



ACN 010 126 708

ASX Release
5th September 2016

**PLACEMENT AND A FULLY UNDERWRITTEN
NON-RENOUNCEABLE RIGHTS ISSUE
RAISING A\$1.5 MILLION**

Adelaide, 5th September, 2016: Reproductive Health Science Limited (ASX:RHS) (“RHS” or the “Company”) is pleased to announce a placement of 7,000,000 shares at \$0.075 per share, through Taylor Collison Limited, to sophisticated investors raising \$525,000 before costs (“Placement”) and a fully underwritten one (1) for five (5) non-renounceable rights issue at an offer price of A\$0.075 per new share to raise up to approximately A\$990,000 before costs (“Rights Issue”). Investors participating in the Placement will be eligible to participate in the Rights Issue.

The \$1.5 million proceeds from the Placement and Rights Issue will be primarily directed to progressing general business and commercial opportunities including the Company’s Whole Genome Amplification product DOPlify™; resourcing the core scientific and production team to meet anticipated PGS (“Pre-implantation Genetic Screening”) services using EmbryoCollect™ and NGS (“Next Generation Sequencing”); and as a further provision in working capital and operating cost requirements in support of expanding these business development opportunities.

Shareholders who are registered as shareholders of the Company as at 5.00pm AEST on Monday 12th September 2016 (“Record Date”) with a registered address in Australia or New Zealand (“Eligible Shareholders”) will be eligible to participate in the Rights Issue.

The Rights Issue is fully underwritten by Taylor Collison Limited.

The Board considers that RHS has a very positive future, underpinned by leading technology in the field of genetic analysis, and that the Rights Issue presents an opportunity for Eligible Shareholders to support and participate in the Company’s growth potential. All Board members have committed to taking up their respective entitlements under the Rights Issue in full. Further, two Directors are partially sub-underwriting the Rights Issue through agreement with Taylor Collison Limited as underwriter. The combined Director sub-underwriting is 22.73% of the Rights Issue, being a maximum sub-underwriting subscription of \$225,000.

The Rights Issue will be conducted in accordance with the section 708AA of the Corporations Act 2001 (Cth) without lodgement of a prospectus or other disclosure document.

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The Rights Issue is not expected to have any effect on the control of the Company. The structure of the Rights Issue, the underwriting agreement and sub-underwriting agreement is such that no shareholder will be issued with New Shares that would result in their voting power in the Company exceeding 19.9%.

Full details of the Rights Issue can be found in the Offer Memorandum and Appendix 3B for the Rights Issue to be lodged with ASX today. The Company anticipates that the Offer Memorandum and accompanying Entitlement and Acceptance Form will be dispatched to Eligible Shareholders on 15th September 2016.

A summary of the key details of the Rights Issue is provided below.

Rights Issue

Under the Rights Issue, Eligible Shareholders may apply for one (1) New Share for every five (5) fully paid ordinary shares in the Company ("Shares") held on the Record Date, at an issue price of \$0.075 per New Share.

The issue price represents a discount of:

- 21.1% to the closing market price of the Company's Shares on 31st August 2016 (being the last trading day prior to this announcement) of A\$0.095 per Share; and
- 10.7% to the volume weighted average market price of the Company's Shares for the 5 trading days to close of the trade on 31st August 2016 of \$A0.0946 per Share.

Pursuant to the Rights Issue, the Company will issue up to approximately 13.2 million New Shares (based on the undiluted share capital of the Company on 2nd September 2016, together with the 7,000,000 shares to be issued in the Placement, without taking into account the impact of rounding). New Shares issued under the Rights Issue will be fully paid ordinary shares and will rank equally in all respects with the existing Shares on issue.

The Rights Issue will be offered to the Company's shareholders with registered addresses in Australia and New Zealand as at the Record Date.

The Rights Issue is non-renounceable. This means that shareholders' rights to subscribe for New Shares under the Rights Issue are not transferable.

Holders of existing options for Shares will be provided with notice of their right to exercise their options in order to be eligible to participate in the Rights Issue in respect of the Shares underlying their options.

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Timetable

The anticipated timetable for the Rights Issue is as follows:

EVENT	DATE
Announcement of the Non-Renounceable Rights Issue – Lodge with ASX prior to market opening 1) Announcement of Rights Issue, 2) Appendix 3B, 3) Offer Memorandum, 4) a notice under section 708AA(2)(f) of the Corporations Act	Monday, 5 September 2016
Notice to Shareholders – Notice of Rights Issue sent to shareholders	Wednesday, 7 September 2016
Ex date – the date on which Shares commence trading without the entitlement to participate in the Rights Issue	Friday, 9 September 2016
Record date – the date for determining entitlements of Shareholders to participate in the Rights Issue (5.00pm AEST)	Monday, 12 September 2016
Offer memorandum sent to Shareholders – dispatch of Offer Memorandum and Entitlement and Acceptance Forms – Rights Issue opens for acceptances	Thursday, 15 September 2016
Closing date – the last day for receipt of acceptance forms (5.00pm AEST)	Thursday, 29 September 2016
Deferred Settlement Trading commences – New Shares commence quotation on the ASX on deferred settlement basis	Friday, 30 September 2016
Shortfall notification date	No later than Wednesday, 5 October 2016
Issue date – Allotment of New Shares. Deferred settlement trading ends	No later than noon Friday, 7 October 2016
Expected commencement of normal trading in New Shares on ASX	Monday, 10 October 2016
Dispatch of holding statements to Shareholders who participated in the Rights Issue	Wednesday, 12 October 2016

RHS reserves the right to amend this timetable, subject to the ASX Listing Rules and the terms of the relevant underwriting agreement.

Shareholders with queries concerning the Rights Issue should contact their stockbroker or other professional adviser. I would also encourage you to read the Company's recent investor presentation (ASX:RHS 25th August 2016) that reflects the position of RHS as a genetic analysis company with a special interest in the application of our technologies to the IVF (In-Vitro Fertilisation) industry. The Board shares the view that RHS is on an exciting commercial threshold for our technologies.

Clarification of any matters detailed in the Offer Memorandum may be directed to the Company Secretary, Mr. Ray Ridge, on +61 (0)8 8152 9348.

For further information please contact:

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About Reproductive Health Science

RHS is a developer of advanced single cell genomic technologies focussed on improving health and research outcomes, with over 10 years of technical experience in the field. EmbryoCollect™ is the Company's lead product designed to increase the chance of a successful IVF cycle by selecting the most viable embryos for transfer by screening for aneuploidy. This is known as Preimplantation Genetic Screening (PGS). RHS has recently released its second product, DOPlify™ for whole genome amplification (WGA) of single or small numbers of cells. DOPlify™ is applicable to the global Next Generation Sequencing (NGS) market.

Reproductive Health Science Ltd.

ACN 010 126 708
ASX: RHS

Issued Capital

59 million shares
13.1 million options

Registered Office

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Directors

Dr David Brookes (Chairman)
Sue MacLeman
Johnathon Matthews
Dr Michelle Fraser (CEO)

Finance Officer

& Company Secretary
Raymond Ridge