



RIG to Acquire Syncordia – an innovative digital content technology company

Rongtai International Group (ASX: RIG) is pleased to announce the signing of a Heads of Agreement with Syncordia Group Holdings Pty Ltd (Syncordia) for the 100% acquisition of Syncordia by RIG (Transaction). Since the downturn of the Chinese property and steel market, RIG has ceased trading of its online steel platform. The company however has continued development of its eCommerce platform and is now well positioned to target the steel and agricultural commodities markets between Australia and China.

Syncordia is an innovative developer and supplier of digital content technologies and programs specialising in the education industry. Syncordia's unique online platforms have the capability of digitising, storing and distributing electronic academic content to students, education institutions and academic publishers. Syncordia has been developing its eBooks365™ program over the past two years, and over that time its digital publishing revenue has been \$800K for FY2014 and \$904K for FY2015.

The merger of RIG and Syncordia combines the extensive knowledge and expertise in the online technologies and online trading and distribution sectors. Leveraging RIG's Chinese connections will enable Syncordia to expedite its plans to expand into the lucrative Chinese higher education market. RIG views this transaction as extremely beneficial to its eCommerce strategy and advantageous for its shareholders.

Key acquisition terms:

- 1) RIG will pay Syncordia a cash amount of Australian five hundred thousand dollars (A\$500,000) representing 8.3% of the current shares on issue in Syncordia; plus
- 2) issue Syncordia shareholders four hundred and sixty one million seven hundred and seventy five thousand nine hundred and twenty (461,775,920) fully paid ordinary shares in RIG at one point three cents per share (1.3 cps); plus
- 3) issue Syncordia shareholders a further 92,355,184 options (5:1 ratio) at a conversion price of two cents per share (2cps) and exercisable over three years.

The Transaction is subject to satisfaction of the following conditions:

- RIG must meet all the compliance requirements of ASIC and the ASX including but not limited to financial statements, annual reports, board, shareholder and annual general meetings and company announcements;
- RIG completing an initial capital raising for \$500k, to be retained in RIG to fund compliance, transaction and operating costs.
- RIG obtaining all necessary shareholder approvals as required under the Corporations Act

Rongtai International Group Holdings
Rongtai International Building
Building Lane 118, Yonghe Road, Shanghai, PRC

- and ASX Listing Rules to complete the acquisition; and
- Syncordia obtaining all shareholder approvals to complete the acquisition.

RIG plans to complete its financial reports by no later than 30 March 2016.

Prior to relisting, RIG plans to raise an additional \$2.6 million to fund the group's business activities.

It is proposed that on completion of the Transaction three new directors, to be nominated by Syncordia will join the board of RIG. Three of the existing directors of the Company will resign, and Director Liu Xueping will continue as a director.

RIG must apply to ASX to determine whether shareholder approval is required under the listing rules, in particular Listing Rules 11.1.2 and 11.1.3, and that the Company will make a further announcement to the market when ASX has made a determination. If ASX were to determine listing rule 11.1.3 applies, the Company will need to re-comply with chapters 1 and 2 of the listing rules, and the terms of the Transaction may need to be amended.

The Company will send a notice of meeting to call a general meeting of the company including an explanatory memorandum to shareholders, which will include further details about the Transaction and seek approval for the Transaction.

On Completion the Company will seek to change its name to "Syncordia International Group Limited".

The indicative capital structure following completion of the Transaction is as follows:

	Shares
Existing Shares (RIG)	230,887,960
Consideration Shares (Syncordia)	461,775,920
Capital Raising Shares	76,962,653
Total Shares	769,626,533

The Transaction is scheduled for completion by the end of April 2016.

For further information please contact:

Jie Lin

Chairman of the board
Rongtai International Group Holdings Limited
Ph: +86 13599069768

Carlton Taya

Managing Director
Syncordia Group Holdings Pty Ltd
Ph: +61 408 113 368