



21 August 2020

Placement & Entitlement Issue to Raise up to \$6,258,916 to Fund Growth

Highlights

- **RooLife secures new institutional investors in placement**
- **\$6,258,916 capital raising, consisting of a \$766,397 placement and a non-renounceable entitlements issue of up to \$5,492,518**
- **Sophisticated & professional investors to bid for any residual shortfall under the entitlements issue**
- **Funds used for sales and marketing to fuel rapid client growth and e-Commerce execution, and general working capital**

e-Commerce and digital marketing company RooLife Group Ltd (**ASX: RLG**) ("**RooLife Group**" or the "**Company**") is pleased to announce it has closed a capital raising and has accepted subscriptions under a placement of securities to sophisticated and professional investors ("**Placement**") to raise \$766,397 before costs. In addition, the Company will undertake a non-renounceable entitlement issue to shareholders (on the same terms as the Placement) to raise up to \$5,492,518.

Placement

The Placement is being made to sophisticated and professional investors of Sequoia Corporate Finance Pty Ltd ("**Sequoia**"), none of whom are related parties of the Company.

The Company will issue a total of 25,546,595 new fully paid ordinary shares ("**Shares**") at \$0.03 per Share, together with one free attaching listed option for every one Share ("**Options**"), with each Option having an exercise price of \$0.05 per share and an expiry date of 31 October 2021 ("**Placement**"). The Option series is currently listed and trading under ASX: RLGO.

The Placement will be completed, and the Shares and Options issued next week, utilising the Company's existing placement capacity under ASX Listing Rule 7.1.

The Company has achieved strong growth through FY2019 and FY2020 and with growth being seen globally in the e-Commerce sector, the Company will apply the funds raised from the Placement to accelerate new client acquisition and target sales growth for its China-focussed e-Commerce operations.

All of the Shares and Options issued will be on the same terms as, and rank equally in all respects with, the existing fully paid ordinary shares in the Company and Listed Options.

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Entitlement Issue

The Company will undertake a non-renounceable entitlement issue of 1 Share for every 2 Shares held by Shareholders registered at the Record Date at an issue price of \$0.03 per Share, together with 1 free attaching Option for every 1 Share. Fractional entitlements will be rounded up to the nearest whole number (“**Entitlement Issue**”).

Based on the capital structure of the Company subsequent to the issue of Shares in respect to the Placement, (and assuming no existing Options or Performance Shares are exercised prior to the Record Date), a maximum of 183,083,944 Shares and 183,083,944 Options will be issued pursuant to the Entitlement Issue to raise up to \$5,492,518. No funds will be raised from the issue of the Options.

Included in the Entitlement Issue is a Shortfall Offer which will allow Shareholders to apply for additional Shares and attaching Options in excess of their entitlements (“**Shortfall Offer**”). Sequoia has arranged for sophisticated and professional investors to bid for any residual shortfall after the close of the Entitlement Issue and Shortfall Offer.

Purpose of the Entitlement Issue

The purpose of the Entitlement Issue is to raise up to \$5,492,518. The funds raised from the Entitlement Issue are planned to be used in accordance with the table set out below:

Use of Funds	Amount
Mobile Shopping App & Payments Project	\$ 1,092,000
Global Expansion & Online Marketing Support	\$ 2,650,000
General Working Capital	\$ 1,395,518
Cost of Offer (EST)	\$ 355,000
Total	\$ 5,492,518

The Company has been experiencing strong demand from brands globally seeking to expand their e-Commerce presence by engaging RooLife Group to represent, market and sell their products online in China.

RooLife will utilise funds to expand its online marketing to continue its international expansion and apply its successful formula to expand the marketing of its services and sale of products online into China.

The Company will also apply funds to continue the development and marketing of its mobile shopping environment which incorporates the Alipay mobile payment platform allowing Australian and International businesses to market their products to Chinese shoppers and easily process payments.

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Indicative Timetable

Event	Date
Announce Entitlement Issue and lodgement of Appendix 3B with ASX	Friday 21 August 2020
Lodgement of the Prospectus with ASIC and ASX	Tuesday 25 August 2020
Ex-Date for Entitlement Issue (5.00pm WST)	Tuesday 8 September 2020
Record Date (5.00pm WST)	Wednesday 9 September 2020
Prospectus despatched to Shareholders	Monday 14 September 2020
Last date to extend the Closing Date	Monday 21 September 2020
Closing Date (5.00pm WST)	Thursday 24 September 2020
Deferred settlement trading occurs (if agreed by ASX)	Friday 25 September 2020
Announce results of issue/Shortfall	Tuesday 29 September 2020
Issue Date – deferred settlement trading ends	Thursday 1 October 2020
Commencement of trading of new Shares	Friday 2 October 2020

Sequoia Corporate Finance Pty Ltd is Lead Manager to the Placement, for which it will receive fees totalling 6% of the Placement value and 766,397 RLGO Options.

Sequoia is also Lead Manager for the Entitlements Issue, and additionally will receive 6% of the value of the Entitlements Issue and Shortfall Offer. Sequoia will have no entitlement to a payment in respect of securities subscribed for by directors of the Company in the Entitlements Issue and parties known to the Company up to an estimated value of \$492,518.

Sequoia will also receive one RLGO Option for every dollar of any Entitlements Issue and Shortfall Offer taken up.

The issue of RLGO Options to Sequoia will be subject to shareholder approval.

ENDS

Issued by: RooLife Group Ltd

Authorised by: The Board of RooLife Group Ltd

For further information, please visit the RooLife website at www.roolifegroup.com.au or contact:

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About RooLife Group Ltd (ASX:RLG)

www.roolifegroup.com.au

The RooLife Group of companies provides fully integrated digital marketing and customer acquisition services focusing on driving online sales of products and services for its clients. Powered by the Group's hyper personalisation and profiling Artificial Intelligence System, RooLife provides personalised real-time, targeted marketing. With a key focus on driving sales in Australia and China the company's online e-Commerce marketplace assists businesses to sell directly to Chinese consumers and accept payment via the WeChat and Alipay mobile payments platforms. RooLife's key positioning is about knowing and remaining connected with Chinese consumers, allowing brands to continually sell products to Chinese consumers based on their profiles and purchasing behaviours.