



## **MARKET ANNOUNCEMENT**

**(For Immediate Release)**

### **AMALGAMATED TELECOM HOLDINGS LIMITED**

#### **Pro-Rata Non-Renounceable Rights Issue**

Amalgamated Telecom Holdings Limited (**Company or ATH**) is undertaking a 1:6.66 pro rata non-renounceable rights issue (**Offer**) of approximately 63,379,109 fully paid ordinary shares (**New Share**) to raise approximately \$126,760,000. The price of New Shares under the Offer is \$2.00 each (**Issue Price**). The Company registered the Offer Document with the Reserve Bank of Fiji and released an Offer Document for the Offer (**Offer Document**) with South Pacific Stock Exchange (SPX) on 20 April 2020. The quotation of additional shares on the SPX is subject to the consent of the SPX.

#### **Use of Funds**

Funds raised under the Offer will be used to recapitalize ATH's balance sheet by repaying borrowings, providing funding for capital investments and for general corporate and working capital purposes, thereby providing financial flexibility to execute the Company's strategy. Further details on the Company's proposed use of funds is set out in the Offer Document.

#### **Details of the Rights Issue**

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5:00 pm on 8 May 2020. The Rights Issue Offer opens on 19 May 2020 and closes 18 June 2020 (unless extended).

The Offer is non-renounceable. New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (Shares) already on issue. Shareholders who choose not to take up their entitlement will receive no value in respect of their entitlement and their shareholding in the Company will be diluted.

The Rights Offer is not underwritten.

Following completion of the Offer, the Company will have issued a maximum of 63,379,109 new shares, resulting in total Shares on issue of approximately 485,483,977 shares.

## **Eligibility to Participate in the Rights Offer**

The Offer is being made to all shareholders of the Company named on its register of members on the Record Date being on or before 5.00pm on 8 May 2020.

An entitlement and acceptance form will be sent to shareholders together with the Offer Document. To accept the offer you need to complete the entitlement and acceptance form and return this by the closing date, 18 June 2020 (unless extended), as per the instructions given in the Entitlement and Acceptance Form. You may also apply for additional shares as indicated in the entitlement and acceptance form but you must also include payment for those additional shares applied for.

If you are a shareholder of the Company who has a registered address outside Fiji the short form Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

Full details of the Offer will be contained in the Offer Document lodged with SPX (and available from SPX's website at [www.spx.com.fj](http://www.spx.com.fj)) and to be despatched to Eligible Shareholders in accordance with the indicative timetable set out in the Offer Document.

## **Non Accepting Retail Shareholders**

To assist retail shareholders during the Coronavirus Pandemic the Company will consider late applications on the following terms.

In the event that after the shortfall offer of additional shares, there remain shares available for sale pursuant to Article 2.12 (vi) of the Articles of Association of the Company, shareholders who have not accepted the rights issue may apply to the Company for their entitlement within 6 months from the date of registration of this Offer Document. Any such application may be made under Entitlement and Acceptance Form and shall be a late application under the terms of this offer document and the Directors will accept all such applications prior to making any other issues.

## **Risks – COVID-19 Pandemic**

The World Health Organisation has declared Coronavirus (COVID-19) a Public Health Emergency of International Concern on 30 January 2020 and now also declared it a pandemic. The Hon. Prime Minister Voreqe Bainimarama issued a public announcement on 19 March 2020 in regards to Fiji's first confirmed case of the global COVID-19 pandemic. Confirmed cases have been reported in Fiji with the Fiji Government acting swiftly to impose a quarantine on Lautoka and Suva.

In Reserve Bank of Fiji's Press Release dated 26 March 2020, the Governor, Mr Ariff Ali stated that the Fijian economy is currently in uncharted waters and headed for a recession this year. The coronavirus (COVID-19) pandemic has led to the cessation in tourism activity and transmitted significant negative knock-on effects to the broader economy. While precautionary and containment measures adopted by the authorities and the general population will drastically affect consumption spending and Government revenue, they are appropriate and crucial to avoid longer-term social and economic damage. The magnitude of the domestic economic contraction will depend on the duration and the spread of the pandemic, which continues to unfold.

On 26 March 2020, the Minister for Economy presented the COVID-19 Response Budget. Fiji's real GDP growth for 2020 is estimated to be minus 4.3%.

World stock markets have fallen back substantially in price in response to the pandemic declaration but the South Pacific Stock Exchange has to date been largely unaffected.

COVID-19 global outbreak is affecting economies across the world. Fiji is not immune and the Company is anticipating its socio-economic impact across its Group companies in Fiji and other countries for the 2020-21 financial year.

The potential future impact of COVID-19 on the business of the Company and the Group entities is uncertain at this stage. The Company continues to monitor and assess its business operations daily, and will undertake actions as appropriate. The Company and the Group entities have also implemented precautionary measures, protocols and also have various plans for alternative arrangements and strategies under different scenarios to minimize the disruptions to its day to day operations.

If you have any queries concerning the Offer, please contact your financial adviser or:

Mr Juan Castellanos de Armas  
Chief Financial Officer  
Amalgamated Telecom Holdings Limited

Email: [juanc@ath.com.fj](mailto:juanc@ath.com.fj)  
Phone: +679 330 8700



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Director



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Company Secretary and Chief Executive Officer

20 April 2020

# RESERVE BANK OF FIJI



**FORM A57**  
*Sections 284, 286, 290*  
*of the Companies Act 2015*

## **CERTIFICATE OF REGISTRATION OF AN OFFER DOCUMENT**


This is to certify that the attached

**Offer Document of Amalgamated Telecom Holdings Limited**

is registered under the Companies Act 2015

Issued by the Reserve Bank of Fiji on

**20/ 04/ 2020**

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**Vilimaina Dakai**  
**Chief Manager Financial Institutions**