

# I Synergy Group Limited

ACN 613 927 361

## Supplementary Prospectus

### IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 20 October 2016 (**Prospectus**) issued by I Synergy Group Limited ACN 613 927 361 (**Company**).

This Supplementary Prospectus is dated 9 December 2016 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than the changes set out in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

The Company has issued a printed and electronic version of this Supplementary Prospectus and the Prospectus. Any person may obtain an electronic version of this Supplementary Prospectus and the Prospectus from the I Synergy Website or a hard copy of these documents free of charge by contacting the Company's sponsoring broker, Novus Capital, by telephone on +61 3 8602 1700.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

### 1. BACKGROUND

The Directors have resolved to reduce the Minimum Subscription to be raised under the Offer from \$5,000,000 to \$3,500,000. Accordingly, the Company has issued this Supplementary Prospectus to make the amendments to the Prospectus set out in Section 3.

The Company does not consider the decrease to the Minimum Subscription to be materially adverse to investors as it considers that the funds raised under the Offer, combined with existing funds, will provide the Company with sufficient working capital to achieve its objectives set out in the Prospectus.

### 2. APPLICATION FORMS

New applications for Shares under the Offer must be made using the application form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**). New applications for Shares under the Vendor Offer must be made using the Vendor application form attached to or accompanying this Supplementary Prospectus (**Supplementary Vendor Application Form**). New Applications must NOT be made on the Application Forms attached to or accompanying the Prospectus.

The Supplementary Application Form and Supplementary Vendor Application Form contain detailed instructions on how they are to be completed and returned. In all other respects, the procedure for applying for Shares under the Offer is set out in Section 1.2 of the Prospectus.

### 3. AMENDMENTS TO THE PROSPECTUS

#### 3.1 General

All references to 25,000,000 Shares and/or \$5,000,000 being the minimum subscription with respect to the Offer are replaced with 17,500,000 Shares and/or \$3,500,000 being the minimum subscription with respect to the Offer.

#### 3.2 Key financial information

The key financial information set out in the 'Key Offer Details' Section of the Prospectus is replaced with the following:

Key financial information	Minimum Subscription	Full Subscription
Issue price per Share	\$0.20	\$0.20
Existing Shares on issue	16,556,292	16,556,292
Shares being offered under the Offer	17,500,000	40,000,000
Amount to be raised under the Offer (before costs)	\$3,500,000	\$8,000,000
Shares to be issued to ISH Shareholders	150,000,000	150,000,000
Shares to be issued to sponsoring broker	920,281	1,032,781
Shares on issue upon completion of the Offer	184,976,573	207,589,073
Indicative market capitalisation upon completion of the Offer <sup>1</sup>	\$36,995,315	\$41,517,815

**Notes:**

1. Market capitalisation is determined by multiplying the total number of Shares on issue by the price at which the Shares trade on the ASX from time to time. In the table above, the market capitalisation is calculated at the issue price of each Share under the Offer, being \$0.20. Please note that there is no guarantee that the Shares will be trading at \$0.20 upon the Company listing.
2. Please refer to Section 1.6 for further details relating to the proposed capital structure of the Company.

#### 3.3 Proposed use of funds

Replace the use of funds table set out in Section 1.5 of the Prospectus with the following:

Use of funds	Minimum Subscription		Full Subscription	
	Amount	%	Amount	%
Expenses of the Offer <sup>1</sup>	\$812,000	23.20%	\$1,108,000	13.85%
International expansion <sup>2</sup>	\$1,500,000	42.86%	\$3,000,000	37.50%
Development of existing technology and programs <sup>3</sup>	\$500,000	14.29%	\$1,500,000	18.75%

Use of funds	Minimum Subscription		Full Subscription	
	Amount	%	Amount	%
Development of new programs <sup>4</sup>	\$400,000	11.43%	\$1,000,000	12.50%
Sales and marketing <sup>5</sup>	\$150,000	4.29%	\$1,000,000	12.50%
Working capital <sup>6</sup>	\$138,000	3.93%	\$392,000	4.90%
<b>Total</b>	<b>\$3,500,000</b>	<b>100%</b>	<b>\$8,000,000</b>	<b>100%</b>

**Notes:**

1. Additional expenses of the Offer have been paid using the Company's existing cash reserves. See Section 8.10 for more information.
2. See Section 2.8(a) for further information.
3. See Section 2.8(b) for further information.
4. See Section 2.8(c) for further information.
5. See Section 2.8(d) for further information.
6. Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, other items of a general administrative nature and cash reserves which may be used in connection with any project such as investments and acquisitions, or in connection with any other item in the table above, as determined by the Board at the relevant time.
7. If the proceeds from the Offer are between the Minimum Subscription and the Full Subscription, the Company intends to allocate the funds between each item on a pro-rata basis, other than fixed expenses of the Offer.

### 3.4 Capital structure

Replace the capital structure table set out in Section 1.6 of the Prospectus with the following:

Capital structure	Minimum Subscription	Full Subscription
Existing Shares <sup>1</sup>	16,556,292	16,556,292
Shares to ISH Shareholders <sup>2</sup>	150,000,000	150,000,000
Shares under the Offer <sup>3</sup>	17,500,000	40,000,000
Shares to sponsoring broker <sup>4</sup>	920,281	1,032,781
<b>Total Shares</b>	<b>184,976,573</b>	<b>207,589,073</b>
Incentive Options <sup>5</sup>	1,950,000	1,950,000
Adviser Options <sup>6</sup>	5,521,689	6,196,688
Performance Rights <sup>7</sup>	600,000	600,000
<b>Fully diluted share capital</b>	<b>193,048,262</b>	<b>216,335,761</b>

**Notes:**

1. Shares issued to Dato' Teo Chee Hong in consideration of his shares in ISU under the ISU Sale Agreement. See Section 7.2 for a summary of the ISU Sale Agreement.
2. Shares to be issued to the ISH Shareholders (as the nominees of ISH) in consideration of ISH's shares in ISI under the ISI Sale Agreement. See Section 7.2 for a summary of the ISI Sale Agreement.

3. See Section 1.1 for an overview of the Offer.
4. Shares to be issued to the sponsoring broker, Novus Capital (and/or its nominees). See Section 7.5 for a summary of the Company's agreement with Novus Capital.
5. Incentive Options are to be issued to the Directors under the Employee Incentive Scheme as part of their remuneration and to incentivise their performance. The Options have an exercise price of \$0.30, an expiry date 5 years from issue, and will vest over time. See Section 8.2 for full terms and conditions of the Incentive Options.
6. Adviser Options are to be issued to certain advisers of the Company. The Options have an exercise price of \$0.30 and expire 3 years from issue. See Section 8.3 for full terms and conditions of the Adviser Options.
7. Performance Rights are to be issued to Dato' Teo Chee Hong under the Employee Incentive Scheme as part of his remuneration and to incentivise his performance. See Section 7.4 for full terms and conditions of the Performance Rights.

### 3.5 Financial information

Replace the tables in (a), (b) and (c) below with the following:

#### (a) Unaudited Pro Forma statement of Financial Position as at 30 June 2016

The financial impact of decreasing the minimum subscription under the Offer from \$5,000,000 to \$3,500,000 as well as a reduction in the costs of the issue is outlined below.

	Reviewed Consolidated \$'000	Reduction in Capital Raised \$'000	Reduction in costs of the issue \$'000	Reviewed Consolidated \$'000
<b>Assets</b>				
Current assets				
Cash and cash equivalents	11,748	(1,500)	98	10,346
Inventories	6	-	-	6
Trade receivables	314	-	-	314
Other receivables, deposits and prepayments	470	-	-	470
Amount owing by related parties	336	-	-	336
	12,874	(1,500)	98	11,472
Non-current assets				
Property, plant and equipment	1,009	-	-	1,009
<b>Total assets</b>	<b>13,883</b>	<b>(1,500)</b>	<b>98</b>	<b>12,481</b>
<b>Liabilities</b>				
Current liabilities				
Trade payables	27	-	-	27
Other payables and accruals	1,666	-	-	1,666
Hire purchase payables	18	-	-	18
Non-current liabilities				
Hire purchase payables	59	-	-	59
Deferred income	6,463	-	-	6,463
<b>Total Liabilities</b>	<b>8,233</b>	<b>-</b>	<b>-</b>	<b>8,233</b>
<b>Equity</b>				
Share capital	4,384	(1,500)	90	2,974
Reserve	(390)	-	25	(365)
Option reserves	499	-	(17)	482
	4,493	(1,500)	98	3,091

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Non-controlling interest	1,157	-	-	1,157
Total Equity	5,650	(1,500)	98	4,248
Total Equity and Liabilities	13,883	(1,500)	98	12,481

**(b) Reconciliation of adjustments to cash and cash equivalents**

Set out in the table below is a statement showing the reconciliation of the reviewed cash and cash equivalent balance as at 30 June 2016 and the Pro Forma cash and cash equivalent balance:

	Unaudited Pro-Forma Minimum \$'000	Reduction in Capital Raised	Reduction in costs of the issue	Unaudited Pro-Forma Maximum \$'000
Cash at 30 June 2016	7,658			7,658
Adjustments arising in the preparation of the Pro-Forma Financial Statements are summarised as follows:				
Proceeds from the issue of 25,000,000/40,000,000 shares in relation to the Offer	5,000	(1,500)		3,500
Payment of share issue costs	(910)		98	(812)
	11,748	(1,500)	98	10,346

**(c) Reconciliation of adjustments to reserves**

	Unaudited Pro-forma Consolidated Minimum \$'000	Reduction in costs of the issue \$'000	Unaudited Pro-forma Consolidated Maximum \$'000
Reserves			
-Merger reserve	(1,157)	-	(1,157)
-retained earnings	767	25	792
	(390)	25	(365)
Reserves at 30 June 2016	339		339
Adjustments arising in the Preparation of the pro-forma financial Statements are summarised as follows:			
Offering expense	(230)	8	(222)
Advisor option expense	(499)	17	(482)
	(390)	25	(365)
Option reserves	499	(17)	482

### 3.6 Directors' security holdings

Replace the Directors' security holdings table set out in Section 6.6.2 of the Prospectus with the following:

Director	Shares	Voting power	
		Minimum Subscription	Full Subscription
Richard Symon	120,000	0.06%	0.06%
Dato' Teo Chee Hong <sup>1</sup>	145,083,592	78.4%	69.9%
Eng Guo Miao <sup>2</sup>	395,000	0.2%	0.2%
Ilmars Draudins	90,000	0.05%	0.04%
<b>Total</b>	<b>145,688,592</b>	<b>78.8%</b>	<b>70.2%</b>

**Notes:**

1. Dato' Teo Chee Hong's interest arises through the 50,746,192 Shares held in his name, his 100% shareholding interest in Time Guardian Ventures Limited (22,337,400 Shares), his 99% shareholding interest in Tripple Gem Sdn Bhd (6,000,000 Shares) and his 51% shareholding interest in Capz Venture Sdn Bhd (66,000,000 Shares).
2. Eng Guo Miao also has a 15% shareholding interest in Capz Venture Sdn Bhd which holds 66,000,000 Shares. This interest is not reflected in the table above as it is less than 20%, and Eng is a minority shareholder in that company.
3. The table assumes that no Directors apply for Shares under the Offer. The relevant interest of a Director in Shares, and its voting power, will increase to the extent that the Director applies for, and is issued, Shares under the Offer.

### 3.7 Substantial holders

Replace the first paragraph of Section 8.7 Substantial Holders with the following:

Assuming that no existing Shareholders apply for Shares under the Offer, the only existing Shareholder who will have a relevant interest in 5% or more of the total Shares on issue upon completion of the Offer is the Managing Director, Dato' Teo Chee Hong, whose voting power will be 78.4% if only the Minimum Subscription is raised, and 69.9% if the Full Subscription is raised.

### 3.8 Expenses of the Offer

Replace the expenses of the Offer table set out in Section 8.10 with the following:

Expense	Minimum Subscription	Full Subscription
Adviser fees (corporate, accounting, legal, brokerage, other)	\$701,000	\$992,000
ASX and ASIC fees	\$91,000	\$96,000
Printing, design and miscellaneous	\$20,000	\$20,000
<b>Total</b>	<b>\$812,000</b>	<b>\$1,108,000</b>

### 3.9 Important dates

The important dates set out in the 'Key Offer Details' and 'Investment Overview' sections of the Prospectus, and any other references to these important dates in the Prospectus, are deleted and replaced with the following:

Important dates	
Lodgement of the Prospectus with ASIC	20 October 2016
Opening Date	28 October 2016
Closing Date	20 December 2016
Issue of new Shares	28 December 2016
Holding statements sent to Shareholders	6 January 2017
Expected date for Shares to commence trading on ASX	16 January 2017

## 4. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of the Company on 9 December 2016.



**Dato' Teo Chee Hong**  
Managing Director

## SUPPLEMENTARY APPLICATION FORM

### I Synergy Group Limited

ACN 613 927 361

Fill out this Supplementary Application Form if you wish to apply for Shares in I Synergy Group Limited under the Offer

- x Please read the Prospectus dated 20 October 2016 and the Supplementary Prospectus dated 9 December 2016.
- x Follow the instructions to complete this Supplementary Application Form (see reverse).
- x Print clearly in capital letters using black or blue pen.

Offer closes at 5.00pm WST on 20 December 2016

#### A Number of Shares you are applying for

#### B Total amount

Minimum of 10,000 Shares to be applied for.

#### C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

#### D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

#### E CHESS participant – Holder Identification Number (HIN)

**Important please note** if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your application will be held on the Issuer Sponsored subregister.

#### F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

#### G Cheque payment details – PIN Cheque(s) Here

Please enter details of the cheque(s) that accompany this Supplementary Application Form. Make your cheque or bank draft payable to 'I Synergy Group Limited – Subscription Account'.


#### H Contact telephone number (daytime/work/mobile)

By submitting this Supplementary Application Form, I/We declare that this application is completed and lodged according to the Prospectus and the Supplementary Prospectus and the instructions on the reverse of the Supplementary Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of I Synergy Group Limited (Company). I/We was/were given access to the Prospectus and the Supplementary Prospectus together with the Supplementary Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

**This is a Supplementary Prospectus intended to be read with the Prospectus dated 20 October 2016 issued by I Synergy Group Limited**



# Guide to the Supplementary Application Form

## YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS SUPPLEMENTARY APPLICATION FORM.

Please complete all relevant sections of the appropriate Supplementary Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Supplementary Application Form.

### Instructions

- A. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 10,000). Multiply by \$0.20 to calculate the total for Shares and enter the dollar amount at B.
- F. Enter your Australian tax file number (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN / ABN of each joint applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Supplementary Application Form.
- C. Write your full name. Initials are not acceptable for first names.
- G. Complete cheque details as requested. Make your cheque payable to 'I Synergy Group Limited – Subscription Account', cross it and mark it 'Not negotiable'. Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint applicants, only one address can be entered.
- H. Enter your contact details so we may contact you regarding your Supplementary Application Form or Application Monies.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.

**NB: Your registration details provided must match your CHESS account exactly.**

### Correct form of Registrable Title

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

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

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	<J D Smith Family A/C>	John Smith (deceased)
Partnerships	Mr Michael Peter Smith	John Smith & Son
Clubs/Unincorporated Bodies	<Est Lte John Smith A/C>	Smith Investment Club
Superannuation Funds	Mr John David Smith & Mr Ian Lee Smith	John Smith Superannuation Fund

### Lodgement

Post or deliver your completed Supplementary Application Form with cheque(s) attached to the following address:

I Synergy Group Limited  
c/- Novus Capital Limited  
Level 8, 330 Collins Street  
Melbourne VIC 3000

It is not necessary to sign or otherwise execute the Supplementary Application Form. For questions on how to complete the Supplementary Application Form, please contact Novus Capital Pty Ltd on +61 3 8602 1700.

### Privacy Statement

Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

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## SUPPLEMENTARY VENDOR APPLICATION FORM

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ACN 613 927 361

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I Synergy Group Limited under the Offer

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- x Follow the instructions to complete this Supplementary Vendor Application Form (see reverse).
- x Print clearly in capital letters using black or blue pen.

Offer closes at 5.00pm WST on 20 December 2016

#### A Number of Shares you are applying for

#### B Total amount

Minimum of 10,000 Shares to be applied for.

#### C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

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#### D Write your postal address here

Number / Street

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#### E CHESS participant – Holder Identification Number (HIN)

**Important please note** if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your application will be held on the Issuer Sponsored subregister.

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#### H Contact telephone number (daytime/work/mobile)

By submitting this Supplementary Vendor Application Form, I/We declare that this application is completed and lodged according to the Prospectus and the Supplementary Prospectus and the instructions on the reverse of the Supplementary Vendor Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of I Synergy Group Limited (Company). I/We was/were given access to the Prospectus and the Supplementary Prospectus together with the Supplementary Vendor Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

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### Instructions

- B. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 10,000). Multiply by \$0.20 to calculate the total for Shares and enter the dollar amount at B.
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Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	<J D Smith Family A/C>	John Smith (deceased)
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