



9 May 2017

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH) –  
RIGHTS ISSUE CLEANSING NOTICE**

Apollo Tourism & Leisure Ltd ACN 614 714 742 (ASX: ATL) (“Apollo” or “Company”) today announced that it is undertaking a non-renounceable pro-rata entitlement offer (“Entitlement Offer”) to raise approximately \$40.3 million, before offer costs and expenses.

Under the Entitlement Offer, eligible shareholders that are entitled to participate can subscribe for 4 new shares (“New Share”) for every 17 shares held as at 7.00pm (AEST) on Friday, 12 May 2017 at an issue price of \$1.18 per New Share.

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (“Lead Manager and Underwriter”).

Further details regarding the Offer are set out in the announcement released today and also in the information booklet to be despatched to shareholders on Wednesday, 17 May 2017.

This notice is given by Apollo under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (“Act”) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84).

For the purposes of section 708AA(7) of the Act, Apollo advises that:

- (a) the New Shares will be issued without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84);
- (c) as at the date of this notice, Apollo has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to Apollo; and
  - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice; and



Cheapa Campa

HIPPIE

WINNEBAGO

ADRIA

TALVOR

Apollo Tourism & Leisure Ltd, ACN 614 714 742

Head Office: 698 Nudgee Road Northgate (Brisbane) Qld 4013 Australia | Ph: +61 7 3265 9200 | Fax: +61 7 3265 9201

Free Call: Australia: 1800 777 779 | International: +800 3260 5466

[www.apollotourism.com](http://www.apollotourism.com) | [info@apollotourism.com](mailto:info@apollotourism.com)



- (e) the potential effect the Offer will have on the control of Apollo, and the consequences of that effect, will depend on a number of factors, including Eligible Shareholders' interest in taking up their entitlements as well as the level of participation of Eligible Shareholders in taking up Additional Shares under the shortfall facility. While it is not possible for the directors to predict the outcome of these factors, a non-exhaustive list setting out the likely effect on control is as follows:
- (i) the percentage interests of:
    - (A) shareholders that are not Eligible Shareholders; and
    - (B) Eligible Shareholders who do not take up their full entitlement, will be diluted;
  - (ii) if all Eligible Shareholders take up their entitlements for New Shares, all Eligible Shareholders will hold the same percentage interest in Apollo as before the Offer;
  - (iii) any remaining New Shares not taken up in the shortfall facility will be issued to the Lead Manager and Underwriter or to sub-underwriters and, having regard to the number of New Shares to be issued, even if a substantial shortfall eventuated, the Lead Manager and Underwriter or sub-underwriters would not be in a position to exercise any substantive control in Apollo; and
  - (iv) no person (including the Lead Manager and Underwriter or any sub-underwriters) will be issued New Shares if such issue would result in their voting power in the Company, in aggregate with the voting power of their associates, increasing from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.

Peter Jans  
Company Secretary  
Apollo Tourism & Leisure Ltd



Cheapa Campa

HIPPIE

WINNEBAGO



TALVOR

Apollo Tourism & Leisure Ltd, ACN 614 714 742

Head Office: 698 Nudgee Road Northgate (Brisbane) Qld 4013 Australia | Ph: +61 7 3265 9200 | Fax: +61 7 3265 9201

Free Call: Australia: 1800 777 779 | International: +800 3260 5466

[www.apollotourism.com](http://www.apollotourism.com) | [info@apollotourism.com](mailto:info@apollotourism.com)