

12 February 2018

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

- Invion announces fully underwritten non-renounceable rights issue to raise approximately \$2.5 million before costs
- Rights Issue forms part of the strategic transaction with The Cho Group announced on 31 August 2017 and approved by Invion shareholders at the AGM held 30 November 2017
- The offer price of \$0.002 was determined based on the market price of Invion shares in the 10 trading days prior to the original announcement of the transaction on 31 August 2017, and represents a discount of:
  - 90.93% to the theoretical ex-rights price of \$0.022<sup>1</sup>;
  - 92.85% to the last traded price of Invion shares on 9 February 2018 of \$0.028; and
  - 91.11% to the 5 day volume weighted average price as at 9 February 2018.

Invion Limited ACN 094 730 417 (**Invion** or **Company**) is pleased to announce that it is undertaking a 8 for 27 non-renounceable pro-rata entitlement offer (**Entitlement Offer**) to raise approximately \$2.5 million, before offer costs and expenses.

As approved by shareholders at Invion's Annual General Meeting held on 30 November 2017, the Offer is fully underwritten by The Cho Group Limited. The proceeds of the Offer will provide funds for general working capital and to fund the repayment of debt.

**Details of the Entitlement Offer**

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Shareholders who are eligible to participate in the Entitlement Offer are those persons who:

- are registered as a holder of fully paid ordinary shares in the Company as at 7.00pm (AEDT) on Thursday, 15 February 2018 (**Record Date**);
- have a registered address on the Invion's share register that is in Australia, New Zealand, Singapore or Hong Kong to the extent Invion can make the offer in those jurisdictions in accordance with applicable securities laws;
- are not in the United States and are not acting for the account or benefit of a person in the United States with respect to their shares in Invion (to the extent such person holds Invion's shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered,

(**Eligible Shareholder**).

---

<sup>1</sup> The theoretical ex-rights price (**TERP**) of \$0.022 is calculated using Invion's closing price on 9 February 2018 assuming proceeds from the Entitlement Offer are approximately \$2,492,423. TERP is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Offer will depend on many factors and may not be equal to the TERP.

Eligible Shareholders may subscribe for 8 new fully paid ordinary shares (**New Shares**) for every 27 ordinary shares held on the Record Date at an issue price of \$0.002 per New Share. New Shares under the Entitlement Offer will be fully paid and rank equally in all respects with existing ordinary shares from issue.

Entitlements are non-renounceable, meaning that Eligible Shareholders may not sell or transfer their entitlements to third parties if they do not wish to take them up. Accordingly, Eligible Shareholders will not receive value for entitlements that are not taken up.

Approximately 1.25 billion New Shares will be issued under the Entitlement Offer, with all New Shares to rank equally with existing shares on issue.

The Entitlement Offer will include a shortfall facility, under which Eligible Shareholders who take up their full entitlement will be able to apply for additional New Shares that are not taken up by other Eligible Shareholders. The allocation of additional New Shares will be determined at the discretion of the Invion board. There is no guarantee that applicants for additional New Shares will receive all or any of the additional New Shares they apply for.

Invion will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible Shareholders will receive an Entitlement Offer Information Booklet (Information Booklet). A copy of the booklet will be made available on the ASX at the date of this announcement. Invion will despatch the Information Booklet and Entitlement and Acceptance forms to Eligible Shareholders on Monday, 19 February 2018.

Invion has appointed a nominee to arrange for the sale of the New Shares which would have been offered to persons who are not Eligible Shareholders for the purposes of section 615 of the Corporations Act. The nominee will arrange for proceeds of sale (if any), net of subscription costs and expenses, to be sent proportionally to each ineligible shareholder through Invion's share registry. The nominee will have the absolute and sole discretion to determine the timing and the price at which the New Shares may be sold and the manner of any sale. Neither Invion nor the nominee will be subject to any liability for the failure to sell the New Shares or to sell them at a particular price.

Further details of the Entitlement Offer will be included in the Information Booklet. Eligible Shareholders should read the Information Booklet carefully and in its entirety before deciding whether to participate in the Entitlement Offer.

**Important dates**

Activity	Date (AEDT <sup>1</sup> unless otherwise stated)
Announcement of Entitlement Offer	Monday, 12 February 2018
Invion shares begin to trade on an "ex-entitlement" basis	Wednesday, 14 February 2018
Record Date for determining Eligible Shareholders under the Entitlement Offer	7.00pm on Thursday, 15 February 2018
Entitlement Offer opens and Information Booklets despatched to Eligible Shareholders	Monday, 19 February 2018
Entitlement Offer closes	5.00pm on Thursday, 8 March 2018
Allotment and issue of New Shares under the Entitlement Offer	Thursday, 15 March 2018
Normal trading of New Shares issued under Entitlement Offer	Friday, 16 March 2018
Despatch of holding statements and	Monday, 19 March 2018

<sup>1</sup> All dates are indicative and subject to change. Subject to the requirements of the Corporations Act, ASX Listing Rules and other applicable laws, Invion reserves the right to vary or withdraw the timetable without notice. In particular, Invion reserves the right to extend the closing date of the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases). Additionally, Invion reserves the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

**Further information**

For further information regarding the Entitlement Offer, please contact Invion on 1300 963 991 (within Australia) or +61 1300 963 991 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday during the offer period. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

**Important information**

This letter is issued by Invion. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in Invion in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or Invion's securities.

This letter may not be released or distributed in the United States. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand, Singapore and Hong Kong. In particular, the New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up and the New Shares may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States or any person acting for the account or benefit of a person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable United States state securities laws. The entitlements and New Shares to be offered in the Entitlement Offer will only be offered outside the United States in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the US Securities Act.