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## ASX Release

18 January 2016

### PROSPECTUS CAPITAL RAISING \$8,000,000

- Capital raise of **\$8,000,000** at a prospectus price of 2.5c per share
- Significant **over demand** from financial institutions
- **Acquisition terms** revisited, Xped vendors agree to **cancel 320,000,000 options** and increase milestone targets **adding further value** to the transaction
- Funds to **accelerate** the development and commercialization of Xped's suite of innovative patents
- **KTM Capital** appointed as **Lead Manager** and **EAS Advisors** appointed **North American corporate advisors**

**Raya Group Ltd (ASX: RYG)** announces a general public offer for applicants to apply for one new fully paid ordinary share (**New Shares**) at an issue price of \$0.025 per New Share to raise up to \$8 million before costs (**Offer**).

The Prospectus also contains separate offers for a total of 640,000,000 ordinary shares to the Xped Shareholders in connection with the acquisition of Xped Holdings Limited

KTM Capital has been appointed as Lead Manager for the prospectus.

EAS Advisors has also been strategically appointed as corporate advisor North America, effective immediately.

Xped is to invest a considerable amount of the proceeds for its customer engagement, and product development processes. The company intends to expand employees across its Sales, Customer Service, Product and Engineering teams during 2016 and to build revenue generating capabilities and facilitate enhanced leverage of its unique patented technology. The proceeds from the Prospectus will also be used to fund working capital requirements over the next 12 months.

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The share capital of the Company following Completion is as summarised in the table below:

### Capital Structure

<b>Public Offer</b>	
Public Offer Price	\$0.025
Shares available under the Public Offer	320,000,000
Total proceeds (before expenses) from the Public Offer <sup>1</sup>	<b>\$8,000,000</b>
<b>Acquisition</b>	
Total number of Acquisition Shares <sup>2</sup>	640,000,000
Total number of Management Performance Shares	150,000,000
Maximum number of Advisor Shares	15,000,000
<b>Post-Acquisition and Offer</b>	
Existing Shares on issue prior to the Offer	718,364,311
Existing Options (RYGOB) on issue prior to the Offer <sup>3</sup>	382,452,357
Total number of Shares on issue following the Offer <sup>1, 2</sup>	<b>1,693,364,311</b>
Total number of Management Performance Shares on issue following the Offer <sup>3</sup>	150,000,000
Total number of Options on issue following the Offers	412,452,357
Indicative market capitalisation of the Company at the Offer Price <sup>4</sup>	<b>\$42,300,000</b>

Notes:

1. Assuming the Public Offer is fully subscribed.
2. Acquisition shares to the vendor as consideration with options cancelled
3. Excludes any Shares which may be issued in the event that any existing options are exercised and excludes the Management Performance Shares. Assumes that the maximum number of Advisor Shares are issued simultaneously with the Acquisition Shares.
4. Based on Offer Price and total number of Shares on completion of the Offer.

Following quotation, the New Shares will rank equally in all respects from the date of allotment with existing quoted shares on issue.

The Offer is being undertaken pursuant to a prospectus issued in accordance with the Corporations Act (**Prospectus**). Full details of the Offer are set out in the Prospectus. A copy of the Prospectus, along with a “priority offer” application form, will be mailed out to all current RYG shareholders. The Prospectus can also be viewed online at [www.rayagroup.com.au/prospectus](http://www.rayagroup.com.au/prospectus)

It is proposed that the funds raised from the Public Offer and existing cash on hand will be used for business development and commercialisation of the Xped technology, as well as to cover the costs of the Offer and the acquisition of Xped Holdings Ltd and to provide working capital to the Company.

Completion under the Prospectus is subject to a number of conditions, including:

1. approval of the Xped Acquisition - Change in Activities;
2. approval of the issue of Acquisition Shares and Management Performance Shares;
3. approval of the issue of Offer Shares under this Prospectus;
4. approval of the issue of Shares to Advisers;
5. adoption of new Constitution; and
6. change of Company Name.

For the Company’s equity securities to be re-admitted to Official Quotation, the Company will need to, inter alia, re-comply with Chapters 1 and 2 of the ASX Listing Rules, complete the Offer, raise the minimum subscription and complete the Xped Holdings Ltd Acquisition.

Applications for New Shares under the Offer may only be made on the Application Form attached to or accompanying the Prospectus in its paper copy form, or in its electronic form as downloaded in its entirety from the Company’s website: [www.rayagroup.com.au](http://www.rayagroup.com.au)

The new company ASX code post acquisition completion will be ASX Code: XPE

The proposed timetable for the Offer is set out below:

#### Indicative Timetable

Event	Date
Record Date for Priority Offer	January 15, 2016
Prospectus lodged with ASIC and ASX	January 18, 2016
Public Offer Opening Date	January 18, 2016
Priority Offer Opening Date	January 18, 2016
Notice of Meeting sent to Shareholders	February 27, 2016
Priority Offer Closing Date	February 12, 2016
Public Offer Closing Date	February 19, 2016
Acquisition Offer Closing Date	February 19, 2016
General Meeting and suspension from trading	February 29, 2016
Completion of Acquisition	March 18, 2016
Issue of Shares under Prospectus	March 23, 2016
Dispatch Holding Statements	March 24, 2016
Expected date for re-quotation of the Company's shares on the ASX	March 31, 2016

This timetable is indicative only. The Company reserves the right to vary the dates, which includes closing the Offers early or extending the close of the Offers, without notifying any recipients of the Prospectus or any Applicants subject to the Corporations Act, the ASX Listing Rules and other applicable laws. Furthermore, dates are dependent upon Completion, and as such, satisfaction of all Conditions Precedent, which includes ASX providing the Conditional Approval. Accordingly, the proposed dates are merely indicative and subject to a number of factors outside the control of the Company.

## **About Raya Group**

Until recently, Raya Group Limited (ASX:RYG) was an exploration and development company which was focused on the exploration and development of geothermal assets in Australia and Indonesia.

Raya announced to the market its intention to acquire Xped Holdings Limited and entered into a Head of Agreement with key shareholders of Xped to acquire all of the issued capital in Xped. Raya seeks to change its name to Xped Limited (ASX:XPE) following shareholder approval of the Xped transaction and associated resolutions at the upcoming General Meeting in February.

Xped is an information technology company focused on the development of Auto Discovery Remote Control technology which allows for a common platform for devices to share a common language making Internet of Things Technology a reality.

## **About EAS**

EAS Advisors, LLC is a private, New York-based boutique investment advisory firm providing a unique service to small and mid-cap companies operating in selected industry sectors. The foundation of EAS's business is built on industry knowledge, capital markets insights and access to a deep pool of traditional and alternative sources of capital. In addition to exposure to US investors, EAS provides public and private companies with access to local industry contacts to enhance their growth and expansion. All securities in the United States are offered by EAS through Merriman Capital, Inc, a member of FINRA/SIPC.

## **By order of the Board**

### **Raya Group Inquiries:**

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