



**Fatfish Internet Group Ltd**  
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**19 September 2017**  
**ASX Announcement**

**GRANT OF ASX WAIVER IN RELATION TO LISTING RULE 11.4 – DISPOSAL OF A MAJOR ASSET**

- **ASX grants FFG waiver in relation to Listing Rule 11.4**
- **FFG to implement restructure of core international assets ahead of proposed IPO of Fatfish Global Ventures AB**

The Board of Fatfish Internet Group Limited (**the Company** or **FFG**) are pleased to advise, further to the proposed restructure of Company's core assets and IPO of the Company's subsidiary, Fatfish Global Ventures AB (**FGV**) as announcement of 11 September 2017, the Company has received a waiver from ASX in respect of Listing Rule 11.4 – Disposal of Major Asset.

The waiver of Listing Rule 11.4 allows FFG to proceed with the transfer of all of the shares in FIPL to the Company's wholly owned subsidiary FGV and, subsequently, for FGV to proceed with its proposed issue of securities by way of IPO with the view to FGV's securities being admitted to quotation on the Nasdaq First North Exchange in Sweden without requiring it to first obtain shareholder approval as required by Listing Rule 11.4

The grant of the waver is conditional upon the Company and FGV

- (a) Conducting the offer of securities in FGV under the proposed IPO by way of a bookbuild process or similar pricing mechanism; and
- (b) FFG undertaking, for a period of 6 months following FGV being admitted to quotation, on the Nasdaq First North not to dispose of any securities it holds in FGV if such disposal would result in FFG holding less than 50% of the total ordinary shares on issue in FGV as at the date of quotation.

In addition to the waiver of Listing Rule 11.4, the Company notes that its subsidiary, ASX listed entity iCandy Interactive Limited (**ICI**) has separately been granted a waiver of ASX Listing Rule 9.7 which relieves the Company from the provisions of the Restriction Agreement between FFG, FIPL and ICI restricting any dealing in FFG's interest in FIPL to allow the Company to undertake the restructure and the FGV IPO.

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The waiver satisfies a key condition precedent to the proposed restructure and European listing by allowing the Company to undertake the initial step of restructuring its assets without incurring the costs and the delay resulting from convening a general meeting as required under the ASX Listing Rules.

The Board now intends to proceed with the internal restructure of its holdings such that FIPL shall become a wholly owned subsidiary of FGV which restructure is expected to be completed on or about 22 September 2017 ahead of finalization and lodgment of a prospectus with the Swedish corporate regulator.

The Company will continue to work with its advisors to formalize the structure and terms of the IPO and update the market accordingly.

### **About Fatfish Internet Group**

Fatfish Internet Group Ltd ('FFG') is a Southeast Asian and Australian based Internet venture investment and development firm. FFG partners with entrepreneurs to help them build and grow Internet businesses via a co-entrepreneurship model.

FFG's co-entrepreneurship model seeks an active involvement from seed funding stage to exit stage of its investee companies. In parallel FFG seeks to provide a collection of resources and expertise to support entrepreneurs in important areas such as business strategy, market access, talent recruitment, product development and corporate strategy.

This unique "seed-to-exit" approach makes FFG a strategic partner that provides the funding, resources and platform to hasten the growth of promising technology businesses.

FFG also offers corporate advisory services specializing in working with tech companies to bring to bear alternative funding and growth models for tech companies through Initial Public Offerings (IPOs) or capital market transactions via trade sales or Mergers & Acquisitions (M&A).

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For further question on this release, please contact:

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