

19 May 2025

**AUSTRALIAN SECURITIES EXCHANGE**

Attention Company Announcements

**Private Placement and Non-Renounceable Entitlement Offer**

Raptis Group Limited (**Raptis** or the **Company**) (**ASX:RPG**) announces today that it has successfully completed a private placement of 22,500,000 fully paid ordinary shares to new sophisticated investors, GAS Asset Holdings Pty Ltd ACN 656 555 716 and Hayman Developments (QLD) ACN 126 508 398 (also being the underwriters of the entitlement offer noted below) each taking 50% of the placement, at an issue price of \$0.01 per share to raise \$225,000 before costs (**Placement**).

The Company is also announcing today that it is undertaking an equity raising via a one (1) for one (1) pro rata non-renounceable entitlement offer of fully paid ordinary shares in the Company to raise up to approximately \$1,753,424 (**Entitlement Offer**). The Entitlement Offer is fully underwritten 50% by GAS Asset Holdings Pty Ltd and 50% by Hayman Developments (QLD) Pty Ltd.

**Placement Details**

Under the Placement, the Company issued 22,500,000 fully paid ordinary shares at an issue price of \$0.01 per share. The issue price represents a 4.41% discount to the three day VWAP (volume weighted average price) of the Company's shares of \$0.01046.

The issuance of the shares under the Placement was undertaken within the Company's existing capacity under ASX Listing Rule 7.1.

The Company confirms that no broker was engaged for the Placement.

The shares issued under the Placement will be eligible to participate in the Entitlement Offer.

**Entitlement Offer Details**

The offer price for the Entitlement Offer will be \$0.01 per share (**Offer Price**) which is the same price per share as under the Placement.

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one fully paid ordinary share in the Company (**New Shares**) for every one existing

For persons only

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ordinary share held at 7:00pm (AEST) on Friday, 23 May 2025 (**Record Date**) at the Offer Price (**Entitlements**). Up to approximately 175,342,427 New Shares will be issued as part of the Entitlement Offer. Shares issued under the Entitlement Offer will rank equally with existing shares.

The Entitlement Offer is made pursuant to section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) without the issue of a prospectus or disclosure document under Chapter 6D of the Corporations Act. The Entitlement Offer will not affect the Company's current ASX Listing Rule 7.1 capacity. Shareholder approval is not required to conduct the Entitlement Offer.

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

The Entitlement Offer will be made to existing shareholders as at the Record Date with a registered address in Australia, New Zealand and the United Kingdom.

The Company will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will receive an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer.

### **Underwriting**

As at the date of this notice, GAS Asset Holdings Pty Ltd and by Hayman Developments (QLD) Pty Ltd (collectively the **Underwriters** and each being an **Underwriter**) have confirmed that they will fully underwrite the Entitlement Offer if any shortfall remains after allocations under the Entitlement Offer. Pursuant to the underwriting arrangement, each Underwriter has agreed that it will subscribe or procure subscriptions for the shortfall up to a maximum of 50% each of the 175,342,427 New Shares (approximately 87,671,214 each) under the Entitlement Offer. The Underwriters also have the ability to enter into sub-underwriting arrangements. There is no fee payable for the underwriting.

Each Underwriter received 11,250,000 shares in the Company under the Placement, which represents each Underwriter holding approximately 6.4% of shares on issue in the Company after the Placement. Assuming that there is no participation by existing shareholders in the Entitlement Offer (which the Company believes is unlikely), and the Underwriters do not enter into sub-underwriting arrangements or procure subscription by other investors in accordance with the underwriting arrangements, the relevant interest in the Company of each Underwriter may increase to a maximum of 98,921,214 shares or 28.2% holding in the Company.



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To the extent that Eligible Shareholders participate in the Entitlement Offer (ie apply for New Shares under the Entitlement Offer), the potential increases in the relevant interests of the respective Underwriters, and therefore impact on the control of the Company, will be less than indicated.

### Capital Structure

The table below sets out, for illustrative purposes only, the existing capital structure of the Company (before the Placement and the Entitlement Offer) together with the impact of the Placement and the Entitlement Offer.

Existing shares on issue	152,842,427
Shares to be issued under the Placement	22,500,000
Maximum number of New Shares to be issued under the Entitlement Offer	175,342,427
Maximum number of shares on issue after the Placement and Entitlement Offer	350,684,854

### Use of funds

The proceeds of the Placement and the Entitlement Offer will be applied as follows:

- The Company is exploring the option of purchasing the management rights business of the Sterling Broadbeach residential development in George Avenue Broadbeach Queensland. This proposed purchase will be subject to the approval of a meeting of shareholders under ASX Listing Rule 10.1. Patmos Development Holdings Pty Ltd, an associate of James and Helen Raptis (two directors of the Company), has an interest in this asset. An Independent Expert has been engaged to report to shareholders. It is anticipated that the purchase price determined by this process will be between \$1 million to \$2 million. This building is currently under construction. It is anticipated that the acquisition would occur in May 2026.

As at the date of this notice, a binding agreement has not been entered into in relation to this proposed purchase by the Company. The Company reiterates that there is no certainty that any formal, binding agreement will be reached and the Company may or may not elect to proceed with the purchase.

- If this acquisition is not approved by the shareholders or the Company elects not to proceed with the acquisition, the Company intends to source an alternate management rights business of a similar value on the Gold Coast.



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## Indicative Timetable<sup>1</sup>

Event	Date
<b>Placement Timetable</b>	
Trading halt	Friday, 9 May 2025
Voluntary suspension	Tuesday, 13 May 2025
Placement completed and voluntary suspension lifted	Monday, 19 May 2025
Allotment of new shares under the Placement	Monday, 19 May 2025
<b>Entitlement Offer Timetable</b>	
Announcement of Entitlement Offer	Monday, 19 May 2025
Ex-date for Entitlement Offer	Thursday, 22 May 2025
Record Date for determining Entitlements (7.00pm AEST)	Friday, 23 May 2025
Information Booklet and Entitlement and Acceptance Form despatched	Wednesday, 28 May 2025
Entitlement Offer opens	Wednesday, 28 May 2025
Last day to extend the Closing Date of the Entitlement Offer (before 12:00pm AEST)	Tuesday, 10 June 2025
Entitlement Offer closes (5.00pm AEST) <sup>2</sup>	Friday, 13 June 2025
Announcement of results of the Entitlement Offer	Thursday, 19 June 2025
Allotment of New Shares under the Entitlement Offer and Appendix 2A	Before noon on Thursday, 19 June 2025
Trading of New Shares under the Entitlement Offer commences	Friday, 20 June 2025
Despatch of holding statements for New Shares issued under the Entitlement Offer	Friday, 20 June 2025

### For further information, please contact:

If you have any questions, please contact the Share Registry on [hello@registrydirect.com.au](mailto:hello@registrydirect.com.au) or on +61 3 9909 9909 between 9.00 am and 4.30pm (AEST), Monday to Friday. If you have any further questions, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

This ASX announcement was authorised for release by the Company's board of directors.

### For more information:

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### Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the *United States Securities Act of 1933* (the **US Securities Act**), or under the securities laws of any state or other jurisdiction of the United States and may

<sup>1</sup> All dates are indicative only and subject to change. The Company may vary these dates, subject to the applicable law and the ASX Listing Rules.

<sup>2</sup> Eligible Shareholders who wish to take up all or a part of their Entitlement must complete and return their personalised Entitlement and Acceptance Form with the requisite Application Monies or pay their Application Monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form that will accompany the Entitlement Offer information booklet so that they are received by the Company's Share Registry by no later than 5.00pm (AEST) on the date the Entitlement Offer closes.



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not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This announcement may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. The Company does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward- looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

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