



Announcement Summary

Entity name

WEBCENTRAL GROUP LIMITED.

Announcement Type

New announcement

Date of this announcement

11/11/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
WCG	ORDINARY FULLY PAID	241,322,246

Proposed +issue date

23/11/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

WEBCENTRAL 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

ABN

Registration Number

21073716793

1.3 ASX issuer code

WCG

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

11/11/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	8/11/2021	<input checked="" type="checkbox"/> Actual	Yes

Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	11/11/2021	<input checked="" type="checkbox"/> Actual	Yes

Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Lodgement of court order with +ASIC	12/11/2021	<input checked="" type="checkbox"/> Estimated	No

Comments

Lodgement cannot occur until the day after the court order is received from the Federal Court of Australia. The court order is expected to be received shortly after the court hearing on 11 November 2021.

Part 7B - Issue details

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



Details of +securities proposed to be issued

ASX +security code and description

WCG : ORDINARY FULLY PAID

Number of +securities proposed to be issued

241,322,246

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

The purpose of the issue is consideration for the acquisition of 5G Networks Limited via scheme of arrangement pursuant to an order of the Federal Court of Australia made on 11 November 2021.

The new WCG shares (New WCG Shares) are to be issued as consideration for the acquisition of 5G Networks Limited (5GN) via scheme of arrangement between 5GN and its shareholders (excluding WCG). The New WCG Shares will not be issued to ineligible foreign shareholders of 5GN or to WCG.

The consideration to be paid to 5GN shareholders by WCG is two New WCG Shares per 5GN share held.

The record date for determining 5GN shareholders who are eligible to receive New WCG Shares will be 5:00pm on 16 November 2021 (Scheme Record Date).

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.460000

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

23/11/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No



7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The purpose of the issue is consideration for the acquisition of 5G Networks Limited via scheme of arrangement pursuant to an order of the Federal Court of Australia made on 11 November 2021.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 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)

