opportunities (within the Company's current area of business) to drive further*

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

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

**This supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018 relating to shares of Ennox Group Ltd**

*performance and sustainable growth.*

*If MMRW Holding acquires a relevant interest in Shares of at least 10% as a result of the underwriting, it may seek to appoint a nominee to the Board (or if it holds a relevant interest in Shares of at least 20%, two nominees) in its sole discretion and in accordance with the terms and conditions of the Underwriting Agreement. MMRW Holding has not formed a view as to whether or not it will exercise this right if it reaches the relevant thresholds."*

#### 4.4 Announcements

Since lodgement of the Prospectus, the following announcements have been made by the Company and are inserted into the table in section 4.3 of the Prospectus:

<b>Date</b>	<b>Subject</b>
30 May 2018	Renounceable Rights Issue - Letter to Eligible Shareholders
30 May 2018	Prospectus for Renounceable Rights Issue
30 May 2018	Appendix 3B - Renounceable Rights Issue
30 May 2018	Renounceable Rights Issue

#### 5. Right to Withdraw

In accordance with the Corporations Act, as the Company has lodged this Supplementary Prospectus the Company must give Shareholders who, at the date of this Supplementary Prospectus, have previously submitted an Application under the Prospectus a copy of this Supplementary Prospectus and one month to withdraw their Application and be repaid. In accordance with section 3 of this Supplementary Prospectus, the Company has not received any applications or funds for the New Shares and New Options.

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 Supplementary Prospectus (i.e. by close of business on 6 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 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.

**This supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018 relating to shares of Ennox Group Ltd**

The 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 Supplementary Prospectus in the form and context in which it is issued.

Dated: 7 June 2018

A handwritten signature in black ink, appearing to read 'DL', is positioned above the printed name of David Low.

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

**This supplementary prospectus must be read in conjunction with the Prospectus dated 30 May 2018  
relating to shares of Ennox Group Ltd**