

15/09/2021

SSH Group Ltd  
ACN 140 110 130Level 1,  
89 St Georges Tce,  
Perth, WA 6000

## Pre-Quotation Disclosure

SSH Group Limited (ACN 140 110 130) (**Company**) makes the following disclosures in accordance with ASX's listing conditions.

Capitalised terms not defined have the meaning given to them in the Company's Prospectus dated 23 July 2021.

### **Completion of Agreement to Acquire SSH Entities**

The Company confirms the satisfaction of conditions precedent for the completion of the agreement between the Company and the vendors of the Site Services Holdings Group dated 3 May 2021 comprising the acquisition of:

- Site Services Holdings Pty Ltd (ACN 619 732 259);
- Complete Workforce Australia Pty Ltd (ACN 630 393 832); and
- Site Services Holdings Trust (ABN 93 912 846 823).

### **Confirmation of the issue of securities**

Accordingly the Company confirms it has completed the issue of the following securities as detailed in its IPO Prospectus dated 23 July 2021:

- a) 20,500,000 consideration shares to the vendors' nominees of Site Services Holdings Group, comprising:
  - a. 12,500,000 ordinary shares issued to Prosperous Assets Pty Ltd ATF the Prosperous Assets Trust;
  - b. 2,875,000 ordinary shares issued Prosperous Beginnings Pty Ltd ATF the Prosperous Beginnings Superannuation Fund;
  - c. 3,579,685 ordinary shares issued to Principle Investment Holding Pty Ltd ATF the Principle Investment Holding Trust; and
  - d. 1,545,315 ordinary shares issued to Principle Investment Fund Pty Ltd ATF Principle Investment Superannuation Fund,being the two (2) entities related to each director Daniel Cowley-Cooper and Stefan Finney respectively, at a deemed issue price of A\$0.20;
- b) the issue of 3,250,000 shares to the noteholders (or their nominee(s)) in satisfaction of the conversion of the Company's existing convertible notes;
- c) the issue of 31,250,000 shares pursuant to the IPO Prospectus;



- d) the issue of 1,000,000 performance rights to Mr Matthew Thomson, Chief Financial Officer of SSH;
- e) the issue of 10,000,000 unlisted options exercisable at A\$0.35 expiring 9 September 2025 to newly appointed directors of the Company Messrs Daniel Cowley-Cooper and Stefan Finney; and
- f) the issue of 7,000,000 unlisted options exercisable at A\$0.35 expiring 9 September 2024 to the Company's' corporate advisors, GTT Ventures Pty Ltd and Taurus Capital Group Pty Ltd.

### Contract Extensions

The DOH Contract has been extended for a further 6 month period.

### Restricted securities

The Company confirms the following securities will be subject to restrictions pursuant to the ASX Listing Rules for the periods outlined below:

Class	Number	Restriction Period
Ordinary Shares	22,193,750	24 months from the date of official quotations.
Ordinary Shares	885,414	12 months from the date of issue being 18 February 2022
Options exercisable at \$0.25 expiring 18/2/2024	5,300,000	24 months from the date of official quotations.
Options exercisable at \$0.25 expiring 18/2/2024	2,833,332	12 months from the date of issue being 18 February 2022
Options exercisable at \$0.35 expiring 9/9/2025	10,000,000	24 months from the date of official quotations.
Options exercisable at \$0.35 expiring 9/9/2024	7,000,000	24 months from the date of official quotations.
Class A Performance Rights	500,000	24 months from the date of official quotations.
Class B Performance Rights	150,000	24 months from the date of official quotations.
Class C Performance Rights	350,000	24 months from the date of official quotations.

### Capital structure

The Company's capital structure as at the date of admission is:

Security	Number
Ordinary Fully Paid Shares	59,834,399



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Security	Number
Options exercisable at \$0.25 on or before 18 February 2024	8,133,332
Executive Options exercisable at \$0.35 expiring 9/9/2025	10,000,000
Adviser Options exercisable at \$0.35 expiring 9/9/2024	7,000,000
Class A Performance Rights expiring 9/9/2024	500,000
Class B Performance Rights expiring 9/9/2024	150,000
Class C Performance Rights expiring 9/9/2024	350,000

In compliance with Listing Rule 6.1, the terms of the performance rights issued to CFO Matthew Thomson have been amended, as confirmed by the ASX on 20 August 2021, are as follows:

Tranche	Vesting Condition
500,000 Class A Performance Rights	Convert upon the holder completing 24 months service with the Company, and the VWAP of Shares trading on the ASX being at least 25 cents over 20 consecutive trading days (on which Shares have actually traded) at any time before the date 2 years from the Company's admission to quotation.
150,000 Class B Performance Rights	Convert upon the VWAP of Shares trading on the ASX being at least 35 cents over 20 consecutive trading days (on which Shares have actually traded) at any time before the date 2 years from the Company's admission to quotation.
300,000 Class C Performance Rights	Convert upon the Holder completing 36 months service with the Site Services Holdings Group, and the VWAP of Shares trading on the ASX being at least 70 cents over 20 consecutive trading Tranche Vesting Conditions days (on which Shares have actually traded) at any time before the date 3 years from the Company's admission to quotation.

**This announcement has been authorised for release by the Board.**

Matthew Foy

Company Secretary

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