



ASX Announcement

24 June 2016

SUPERLOOP LIMITED – DISPATCH OF LETTERS TO SHAREHOLDERS AND RETAIL ENTITLEMENT OFFER INFORMATION BOOKLET

On 17 June 2016, Superloop Limited ACN 169 263 094 (**Superloop** or **Company**) announced an accelerated one for seven pro rata non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$35.3 million (**Entitlement Offer**). The Entitlement Offer comprises an accelerated institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**). On 21 June 2016, Superloop announced the successful completion of the Institutional Entitlement Offer raising approximately \$22.45 million.

Superloop is pleased to advise that in accordance with the timetable for the Entitlement Offer, the letters to both eligible and ineligible retail shareholders are being dispatched today, copies of which are attached to this announcement. In addition, the information booklet for the Retail Entitlement Offer, a copy of which was lodged with ASX on 21 June 2016, and personalised Entitlement and Acceptance Forms, are being despatched to eligible retail shareholders today.

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607.

For further comment or other information, please contact:

Investor enquiries

Telephone: +61 7 3088 7300

Email: investor@superloop.com

Media enquiries

Telephone: +61 7 3088 7388

Email: media@superloop.com

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

About Superloop

Established in 2014, Superloop is quickly becoming one of the leading independent providers of interconnection services in the Asia Pacific Region.

The Company owns and operates fibre networks in Australia and Singapore spanning over 300km and connecting over 48 of the regions' key data centres. The network is continually expanding with further extensions currently underway to connect the Singapore Exchange, iO and NTT data centres in Singapore.

In Hong Kong, Superloop is establishing a 110 km fibre optic network connecting 25 data centres as well as the Hong Kong Stock Exchange, and is on track to commence operations in December 2016. Additionally, the Company is also constructing TKO Express, the first submarine cable to connect the traditional carrier hotels located in Chai Wan on Hong Kong Island and the data centre campus located at Hong Kong Science and Technology Parks Tseung Kwan O Industrial Estate, providing much needed physical diversity and a lowest latency path between Hong Kong's major finance and technology hubs.

The group also operates acquired businesses, APEXN and CINENET in Australia.

For more information, visit: www.superloop.com



24 June 2016

Dear Shareholder

Superloop Limited fully underwritten entitlement offer – notice to shareholders

On 17 June 2016, Superloop Limited ACN 169 263 094 (**Superloop**) announced a one for seven pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$35.3 million (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Underwriter**). The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 20 June 2016. Further details of the retail component of the Entitlement Offer (**Retail Entitlement Offer**) are set out in the Information Booklet lodged with ASX on 21 June 2016.

The proceeds of the Entitlement Offer will be applied to infrastructure investment and network expansion, general working capital, and the costs of the Entitlement Offer.

Terms of the Entitlement Offer

The offer price for the Entitlement Offer is \$2.10 per New Share (**Offer Price**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every seven existing shares held at 7.00pm (Brisbane time) on 21 June 2016 (**Record Date**) at the Offer Price (**Entitlements**).

Superloop will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35. The Information Booklet and notice given in accordance with section 708AA(2)(f) of the *Corporations Act* have been lodged with ASX and are available to view on the ASX website (www.asx.com.au). Shareholder approval is not required for Superloop to make the offer under the Entitlement Offer.

Fractional Entitlements will be rounded up to the nearest whole number of New Shares, and holdings on different registers or sub-registers will not be aggregated to calculate Entitlements.

Eligible shareholders may also apply for additional New Shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from eligible shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the shares that they apply for under the Top-Up Facility.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be transferred or otherwise disposed of.

Proposed timetable *

Superloop expects that the Entitlement Offer will be conducted according to the following timetable:

Activity	Date
Trading halt (before market open)	17 June 2016
Announcement of Entitlement Offer and Appendix 3B and cleansing notice lodged	17 June 2016
Institutional Entitlement Offer opens	17 June 2016
Institutional Entitlement Offer closes	20 June 2016
Announcement of results of Institutional Entitlement Offer and release of Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	21 June 2016
Trading halt is lifted, and existing shares resume trading on an ex-entitlement basis	21 June 2016
Record Date for Entitlement Offer (7.00pm (Brisbane time))	21 June 2016
Information Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	24 June 2016
Retail Entitlement Offer opens	24 June 2016
Settlement of the Institutional Entitlement Offer	28 June 2016
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	28 June 2016 (before noon)
Issue and quotation of New Shares issued under the Institutional Entitlement Offer	29 June 2016
Closing date for acceptances under the Retail Entitlement Offer (5.00pm (Brisbane time))	12 July 2016
Announcement of results of the Retail Entitlement Offer and under-subscriptions	15 July 2016
Settlement of the Retail Entitlement Offer	18 July 2016
Issue of New Shares under the Retail Entitlement Offer	19 July 2016
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	19 July 2016 (before noon)
Quotation of New Shares under the Retail Entitlement Offer	20 July 2016
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	21 July 2016

* *This timetable is indicative only. The directors may vary these dates subject to the ASX Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares. The directors of Superloop also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to the issue of the New Shares under the Entitlement Offer. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

Capital structure

The capital structure of Superloop following the issue of New Shares, assuming the maximum number of New Shares is issued under the Entitlement Offer, will be as follows (ignoring the effect of rounding Entitlements):

Existing shares on issue as at 17 June 2016 (announcement of the Entitlement Offer)	87,066,346 quoted 30,491,250 unquoted restricted
New Shares to be issued under the Entitlement Offer	16,793,942
Total number of shares after the Entitlement Offer	103,860,288 quoted 30,491,250 unquoted restricted

The New Shares will be fully paid and rank equally with existing ordinary shares on issue in the capital of Superloop.

Eligibility of shareholders to participate in the Entitlement Offer

The Entitlement Offer is only available to eligible shareholders. An eligible shareholder means a registered holder of ordinary shares in the capital of Superloop as at 7.00pm (Brisbane time) on the Record Date who:

- (a) has a registered address in Australia or New Zealand or is a shareholder that Superloop has otherwise determined is eligible to participate;
- (b) subject to a determination by Superloop as outlined in paragraph (a), is not in the United States and is not a nominee or custodian acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Eligible shareholders will receive an Information Booklet and personalised Entitlement and Application Form.

Ineligible shareholders

If you are not an eligible retail shareholder you cannot participate in the retail Entitlement Offer. Superloop will notify those shareholders who are not eligible retail shareholders.

Further information

If you have any queries, please contact Superloop's share registry, Link Market Services Limited, on 1300 857 499 (within Australia) or +61 7 1300 857 499 (outside Australia) between 8:30am and 5:00pm (Brisbane time) Monday to Friday during the offer period or, alternatively, consult your stockbroker, solicitor, accountant or other professional financial adviser.

On behalf of the directors, I thank you for your continued support of Superloop.

Yours faithfully,



Bevan Slattery
Executive Chairman
Superloop Limited

Important information

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this letter have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

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24 June 2016

Dear Shareholder

Superloop Limited fully underwritten entitlement offer – notice to ineligible shareholders

On 17 June 2016, Superloop Limited ACN 169 263 094 (**Superloop**) announced a one for seven pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in the Superloop (**New Shares**) to raise approximately \$35.3 million (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Underwriter**). The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 20 June 2016. Further details of the retail component of the Entitlement Offer (**Retail Entitlement Offer**) are set out in the Information Booklet lodged with ASX on 21 June 2016.

The proceeds of the Entitlement Offer will be applied to infrastructure investment and network expansion, general working capital, and the costs of the Entitlement Offer.

Terms of the Entitlement Offer

The offer price for the Entitlement Offer is \$2.10 per New Share (**Offer Price**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every seven existing shares held at 7.00pm (Brisbane time) on 21 June 2016 (**Record Date**) at the Offer Price (**Entitlements**).

Superloop will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35. On 21 June 2016, Superloop lodged an Information Booklet for the Entitlement Offer with ASX, a copy of which will be sent to each eligible shareholder (along with a personalised Entitlement and Acceptance Form) on or about 24 June 2016. Shareholder approval is not required for Superloop to make the offer under the Entitlement Offer.

Eligible shareholders may also apply for additional New Shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from eligible shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the shares that they apply for under the Top-Up Facility.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be transferred or otherwise disposed of.

Eligibility of shareholders to participate in the Entitlement Offer

The Entitlement Offer is only available to eligible shareholders. Superloop has determined under ASX Listing Rule 7.7.1(a) and section 9A(3) of the *Corporations Act* that it would be unreasonable to make offers to shareholders in all countries in connection with the Retail Entitlement Offer. Accordingly, this letter is to inform you that Superloop has determined that you are not an eligible shareholder and you are therefore ineligible to apply for the New Shares. You are not required to do anything in response to this letter.

A person is eligible to participate in the Entitlement Offer as an eligible shareholder where the person is a registered holder of ordinary shares in the capital of Superloop as at 7.00pm (Brisbane time) on the Record Date who:

- (a) has a registered address in Australia or New Zealand or is a shareholder that Superloop has otherwise determined is eligible to participate;
- (b) subject to a determination by Superloop as outlined in paragraph (a), is not in the United States and is not a nominee or custodian acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

As you do not satisfy the criteria for eligibility, Superloop is unfortunately unable to extend the Entitlement Offer to you.

New Shares equivalent to the number of New Shares you would have been entitled to if you were an eligible retail shareholder will be allocated to eligible retail shareholders who subscribe for New Shares in excess of their entitlement under the Retail Entitlement Offer or in accordance with the underwriting agreement between Superloop and the Underwriter.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

Further information

If you have any queries, please contact Superloop's share registry, Link Market Services Limited, on 1300 857 499 (within Australia) or +61 7 1300 857 499 (outside Australia) between 8:30am and 5:00pm (Brisbane time) Monday to Friday during the offer period or, alternatively, consult your stockbroker, solicitor, accountant or other professional financial adviser.

On behalf of the directors, I thank you for your continued support of Superloop.

Yours faithfully,



Bevan Slattery
Executive Chairman
Superloop Limited

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