

HANCOX RACING No. 8 LTD

A.C.N. 617 939 358

PROSPECTUS

Registered Office: 15 Cummins Road, Lara, VIC 3212

Administration Office : P.O. Box 448
North Geelong . VIC 3215

Phone: (03) 5274 9171
Fax: (03) 5274 9052
Website: www.hancox.com.au
Email: info@hancox.com.au



This prospectus is dated and was lodged with the Australian Securities and Investments Commission (ASIC) on 18th April 2017. No responsibility as to the contents of this prospectus is taken by ASIC. No securities will be issued on the basis of this prospectus later than 12 months after the date of this prospectus.

An investment in shares in HANCOX RACING No.8 LTD should be regarded as speculative and investors should seek independent professional investment advice before accepting this offer. This document provides detail regarding the company, details of the securities to be offered, the use to which the funds will be put and the current financial statement of the company and should be read in its entirety. Horse racing is a speculative venture with no guarantee of a return and as such investors should take care before accepting this offer. Risks include, but are not limited to, the risk that the racehorses are injured and unable to race, the risk of death of the horses (although all are covered for their purchase price by MORTALITY INSURANCE), the risk that the horses prove to be unsuitable for horse racing and the risk that the cost of racing increases dramatically making the venture unviable.

No person is authorised to give information or to make any representation in connection with the offer that is not contained in this prospectus.

The offer constituted by this prospectus is only available to the person receiving this prospectus within Australia and does not constitute an offer in any jurisdiction which, or to any person whom, it will be unlawful to make such an offer. An application for shares, pursuant to this offer, can only be made by completing and lodging the application form that accompanies this prospectus.

Hancox Racing No.8 LTD
PROSPECTUS

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1. HIGHLIGHTS OF THE OFFER

1.1 WHAT IS HANCOX RACING No. 8 LTD ?

Hancox Racing No 8 LTD is a horse racing company and has purchased seven thoroughbred racehorses with the intention of racing them.

It is intended that HANCOX RACING No.8 LTD will operate for a three year period with an expected start date of 1st July, 2017.

On 30th June, 2020, on the end date, at the absolute discretion of the Directors, the Company will either be wound up and the proceeds of the winding up distributed to the shareholders in accordance with the Corporations Act, or the activities of the Company may continue for a further 12 months and surplus funds distributed after this additional period.

The owner of the horses will be HANCOX RACING No 8 LTD, a racing syndicate licensed with Racing Victoria Ltd. The racing license enables all horses owned by HANCOX RACING NO.8 LTD to be raced at tracks throughout Australia under the HANCOX RACING No. 8 LTD name.

1.2 THE HORSES

HANCOX RACING No. 8 LTD will purchase seven horses at the sales in January - April 2017 utilising the considerable knowledge of Shelley Hancox, one of Australia's Leading racehorse Syndicators for the past 20 years. Shelley has vast knowledge and experience of this industry accumulated over 40 years. When selecting horses for HANCOX RACING No 8 LTD. Shelley will also utilise the services of Hancox Bloodstock Pty Ltd's Racing Manager ROD PEACOCK and an independent veterinarian to complete a SUITABILITY FOR RACING check on each horse and issue a certificate for each individual. In addition, all horses will be subject to passing a laryngoscope to ensure its breathing apparatus is in order. SEVEN horses in total.

Shelley looks for the following when purchasing racehorses:

- Good conformation and overall muscular development.
- Good general health and temperament.
- Athletic appearance typical of its family.
- Solid pedigree with percentages weighted in favour of Racetrack success.
- Price to be consistent with the above characteristics.

1.3 THE SHARES

This offer is for 800 ordinary shares at \$1300 each. This is a one off payment – **THERE IS NO FURTHER FINANCIAL OUTLAY**. Please note that these shares will carry full voting rights.

There is a minimum and maximum subscription of 800 shares for the offer to proceed.

If the minimum number of 800 shares is not reached by the offer closing date shareholders will have the option to 1. Have their purchase price refunded in full within 30 days. Or 2. The directors will lodge an amended prospectus and shareholders will have the option to retain their share(s) in Hancox Racing No. 8 Ltd with a reduced minimum number of shares. In this case a supplementary prospectus will be sent to all shareholders.

Shares can either be obtained by one upfront payment of \$1300, or by four payments - \$400 up front and three further instalments of \$300.

Shares paid for on the instalment system will be partly paid ordinary shares and will carry the same voting rights as fully paid ordinary shares unless payment for the shares is in arrears or default as per the Company's Constitution. A copy of Hancox Racing No.8 Ltd's Constitution is available on request (at no cost) from the Administration Office, 15 Cummins Road, Lara, Victoria 3212.

All funds raised by this Prospectus shall be held in a designated Trust Account until such time as the offer closes or the necessary number of shares has been taken up. Hancox Racing No 8 Ltd will then begin its operations as a horse racing company.

The shares hold the following rights and entitlements as are set out in the Company's Constitution and include the following:

1. Shares carry an entitlement to such dividends (if any) as the Directors in their absolute discretion determine, from time to time.
2. The shares will rank equally on any return of capital by the Company. Upon the winding up of the Company, any surplus monies from the proceeds of all the Company's assets shall be distributed to shareholders in accordance with the provision of the Corporations Act.
3. The shares are voting shares.
4. Subject to the constitution of the company, The Corporations Act and any other laws, shares in the Company are freely transferable.
5. The Directors will supervise the general racing and training of the horses and determine the racing programmes in conjunctions with the trainers.

As shares in Hancox Racing No. 8 Ltd are not listed on any stock exchange, there is not a liquid market for the shares.

Shares can be repurchased by the Company in accordance with section 257 of the Corporations Act 2001 providing approval of the Company is received at a General Meeting.

Members have the ability to sell their shares to a third party or an existing member. To facilitate this, the Company will maintain a register of the shares that any member wishes to make available for sale, and will inform any prospective purchaser who expresses an interest. However, the Company is legally constrained from soliciting for purchasers on behalf of sellers or otherwise making a market for the shares.

1.4 DIRECTORS

Shelley Hancox has consented to being a director of HANCOX RACING NO.8 LTD. No Directors Fee will be payable to Ms.Hancox. Shelley is a racehorse syndicator/manager of considerable expertise and longevity; she has purchased many modestly priced horses who have raced successfully at GROUP level including Group 1 winner SWORD, plus BELONG TO MANY, BUZZOFF, MAKE A SCENE, STAR COSSACK, REGULATIONS, etc over 1000 winners in total. Shelley was also co-manager of the Contract Racing and Breeding Syndicates who raced multiple Gr 1 winner HURRICANE SKY, etc. Shelley is well known through her media work with RADIO SPORT NATIONAL, 2SM and THE AGE. With Hancox Racing No.8 LTD Shelley is keen to involve the general public in ownership of well bred horses with a realistic chance of racing at a high level.

Rod Peacock has also consented to be a Director of HANCOX RACING NO.8 LTD. Rod Peacock has been working with Hancox Bloodstock Pty Ltd for nineteen years as RACING MANAGER, WEBMASTER and FINANCIAL CONTROLLER. He graduated from Marcus Oldham College with a High Distinction earning a diploma in Horse Management in 1997 and has completed an MBA (Master of Business and Administration). Rod will enhance the raceday experience for owners as well as keep you up to date, informed and educated through your web pages.

As Company Secretary a Director's Fee of \$10,000 per annum will be payable to Mr.Peacock.

Kristen Peacock has also consented to be a director of HANCOX RACING NO.8 LTD and will not take a Director's fee. Kristen has held management positions in the retail industry and is currently a senior travel consultant.

The staff of Hancox Bloodstock Pty Ltd will handle the accounting, administration and membership liaison and functions and will be paid the fees referred to in the financial forecast (section 1.9).

If the subscription for shares is reached in accordance with the Terms of the Prospectus any costs incurred by the Directors in respect of the issue of this Prospectus shall be paid or reimbursed from the proceeds of the issue.

Except as disclosed in the prospectus, no Director of the Company, or firm in which a Director is a partner, has any interest nor has had any interest at any time prior to a copy of the Prospectus being lodged for Registration, in the promotion of the Company or has received, apart from reimbursement for start-up costs, or is entitled to receive, any sum for services rendered by him or the firm either to induce him to become or qualify him as a Director, or otherwise in connection with the promotion or formation of the Company.

1.5 TRAINING AND RACING

Each of the seven horses owned by the company will be trained by a leading trainer, namely;

Leon Macdonald	-	Morphetville, SA
Barbara Joseph and Paul Jones	-	Canberra, ACT
John Thompson	-	Randwick, NSW
Robbie Griffiths	-	Cranbourne, VIC
Greg Eurell	-	Cranbourne, VIC
Chris Munce	-	Eagle Farm, QLD
Scott Brunton	-	Seven Mile Beach TAS

The average daily training rate for the seven is \$100.00 (inc GST) per day (the current ATA recommended rate is \$128 (inc GST) per day - figure averaged over the 5 states. Training rates may increase over the 3 year period. This has been factored into the financial forecasts (1.9)

If any of our nominated trainers is, for any reason, unable to continue training his/her horse, the directors, at their discretion, will appoint another trainer, as soon as possible. ATA terms and conditions will apply to any training appointment.

1.6 ADMINISTRATION AND ACCOUNTING

HANCOX RACING No 8 LTD will engage **Hancox Bloodstock Pty Ltd** to deal with the administration and accounting services required for the Company. A Financial Forecast outlining the predicted costs over the three (3) year period for these services is included at Section 1.9 of this Prospectus.

Investors should be aware that Shelley Hancox is also a director of **Hancox Bloodstock Pty Ltd** and may receive a benefit from this Company, through the fees payable for administration, marketing and accounting services which will be provided by Hancox Bloodstock Pty Ltd. The constitution of Hancox Racing No 8 Ltd allows the directors of **Hancox Bloodstock Pty Ltd** to retain any profits made through this association.

Hancox Bloodstock Pty Ltd may also benefit in receiving commissions from companies with which they have a commercial arrangement. However Hancox Racing No 8 Ltd will be charged no more than the normal commercial rates.

1.7 RACING COLOURS

Hot Pink, White Quarters, Hot Pink Sleeves and Cap.

1.8 IMPORTANT DATES

The following key dates are indicative only and may be subject to change without notice, at the discretion of the Directors

Offer Opening	Date 18th April, 2017
Offer Closing	Date 17th April, 2018

Dispatch of Share Certificates upon successful subscription to the offer will occur by 30th April, 2018. Unsuccessful applicants will also be notified at this time and monies paid will be refunded within 30 days of the close of the Prospectus.

1.9

HANCOX RACING No 8 LTD

FINANCIAL FORECAST

For the period 1st April, 2017 to 30th June, 2020

INCOME

Funds from public offering	\$1,040,000.00
Interest earned over 3 years (approx.)	\$40,000.00
TOTAL	\$1,080,000.00

EXPENDITURE

Purchase of horses	\$237,478.00
Breaking-in and education expenses	\$21,000.00
Accounting and Auditing Costs	\$18,000.00
Bank Charges inc. Merchant Fees (over three years)	\$8,000.00
Company Establishment (including ASIC and setup costs)	\$6,000.00
Printing and Postage (over three years)	\$12,000.00
Training/Spelling/Veterinary costs etc (over three years)	\$570,000.00
Mortality Insurance (over three years)	\$18,000.00
Advertising	\$32,500.00
Administration (Hancox Bloodstock P/L. over three years)	\$54,000.00
Wages / Liaison Officers/ (over three years)	\$54,000.00
Web Pages	\$6,000.00
Income Tax	\$12,000.00
Director's Fee (R.Peacock over three years)	\$30,000.00
Surplus (based on full subscription)	<u>\$1,022.00</u>
TOTAL	\$1,080,000.00

The natural attrition of horses is factored into these figures. We start with Seven horses in Year 1 and expect to have five horses in Year 2 and three horses in Year 3.

Please Note

Any monies accrued from **prizemoney, interest accrued** (approx \$40,000 over the 3 years) on company funds held in fixed deposit, **monies not spent** by the company and the proceeds of any **sales of the company assets** will be paid to the shareholders as a dividend/return of capital on the winding-up of the company or at the directors' discretion.

2 CORPORATE DIRECTORY

Directors: Shelley Hancox
Rod Peacock
Kristen Peacock

Registered Office: 15 Cummins Road
Lara, Victoria 3212

Company Secretary: Rod Peacock
P.O. Box 448
North Geelong Vic 3215

Bankers: ANZ
Lot 6, Purnell Road,
Corio Vic 3214

Auditor: Mark Wilkinson
6 Kintyre Crescent
Leopold Vic. 3224

3 FINANCIAL AFFAIRS

Hancox Racing No.8 Ltd
Statement of Financial Position as at 18th April, 2017

Current Assets	\$
Cash Assets	3900.00
Total Current Assets	3900.00
Non-Current Assets	0.00
Other	-
Total Non-Current Assets	0.00
Total Assets	3,900.00
Non-Current Liabilities	
Interest-Bearing Liabilities	0.00
Total Non-Current Liabilities	0.00
Total Liabilities	0.00
Net Assets	3900.00
Equity	
Issued Capital	3900.00
Retained Profits	0.00
Total Equity	3900.00

Statement of Financial Performance

For the period 14th March, 2017 (Registration date) to 18th April, 2017

	\$
Profit from ordinary activities before income tax	00.00
Income tax revenue relating to ordinary activities	00.00
Net profit attributable to members of the Company	00.00
Total changes in equity other than those resulting	
From transactions with owners as owners.	00.00

4 **APPLICATION FOR SHARES**

An Application Form is attached to this Prospectus.

Shares can only be Issued if the form has been correctly completed and returned to the specified address with a cheque or money order attached, credit card details completed or funds transferred electronically.

Only legal entities are entitled to hold shares.

Applications must be made in the name(s) of a natural person(s), a company or other legal entity acceptable to Hancox Racing No.8 Ltd. At least one full Given name and the surname is required for each natural person, initials are Not sufficient.

Examples of the correct form of registrable title are set out below

Type of investor	Correct Form Of Registration	Incorrect Form Of Registration
Individual	Mr John Alfred Smith	Mr J A Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co

This Prospectus has been duly signed by or on behalf of each of the Directors whose name appear below. The Directors accept responsibility for the information contained within this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus is accurate and does not omit anything likely to affect the import of such information.

Directors



Shelley Hancox



Rod Peacock



Kristen Peacock

HANCOX RACING NO. 8 LTD APPLICATION FORM

Return your completed application with payment attached to:

HANCOX RACING No.8 LTD
P.O. BOX 448
North Geelong, Victoria, 3215

I/We apply for _____ share(s) in HANCOX RACING No. 8 LIMITED

Title _____ Surname: _____ Given Names: _____

Address _____

City _____ State _____ Postcode _____

Phone: _____ Mobile: _____

Email: *Please print CLEARLY* _____

D.O.B _____ / _____ / _____ Occupation _____

Partners; (add additional partners on reverse – Max of 4 partners)

Surname: _____ Given Names _____

Surname _____ Given Names _____

DECLARATION BY APPLICANTS

By lodging this application the applicant confirms that he/she has read the prospectus and that all declarations made by him/her are complete and accurate. The applicant also agrees to be bound by the constitution of HANCOX RACING No.8 LTD.

Return of this application form with payment will constitute your offer to subscribe for ordinary shares in the company. Directors reserve the right to accept or reject any application in case of over subscription.

APPLICANT/SIGNATURE/S: _____

1. **Paying by cheque or money order:**
I/We enclose my/our cheque/money order for \$ _____ payable to: **Hancox Racing No. 8 Ltd**

2. **Paying by credit card:**
Type of card (circle) Mastercard Visa (AMEX not accepted)

Card number _____ Expiry Date _____

Name on card _____ Total Amount _____

Signature _____

3. **EFT PAYMENT – See details over page**

Note : Total Application Monies No. of shares x \$1300

TICK PREFERRED OPTION

Payment in Full \$1300 now - or

\$400 now, and 3 x \$300 monthly payments – (due on the last day of each month).
NB. If on Credit Card the instalments will be AUTOMATICALLY DEDUCTED

DETAILS FOR PAYMENTS VIA EFT

You may make payment of application monies via a direct transfer to Hancox Racing No. 8 Ltd's account, of which payment details can be found below.

ANZ BANK
Hancox Racing No. 8 Ltd
BSB : 013 589
Account Number : 4649 90882

REFERENCE for EFT deposits (Important)

Please ensure that you reference the payment in **the same name as your share application form.** ie. The first named person on the application.

If you are depositing at a branch please email or phone Mr Rod Peacock (03) 5274 9171 rod@hancox.com.au) to receive an **Agent Code** that you can use as a reference.
Some banks will only use numbers on branch deposits - not names.