

I Synergy Group Limited

ACN 613 927 361

Second Supplementary Prospectus

IMPORTANT INFORMATION

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 20 October 2016 (**Prospectus**) and the supplementary prospectus dated 9 December 2016 (**First Supplementary Prospectus**) issued by I Synergy Group Limited ACN 613 927 361 (**Company**).

This Second Supplementary Prospectus is dated 19 January 2017 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Second Supplementary Prospectus.

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

The Company has issued a printed and electronic version of this Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus. Any person may obtain an electronic version of this Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus from the I Synergy website at <http://www.isynergy.my/> 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 Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Second Supplementary Prospectus, the Prospectus or the First Supplementary Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

1. SUPPLEMENTARY PROSPECTUS

1.1 Reasons for this Supplementary Prospectus

This Supplementary Prospectus has been prepared to extend the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Second Supplementary Prospectus (**Quotation Condition**) pursuant to the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**).

The Company requires additional time to satisfy ASX that it has an appropriate spread of shareholders.

1.2 Quotation Condition

The Company makes the following statements regarding the Quotation Condition as required by the Instrument.

- (i) An application for admission to quotation of the Shares offered under the Prospectus was made within 7 days after the date of the Prospectus.
- (ii) The Shares offered under the Prospectus have not been admitted to quotation as at the date of this Second Supplementary Prospectus.

This is a Supplementary Prospectus intended to be read with the Prospectus dated 20 October 2016 and the First Supplementary Prospectus dated 9 December 2016 issued by I Synergy Group Limited

- (iii) ASX has indicated that the Shares offered under the Prospectus will be admitted to quotation subject to certain conditions (**Conditions**) being satisfied.
- (iv) The Condition that is yet to be satisfied is the Company demonstrating to ASX that it has an appropriate spread of Shareholders and in any case that there are at least 400 Shareholders, of which at least 75% are Australian residents, each having a parcel of Shares with a value of at least \$2000.
- (v) The Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Second Supplementary Prospectus.
- (vi) The Quotation Condition must be satisfied by 20 April 2017, being the next business day after the date three months from the date of this Second Supplementary Prospectus.
- (vii) As at the date of this Second Supplementary Prospectus, the Company has received:
 - (a) applications for 17,791,500 Shares pursuant to the Offer; and
 - (b) applications for 150,000,000 Shares pursuant to the Vendor Offer.

2. APPLICATIONS

2.1 Investors who HAVE previously submitted an Application Form and/or a Supplementary Application Form

A copy of this Second Supplementary Prospectus will be sent to all applicants who have subscribed for Shares under the Prospectus and the First Supplementary Prospectus prior to the date of this Second Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Application Forms prior to the date of this Second Supplementary Prospectus a period of 1 month from the date of this Second Supplementary Prospectus (i.e. ending 20 February 2017) to obtain a refund of their Application Monies if they do not wish to proceed with their application (**Withdrawal Period**). The Offer and the Vendor Offer will remain open at least until the end of the Withdrawal Period.

Any investor who wishes to obtain a refund under the Offer should write to the Company's Share Registry at the following address:

I Synergy Group Limited
c/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2000

If you do not wish to withdraw your application, you do not need to take any action.

2.2 Investors who HAVE NOT previously submitted an Application Form, a Supplementary Application Form and/or a Second Supplementary Application Form

The Offer and the Vendor Offer are made in the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus. If you wish to apply for Shares and have not yet completed the relevant Application Form, Supplementary Application Form and/or Second Supplementary Application Form please complete and return the relevant Second Supplementary Application Form which is attached to this Second Supplementary Prospectus.

The relevant Second Supplementary Application Form must be received by 5.00pm (WST) on 20 February 2017 and must be completed in accordance with the relevant instructions in Section 1 of the Prospectus and the relevant Second Supplementary Application Form. Applications must NOT be made on an Application Form attached to or accompanying the Prospectus or the First Supplementary Prospectus.

3. AMENDMENTS TO THE PROSPECTUS

3.1 Indicative timetable

The indicative timetable set out in the “Key Offer Details” and “Investment Overview” sections of the Prospectus is 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 February 2017
Issue of new Shares	27 February 2017
Holding statements sent to Shareholders	27 February 2017
Expected date for Shares to commence trading on ASX	6 March 2017

4. DIRECTORS' AUTHORISATION

This Second 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 Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of the Company on 19 January 2017.



Dato' Teo Chee Hong
Managing Director

SECOND SUPPLEMENTARY APPLICATION FORM

I Synergy Group Limited

ACN 613 927 361

Fill out this Second 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, the First Supplementary Prospectus dated 9 December 2016 and the Second Supplementary Prospectus dated 19 January 2017.
- x Follow the instructions to complete this Second Supplementary Application Form (see reverse).
- x Print clearly in capital letters using black or blue pen.

Offer closes at 5.00pm WST on 20 February 2017

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)

X

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 Second Supplementary Application Form, I/We declare that this application is completed and lodged according to the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus and the instructions on the reverse of the Second 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, the First Supplementary Prospectus and the Second Supplementary Prospectus together with the Second 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 and the First Supplementary Prospectus dated 9 December 2016 issued by I Synergy Group Limited

Guide to the Second Supplementary Application Form

YOU SHOULD READ THE PROSPECTUS, FIRST SUPPLEMENTARY PROSPECTUS AND SECOND SUPPLEMENTARY PROSPECTUS CAREFULLY BEFORE COMPLETING THIS SECOND SUPPLEMENTARY APPLICATION FORM.

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

This is a Supplementary Prospectus intended to be read with the Prospectus dated 20 October 2016 and the First Supplementary Prospectus dated 9 December 2016 issued by I Synergy Group Limited

SECOND SUPPLEMENTARY VENDOR APPLICATION FORM

I Synergy Group Limited

ACN 613 927 361

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

- x Please read the Prospectus dated 20 October 2016, the First Supplementary Prospectus dated 9 December 2016 and the Second Supplementary Prospectus dated 19 January 2017.
- x Follow the instructions to complete this Second 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 February 2017

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 Vendor 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 Second Supplementary Vendor Application Form, I/We declare that this application is completed and lodged according to the Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus and the instructions on the reverse of the Second 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, the First Supplementary Prospectus and the Second Supplementary Prospectus together with the Second 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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Please complete all relevant sections of the appropriate Second Supplementary Vendor Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Second Supplementary Vendor Application Form.

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.
- 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 Vendor Application Form.
- F. 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.
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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

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