

Replacement Prospectus



ROFINA — GROUP LIMITED — (ACN 635 120 517)

For the offer of 14,500,000 Shares at an issue price of \$0.10 per share to raise \$1,450,000.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. The Shares that are the subject of this replacement prospectus should be considered highly speculative.

IMPORTANT NOTICES

This replacement prospectus ("**Prospectus**") is dated 17 July 2020 ("**Prospectus Date**") and was lodged with ASIC on that date. It replaces the original prospectus lodged with ASIC on 1 July 2020 ("**Original Prospectus**"). Neither ASIC, NSX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary.

Overview of the material changes from the Original Prospectus

The principal differences between the Original Prospectus and this Prospectus are summarised as follows. This Prospectus now includes:

- (a) further information regarding the financial position of the Company and in particular information in regards to going concern; and
- (b) a new section 5.8 - 'Industry Overview' which replaces the Independent Market Research Report.

Application for Listing

The Company has applied to the NSX for the admission of the Company to the Official List of the NSX and for the quotation of its securities on NSX.

The fact that NSX may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities.

It is expected that trading of the Shares on the stock market conducted by NSX will commence as soon as practicable after approval for admission to the official list of NSX is granted and all conditions (if any) applicable thereto have been satisfied for official quotation.

Expiry date

No Shares will be allotted or transferred on the basis of this Prospectus after the expiry date being 13 months after the Prospectus Date.

Investment advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues).

Before deciding to invest in the Company by purchase of shares on market, following admission of the Company to the official list of NSX, prospective investors should read this entire Prospectus carefully.

Prospective investors should carefully consider all factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer and other professional adviser before deciding to invest.

The Company is unable to advise any prospective investor on the suitability or otherwise of an investment in the Company. For such advice, each prospective investor must contact their independent professional adviser(s).

Except as required by law and other than as set out in this Prospectus, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company or any payment of a return on investment made pursuant to this Prospectus.

If you require any further information please consult your stockbroker and other professional adviser(s).

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at ir.rofinagroup.com. Persons who receive the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website in Australia.

Persons having received an electronic copy of this Prospectus in Australia may obtain a paper copy of this Prospectus (including any supplementary document and the Application Form) (free of charge) during the life of this Prospectus by contacting the Company from 8:30am to 5:30pm (AEST), Monday to Friday (excluding public holidays).

Website

Any reference to documents included on the Company's website are provided for convenience only and no document or information included on the Company's website is incorporated by reference into this Prospectus.

Foreign jurisdiction restrictions on distribution

This Prospectus does not constitute an offer or invitation to subscribe for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Persons, into whose possession this Prospectus comes, are required, by the Company to inform themselves about and to observe such restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether other formalities need to be considered or followed.

This Prospectus may not be distributed in Malaysia. This Prospectus does not constitute an offer or invitation to buy or sell shares or other marketable securities of the Company in Malaysia or in any other jurisdiction. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the Offer of Shares. The Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act 2007.

Unauthorised representations

No person is authorised to give information or to make any representation in connection with the Offer, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the Prospectus Date, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and its management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

How to invest

Applications for Shares can only be made by completing and lodging an Application Form. Instructions on how to apply for Shares are set out in the Application Form.

Privacy

The Company collects information about each Applicant provided on an application for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's holding in the Company.

By submitting an Application, each Applicant agrees that the Company may use the information provided by the Applicant on that Application for the purposes set out in this Prospectus and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to NSX, ASIC and other regulatory authorities.

If an Applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application, the Company may not be able to accept or process your Application.

An Applicant has the right to gain access to the information that the Company and the Share Registry hold about that person subject to certain exemptions under law. Access requests must be made in writing

to the Company at its registered office, being c/- Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000.

Risk factors

Future prospective investors should be aware that subscribing for Shares involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consult their professional advisers before deciding whether to apply for securities.

Photographs and diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents, or that the assets shown in them are owned by the Group. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Defined terms

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 15.

Time

All references to time in this Prospectus are references to time in Sydney, New South Wales, Australia.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult your broker or legal, financial or other professional adviser without delay.

Speculative Investment

An investment in the Shares offered under this Prospectus should be considered highly speculative. Persons wishing to apply for Shares under this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Shares offered under this Prospectus.

Each Applicant should consider whether such an investment in the Company is appropriate to their particular needs and consider their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons applying for Shares under this Prospectus have any questions, they should consult their accountant, stockbroker, lawyer, or other professional adviser.

There is no guarantee that the Shares offered under this Prospectus will make a return on capital invested, that dividends will be paid on the Shares or that there will be an increase in the value of the Shares in the future.

Currency exchange rate

Monetary amounts in this Prospectus are expressed in Australian dollars unless stated otherwise. Any discrepancies between totals and sums components in tables contained in this Prospectus are due to rounding.

Unless otherwise stated, the following MYR/AUD exchange rates have been used in the preparation of this Prospectus:

- (a) assets and liabilities are translated at the closing rate at the date of the statement of the financial position, being:

At	MYR/AUD
31 May 2015	2.7997
31 May 2016	2.9852
31 May 2017	3.1871
31 May 2018	3.0078
31 May 2019	2.9030
30 November 2019	2.8274
31 May 2020	2.9085

- (b) income and expenses are translated at the dates of the transaction, approximately by using average rates for the period, being:

Average for the period ended	MYR/AUD
12 months to 31 May 2015	2.8798
12 months to 31 May 2016	2.9995
12 months to 31 May 2017	3.2178
12 months to 31 May 2018	3.1722
12 months to 31 May 2019	2.9590
6 months to 30 November 2019	2.8554
12 months to 31 May 2020	2.8250

Listing Nominated Adviser

The Listing Nominated Adviser assumes no responsibility for the accuracy or completeness of the information contained herein (financial, legal or otherwise). In making an investment decision, investors must rely on their own examinations of the Company and the terms of this Prospectus, including the merits and risks involved. Moreover, the contents of this Prospectus are not to be construed as legal, business or tax advice. Each prospective investor is urged to consult its own lawyer, business or tax adviser for legal, business or tax advice.

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01 Indicative timetable

Lodgement of Original Prospectus with ASIC	1 July 2020
Lodgement of this Prospectus with ASIC	17 July 2020
Offer opens	9.00 am (AEST) on 20 July 2020
Offer closes	5.00 pm (AEST) on 27 July 2020
Anticipated date for allotment	3 August 2020
Shareholding statements expected to be dispatched	4 August 2020
Expected date for quotation of Shares on NSX	7 August 2020

All dates and times are subject to change and are indicative only. The Company reserves the right to vary these dates and times without notice. Quotation of Shares on NSX is at the discretion of NSX and is subject to the Company satisfying the listing requirements of NSX.

02 Key Offer terms

Offer Price	\$0.10
Shares currently on issue	143,000,068
Shares offered under this Prospectus	14,500,000
Total Shares on issue following the Offer	157,500,068
Gross proceeds from the Offer	\$1,450,000
Market Capitalisation at completion of the Offer*	\$15,750,007

*This is the estimated market capitalisation of the Company based on the Offer Price of \$0.10 per Share. There is however no guarantee that the Company will trade on the NSX at or above the Offer Price.

03 Letter from the Chairman

Dear Investor,



On behalf of the Directors, I am pleased to present this Prospectus which is being issued in conjunction with an application by the Company for the listing of its Shares on the National Stock Exchange of Australia.

Rofina is one of the largest specialty retailers of luggage, bags, winter apparel and travel accessories in Malaysia and constantly strives to provide customers with a wide range of products at affordable prices and with good after sales service.

The Group's current operation is through its 26 retail stores, presence in 3 departmental stores across Malaysia, online and its recently established wholesale business in Australia which commenced in October 2019 with operations in Sydney and Melbourne.

The Group aims to be one of the market leaders in the luggage, bags, winter wear and travel accessories industry and to gain international recognition by carrying a wide range of quality products through the sale and distribution of the innovative designs of its own brand names and distributorships of products of other third party brand owners.

The Group constantly strives to build its brands *Rofina*, *Cosas United* and *Ragdoll* and emerge as a strong contender in every market it steps into, with the objective to achieve sustainable growth and endeavoring to protect the benefits of its Shareholders. On top of that, the Group is looking into expanding internationally having commenced its wholesale operations in Australia and aiming to be a part of the top travel goods companies by 2025.

The Group's immediate aim is to become a one stop-travel chain to resolve customers' travel needs. Therefore, the Group's plan is to continue to expand and upgrade its own products and source for better material, products and brands to introduce to the market. The Group intends to actively cultivate better internal growth within the organisation and enhance the professionalism of its frontline salespeople further to serve the public better.

The health and safety of our employees and their families, as well as our customers and business partners have been and will continue to be our priority. The outbreak of the novel coronavirus (COVID-19) in December 2019 and the recent 2020 Movement Control Order imposed by the Malaysian Government, which has been relaxed by the introduction of the Recovery Movement Control Order introduced on 10 June 2020, had a negative impact on the business of the Group and may continue to have a negative impact on the sales and profitability of the Group. At this stage, even with the various Economic Stimulus Packages introduced by the Malaysian Government, the cost reduction measures taken by the Group, efforts taken by the Group to leverage on E-Commerce Platform sales and social media marketing and to focus on the sale the Group's other products being bags, backpacks and handbags, it is not clear what the impact of the coronavirus will be on the Group in the long term. However, the Group believes the impact of the coronavirus on the Group will be temporary. Once the impact of the virus subsides, with its new Australian market, the Company believes it has growth opportunities ahead.

An offer of 14,500,000 Shares is being made under this Prospectus. New Shareholders will hold approximately 9.21% of the Shares in the Company upon completion of the Offer whilst the Directors and their associates will hold approximately 48.56% interest in the Company. The Directors and their associates will be subject to mandatory escrow restrictions preventing them from disposing of their Shares until expiry of the relevant escrow period, details of which are set out in Section 11.12 of this Prospectus. Proceeds from the Offer will be used, amongst others, as general working capital requirements of the Group, listing expenses, market expansion activities, product development and repayment of bank borrowings, details of which are set out in Section 11.1 of this Prospectus.

This Prospectus contains details of the Offer, information on the industry in which the Group operates, the Group's business and its historical financial performance. Like every other industry and company, the Group is subject to a range of risks some of which are detailed in Section 6. A key risk is the effect of the COVID-19 outbreak which forced the temporary closure of all the Group's retail stores and led to an unaudited and unreviewed loss of \$2.2 million recorded in the Group's management accounts for the 6 months ended 31 May 2020. This matter is outlined in Section 4.1 and detailed in Section 5.7.

I encourage you to read Section 6 and the whole Prospectus carefully and in its entirety before making your investment decision. No general public offer of Shares will be made under the Offer.

On behalf of my fellow Directors, I look forward to welcoming you as a Shareholder of the Company.

Thank you.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Boon Chin Soo', written over a light-colored background.

BOON CHIN SOO

Chairman

17 July 2020

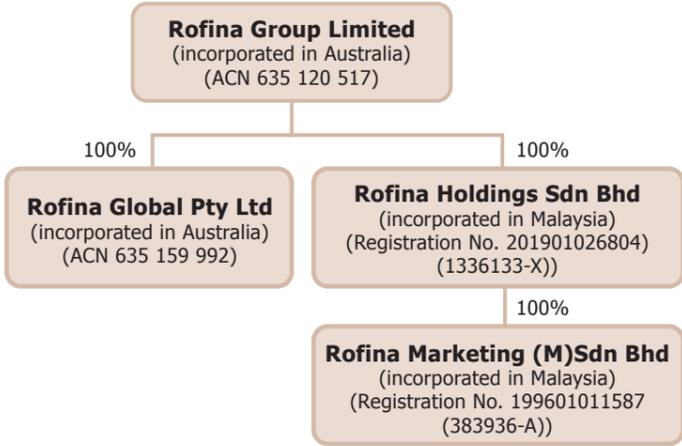
04 Investment overview

4.1 Summary of key information

The information in this section is a summary only. It is not intended to provide full information for investors intending on applying for Shares offered pursuant to this Prospectus. Prospective investors should read and consider this Prospectus in its entirety before deciding to invest in Shares. The Shares offered under this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of Shares.

Topic	Summary	Section Reference																					
The Company																							
Who is the issuer of this Prospectus?	Rofina Group Limited (ACN 635 120 517) (" Company "), an Australian public company incorporated in New South Wales and the holding company of the Group.	5																					
What is the Offer?	<p>The Offer is to issue 14,500,000 Shares in the Company at an issue price of \$0.10 per share to raise \$1,450,000.00 and is offered to investors identified by the Directors and who have agreed to subscribe for the Shares. The investors are not (and nor are they associated with) a Director or substantial shareholder of the Company.</p> <p>No general public offer of Shares will be made under the Offer.</p> <p>The funds raised by the Offer is intended to be used as follows:</p> <table border="1"> <thead> <tr> <th>Use of proceeds</th> <th>\$</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Working capital*</td> <td>650,000</td> <td>44.8</td> </tr> <tr> <td>Outstanding Listing expenses</td> <td>200,000</td> <td>13.8</td> </tr> <tr> <td>Market expansion#</td> <td>200,000</td> <td>13.8</td> </tr> <tr> <td>Product development^</td> <td>100,000</td> <td>6.9</td> </tr> <tr> <td>Repayment of bank borrowings</td> <td>300,000</td> <td>20.7</td> </tr> <tr> <td>Total</td> <td>1,450,000</td> <td>100</td> </tr> </tbody> </table> <p>Notes:</p> <p>* includes payment of \$300,000 to suppliers for purchase of products and expenses comprising salaries and statutory contributions and rental and utility expenses;</p> <p># includes costs for e-commerce development and other digital marketing strategies and channels, to enhance human resource training and development in using digital tools to penetrate market segments build stronger customer base and customer</p>	Use of proceeds	\$	%	Working capital*	650,000	44.8	Outstanding Listing expenses	200,000	13.8	Market expansion#	200,000	13.8	Product development^	100,000	6.9	Repayment of bank borrowings	300,000	20.7	Total	1,450,000	100	2 and 11.1
Use of proceeds	\$	%																					
Working capital*	650,000	44.8																					
Outstanding Listing expenses	200,000	13.8																					
Market expansion#	200,000	13.8																					
Product development^	100,000	6.9																					
Repayment of bank borrowings	300,000	20.7																					
Total	1,450,000	100																					

Topic	Summary	Section Reference
	<p>retention and development of market share in East Malaysia and other tourism hotspots; and</p> <p>^ includes to design and create new product lines for bags, handbags and backpacks in order to expand the product categories developed by the Group and continued efforts to develop the Group's luggage designs to keep up with market trends.</p> <p>The proposed use of proceeds described above represents the Company's current intentions based on its present plans and business conditions. The amounts and timing of the actual expenditures may vary.</p>	
Will the Shares be quoted on NSX?	<p>Within 7 days of the Prospectus Date, the Company has applied for quotation of its Shares on the Official List of the NSX.</p> <p>The Company has reserved the NSX code: "218".</p>	Not applicable
Why is the Offer being conducted?	<ul style="list-style-type: none"> The Offer is being conducted in conjunction with an application by the Company for the listing of its Shares on the NSX. It is anticipated that an NSX listing will provide the Company with some liquidity for its Shares and an opportunity for others to invest in its Shares and also provide the Company with additional financial flexibility and access to capital markets to pursue possible growth opportunities. The purpose of this Prospectus is to make the Offer, facilitate trading of Shares previously issued by the Company so that the Shares are able to be offered for sale on NSX, and to comply with the requirements of admission to NSX. 	Not applicable
What are the expected benefits of the Offer?	<p>An NSX listing is expected to generate benefits for the Company, including;</p> <ul style="list-style-type: none"> improved access to equity capital markets, particularly in Australia; further increasing its public profile; provision of working capital; where appropriate, facilitating further acquisitions by the issue of Shares; and providing employees with an opportunity to participate in the ownership of the Company. <p>Some of the benefits may be generated quickly while others may take a longer time period to be achieved.</p> <p>The proposed listing of the Shares on NSX is expected to have favourable consequences for Shareholders who may wish to trade their Shares through a stock exchange.</p>	11.3

Topic	Summary	Section Reference
What rights and liabilities attach to the Shares being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 12.	12
When will I know if my application has been successful?	Successful Applicants will be given written notice of the number of Shares allocated to them as soon as possible after the Closing Date.	11.9
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage or stamp duty is payable by Applicants in respect of Applications for Shares under this Prospectus.	11.9
What are the tax implications of investing in the Shares?	The taxation consequences of an investment in the Company depend upon the investor's particular circumstances. Investors should make their own enquiries about the taxation consequences of an investment in the Company. If you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.	13.4
What is the structure of the Group?	<p style="text-align: center;">Group Structure</p>  <pre> graph TD RGL["Rofina Group Limited (incorporated in Australia) (ACN 635 120 517)"] RGL -- 100% --> RGLtd["Rofina Global Pty Ltd (incorporated in Australia) (ACN 635 159 992)"] RGL -- 100% --> RH["Rofina Holdings Sdn Bhd (incorporated in Malaysia) (Registration No. 201901026804) (1336133-X)"] RH -- 100% --> RMs["Rofina Marketing (M) Sdn Bhd (incorporated in Malaysia) (Registration No. 199601011587) (383936-A)"] </pre>	5.2
What is the Company's capital structure?	<p>The Company has 143,000,068 fully paid ordinary Shares on issue as at the Prospectus Date and following the completion of the Offer will have 157,500,068 fully paid ordinary Shares on issue.</p> <p>Investment in the Shares involves risks. Refer to Section 6 for more information on the risks related to investing in the Company.</p> <p>The Company does not have any convertible securities or options on issue.</p>	5.11

Topic	Summary	Section Reference
What Corporate Governance Policies does the Company have in place?	<p>The Company has adopted the following charters and policies which are available on the Company's website ir.rofinagroup.com:</p> <ul style="list-style-type: none"> • Board Charter; • Code of Conduct; • Audit and Risk Committee Charter; • Nomination and Remuneration Committee Charter; • Disclosure and Communication Policy; • Securities Trading Policy; • Anti-Bribery and Corruption Policy; • Diversity Policy; and • Whistleblower Policy. 	7.14
Business Model		
What is Rofina?	<p>Rofina is a speciality retailer of luggage, bags, winter apparel and travel accessories primarily in Malaysia.</p> <p>The Group retails its own brands as well as other brands through its retail outlets and online. The Group currently operates 26 retail stores and has a presence in 3 departmental stores in major shopping centres across Malaysia.</p> <p>It currently operates a wholesale business in Australia. There are negligible revenues associated with the wholesale business at present. However, this is a new business stream that the Group intends to grow.</p> <p>The Group also has an after-sales support business which includes luggage repairs.</p> <p>The Group constantly strives to provide customers with a wide range of products at affordable prices and with good after sales service and aims to be one of the market leaders in the luggage, bags, winter wear and travel accessories industry and to gain international recognition by carrying a wide range of quality products through sale and distribution of the innovative designs of its own brand names and distributorships of products of other brand owners.</p>	5.1
How will the Group generate income?	<p>The Group's business model centres around the sale of its own brand products and those sourced from other third-party brands and suppliers through various sales channels:</p> <ul style="list-style-type: none"> • retail sales; • business to business ('B2B') sales; • E-Commerce Platform sales; and • wholesale sales. 	5.4.1
What are the key strengths of the Group?	<p>The Group's key strengths are:</p> <ul style="list-style-type: none"> • Convenient network of stores: the Group currently operates 26 retail stores and has a presence in 3 departmental stores in major shopping centres across Malaysia; 	5.4

Topic	Summary	Section Reference
	<ul style="list-style-type: none"> • Wide range of product offering: the Group offers a wide range of over 5,000 products consisting of its own brand products and also sale of third party products and goods; • Competitive pricing: the Group is sensitive to the pricing strategies of competitors and strives to react responsively and effectively to counter such strategies; • Cost effective marketing: the Group actively engages in live videos and social networking with Key Opinion Leaders (being individuals with the ability to influence potential buyers of a product or service by promoting or recommending the items on social media) in Malaysia which allows the Group to have an average marketing expenditure to approximately 1.6% of sales. 	
What is the Group's growth plan?	<p>Given the outbreak of the recent COVID-19, the global near-halt in travel and tourism and the various measures taken by the government in dealing with the pandemic the initial growth plan of the Group can be summarised as follows:</p> <ul style="list-style-type: none"> • implementing sustainable marketing strategies in order to grow its E-Commerce Platform sales and enhancing customer services; • growing and upgrading its own brand products focusing on growing and developing its range of handbags, backpacks and luggage designs for domestic travel; and • expanding the range of third party products. <p>In the longer term, upon the impact of the virus subsiding, the Group plans to grow its wholesale business in in Australia and carry out the following in Malaysia:</p> <ul style="list-style-type: none"> • establishing "One Stop Solution Concept Stores for Travellers"; and • value adding services through collaborations. 	5.9
What is the Group's historical financial performance?	<p>The Company itself has little operational history as it was incorporated on 26 July 2019. However, Group entities have been operating since 16 April 1996.</p> <p>This Prospectus contains historical financial information of the Groups' operating entities for the year ended 31 May 2018, 31 May 2019 and for period ended 30 November 2019, which represents the operating history of the Group.</p> <p>In addition to the operating history of the Group, the draft unaudited and unreviewed results of the year ended 31 May 2020 were affected by the COVID-19 pandemic and the global near-halt in travel and tourism and the various measures taken by the Malaysian government in dealing with the pandemic, including the forced closure of retail stores.</p> <p>Sales for the last full audited year ended 31 May 2019 were 24% up on the year ended 31 May 2018.</p> <p>Sales for the 6 months ended 30 November 2019 of \$6.8 million were 5% down compared to the revenue for the corresponding 6 months ended 30 November 2018 of approximately \$7.1</p>	8 and 5.7

Topic	Summary	Section Reference
	<p>million. This was mainly due to the closure of 3 underperforming stores, which positively impacted the Groups profit via a reduction in expenses.</p> <p>Unaudited sales in the half year ended 31 May 2020 were \$2.64 million, compared to audited sales of \$6.78 million in the six months ended 30 November 2019, and \$6.37 million in the six months ended 31 May 2019. The decrease in sales in the 6 months ended 31 May 2020 compared to the prior comparative period ended 31 May 2019 was 58%. This reduction reflects the temporary closure of the stores and reduced confidence as a result of COVID-19.</p> <p>The temporary store closures, reduced confidence and the resultant fall in sales contributed a decline in the unaudited cash and cash equivalents for the year ended 31 May 2020 to \$7,930 as a result of payment of ongoing expenses.</p> <p>With the re-opening of stores in May, the Group believes this set back is temporary in nature and with its new Australian market, the Company believes it has growth opportunities ahead. After the re-opening of the stores in May 2020 the Group has observed that sales have started to increase, albeit that a short period only has occurred until the date of this Prospectus.</p> <p>Unaudited total liabilities of the Group for the year ended 31 May 2020 increased by approximately \$1 million compared to the total liabilities for the half year ended 30 November 2019, due to additional advances made by directors to the Group.</p> <p>No adjustments to asset values have been made in the unaudited management accounts for any potential inventory, receivables, fixed assets or investment property write downs as a result of COVID-19 and the related economic uncertainty.</p> <p>The unaudited and unreviewed consolidated statement of financial position of the Group at 31 May 2020, compared to the statement of financial position of Rofina Marketing at 30 November 2019 is summarised as follows;</p> <ul style="list-style-type: none"> • Cash and cash equivalents \$7,930 (November 2019 \$46,531) • Net current liabilities of \$767,602 (November 2019 net current assets of \$680,243) • Net liabilities \$1,352,247 (November 2019 net assets of \$818,981) <p>The Group has carefully considered its options to reduce and repay its trading costs and liabilities and its financing liabilities as at 31 May 2020. The Group considers that it will be able to ensure that all obligations are met, and that liabilities are reduced in the future under the following prudent bases which the directors consider are reasonable in the current environment;</p>	

Topic	Summary	Section Reference
	<ul style="list-style-type: none"> Sales will improve slowly and steadily over the 18 months to 30 November 2021, with worst case assumptions that sales for the six months to 30 November 2020 will be 23% of the prior comparative six month period to 30 November 2019, that sales for the six month period to 31 May 2021 will be 45% of sales for the six months to 31 May 2019 (the latest pre COVID comparable period) and that sales to 30 November 2021 will be 50% of the six months to 30 November 2019 (the latest pre-COVID comparable period), and that sales will continue to gradually increase after that. This worst case allows for the Group to generate operating cashflows; Revaluation and reassessment of the current retail shops and to reduce the number of underperforming stores, if necessary. This will correspondingly result in a reduction of manpower, property and logistic costs, and ensuring that they do not increase over current levels for at least 18 months from 31 May 2020; Sale of the Group's investment properties, if necessary, which would increase the cashflow of the Company and reduce the liabilities and interest costs of the Group, Investment properties are carried at \$806,491 as at 30 November 2019); and Use of the \$1 million directors undertaking as detailed in section 7.9 should this be necessary. <p>On these prudent assumptions the Directors consider that the capital raised in this prospectus is sufficient to ensure that all obligations are met as they fall due, and that liabilities are gradually reduced over the next 18 months and into the future after that. Therefore with the capital to be raised via this Prospectus, the Group is confident for the future, notwithstanding the difficulties that COVID-19 has and continues to cause.</p> <p>The Directors are confident that the Group will be able to continue to meet its obligations on an ongoing basis. Accordingly, the financial information in this Prospectus is prepared on a going concern basis. No adjustments have been made to the financial information relating to the recoverability or classification of the recorded asset amounts and classification of liabilities that maybe necessary should the Group not continue as a going concern.</p> <p>Refer to Section 5.7 for further details.</p>	

Topic	Summary	Section Reference
Risk factors		
What are the key risk factors facing the Company?	<p>Before applying for Shares you should consider the key risks associated with an investment in the Company. The occurrence of any of these risks may have a material adverse impact on the Group's reputation, business, operational performance and financial results.</p> <ul style="list-style-type: none"> Decrease in travel levels: a decrease in travel levels could negatively impact sales of the Group's travel luggage which makes up the majority of the Group's sales. The outbreak of the novel coronavirus in December 2019, the recent 2020 Movement Control Order imposed by the Malaysian Government and the worldwide travel restrictions has affected the tourism industry as a whole and has had a significant negative impact on the business of the Group (by way of reduced sales) and may continue to have a negative impact on the sales and profitability of the Group. However, the Group believes that the impact on the Group will only be short-term in nature; Coronavirus (COVID-19): In an effort to curb the spread of the virus, various measures (ranging from travel restrictions to quarantine controls) have been imposed by governments, countries and territories across the globe. The Malaysian Government had on 16 March 2020 imposed the 2020 Movement Control Order from 18 March 2020 nationwide to curb the spread of the COVID-19 infection in Malaysia. This order resulted in the closure of all retail stores of the Group on 18 March 2020. 26 retail stores of the Group have since reopened in May 2020. <p>Although there has been and is no effect to the supply chain of the Group, COVID-19 has negatively significantly affected the tourism industry and, together with the 2020 Movement Control Order has had a negative impact on the business of the Group and will continue to have a negative impact on sales and profitability of the Group. At this stage, it is not clear what the impact of COVID-19 will be on the Group in the long term.</p> <p>The Group has implemented cost reductions measures and is closely monitoring its sales and financial performance and is attempting to mitigate the circumstances by actively promoting online sales and other digital marketing strategies; and aggressively promoting its other available products. However, slowed growth or recession due to the widespread of COVID-19 may reduce market demand for the Group's products which may adversely affect financial performance.</p> <ul style="list-style-type: none"> Effective response to changes in market trends: the success of the Group's business is dependent on the 	6

Topic	Summary	Section Reference
	<p>Group's ability to identify the market trends in the Group's existing markets and then to design and bring to these markets in a timely manner product that fulfil these current preferences. Failure to fulfil these preferences may lead to a decrease in sales of the Group;</p> <ul style="list-style-type: none"> • Dependence on key Personnel: the Group depends on the talent and experience of the Group's Personnel as the Group's primary asset. Loss of such key Personnel may adversely affect the Group's ability to develop and implement its business growth and growth strategies or increase the cost of obtaining suitable personnel; • Strong competition: the Group faces strong competition in the region which the Group operates that may impede the Group's ability to grow market share in key growth markets and product offerings; • Cashflows: the peak sales months of the Group are from Christmas through to the Chinese lunar new year. The Group had a negative cashflow for the six-month period ended 30 November 2019 due to lower revenue compared to its operating expenses. Historically, revenue increased significantly in the second half of the financial year due to peak sales months. However, given the current uncertainties in the global market, there is no assurance that this trend will be achievable by the Group for the current financial year. <p>Although the Group seeks to manage its working capital, there is also no assurance that the Group will be able to match the timing and amounts of cash inflows with timing and amounts of payment obligations and other cash outflows. As a result, there could be a period during which the Group will experience net cash outflows where the Group is required to obtain external financing to meet obligations. Inability to do so may result in a default in payment obligations and an adverse effect in the Group's financial position and operation;</p> <ul style="list-style-type: none"> • Going concern: at 30 November 2019, the Group had consolidated pro-forma cash and cash equivalents of \$1,212,197, net current assets of \$1,652,096, and the Group had pro-forma total liabilities of \$10,434,583, of which \$4,104,076 were repayable within one year. This gives rise to a material uncertainty in relation to the Group's ability to realise its assets and settle its liabilities at the amounts stated in the financial information. With the current availability of cash and liquid assets, the Directors consider the Group will be able to meet its obligations as and when they fall due. Failure to do so may have an adverse impact on the financial position of the Group. The Group has amongst others, entered into an agreement with 	

Topic	Summary	Section Reference
	<p>Boon Chin Soo (Executive Chairman and the Company's largest shareholder) and Wei Yin Soo (Chief Executive Officer and substantial shareholder) pursuant to which they have jointly and severally and unconditionally agreed to provide to the Group a loan of up to \$1,000,000 (interest free and unsecured) to support, fund and maintain the operations of the Group, in the ordinary course of business during the period of 12 months from the date Rofina is admitted to the official list of the NSX or 31 May 2022 (whichever is later). Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo and Wei Yin Soo and the Group. Please also refer to information in the section on historical financial performance in section 4.2;</p> <ul style="list-style-type: none"> • Dependency on network of sales and distribution channels: the retail sales depend on the Group's ability to maintain effective sale and distribution channels in each of the markets in which the Group operates. Failing to maintain the Group's sales and distribution channels and timely deliveries may adversely affect the Group's sales and profitability and the implementation of the Group's growth strategy; • Supply Chain: although the Group is not dependent on any key or one manufacturer, there can be no assurance that the manufacturers will be able to deliver, in a timely and cost-effective manner, products that meet the Group's quality standards, which could result in damage to customer relationships, lost sales and reduced market share and, consequently, could have an adverse effect on the net sales and profitability. <p>Despite the manufacturers of the Group's products mainly being located in China, the recent outbreak of the coronavirus in December 2019 and the quarantine measures undertaken to contain the virus did not materially adversely affect the supply chain of the Group as the Group had sufficient stock in its warehouse during this period and shipment of goods has since resumed on 2 March 2020. However, although the Company believes that it holds sufficient stock to mitigate any short term disruption, there is no assurance that the Group may be able to ensure continuous supply of products in the future.</p> <ul style="list-style-type: none"> • Loss of reputation: there are various aspects that might result in reputation loss to the Group or the brand which includes but is not limited to any regulatory proceedings, supplies of defective products, delay on supplies of products and intellectual property infringement. If the Group's or brand's reputation is lost, this may result in 	

Topic	Summary	Section Reference
	<p>withdrawal of investors and confidence loss from customers. Hence the financial position, financial performance and the Group's operations may be negatively impacted;</p> <ul style="list-style-type: none"> • Intellectual property risk: there are 29 trademarks that have been issued to the Group, which include trademarks of Rofina, Cosas United, Ragdoll, Nafiro and Commander. However, there is no total guarantee on such protection as competing companies can differentiate or make alterations to such trademarks for imitation purposes. In such circumstance, the counterfeit will induce the customers into believing they belong to the Group, in return this may negatively affect the Group's reputation and brand names. As a result, the financial position and financial performance could be negatively affected from such unauthorized and unlawful infringements; • Credit risk: the main credit risk derives from the departmental stores and wholesale customers which have been granted credit terms by the Group. Failure of these wholesale customers and departmental stores to make payment on their credit will have a negative impact on the Group's finances; • Early termination of key contracts: the Group aspires to expand into a global business. The key contracts that the Group is concerned are the contracts for exclusive distributorship of international brands like Lancaster. This exclusive distributorship expands the range of products sold by the Group. The early termination of such key contracts may have a negative impact on the Group's competitiveness in the business and lose the appeal towards a certain group of customers or market; • Loss of key stores: although the Group operates out of many store locations, certain stores generate a significant amount of revenue. Stores such as those located at Queensbay Mall, Sunway Velocity Mall and Fahrenheit 88 are amongst such stores that are key to the continuing success of the Group. Loss of such stores will have a negative impact on the Group's operation and financial performance; • System failures: there may be systems interruptions due to maintenance issues, technical malfunctions, human errors or even security breaches and cyberattacks. The sale of products may be affected if E-Commerce Platforms are down for maintenance. This will have negative impact on the Group's operation and financial performance. The Group plans to schedule regular maintenance and checks for its own E-Commerce Platform to minimize such risks. 	

Topic	Summary	Section Reference
	<p>The Group is also dependent upon information technology systems that enable the Group to manage its business efficiently and effectively, and technical problems with these systems, in particular the ordering and inventory management systems, may adversely affect the net sales and reputation of the Group;</p> <ul style="list-style-type: none"> • Growth prospects and company expansion plan: the growth prospects of the Group are dependent on various factors and uncertainties including global economic, effects from local, national and international regulations, effects from any outbreak of contagious disease and execution of expansion strategies; • Concentration of ownership: upon completion of the Offer, the Group's founder, Boon Chin Soo and his associates will hold approximately 48.56% of the Company's issued Shares and is in a position to exercise effective control over matters requiring Shareholder approval, including the election of Directors; • Foreign exchange rate risk: the movement of exchange rates may have favourable or unfavourable impact on returns as the Company holds a majority of non-Australian Dollar denominated investments and cash. Most finished goods for the Group's business are effectively purchased in USD and the Euro while sales are generated mainly in MYR. Any such fluctuations in the value of USD and the Euro against MYR could affect the margins and profitability of the Group; • Geo-political factors: the Group may be affected by the impact that geo-political factors have on the world, the Malaysian or Australian economy, or on financial markets and investments generally or specifically which may have a negative impact on the Group's operation and financial performance; • Force majeure events, natural disasters or outbreaks of pandemics/epidemics: any occurrence of force majeure events, natural disasters or outbreaks of pandemics/epidemics, including but not limited to those caused by the novel coronavirus may restrict business activities in the areas affected, including sales, manufacturing and distribution. This may in turn adversely affect travel in the wider economy which could reduce demand for the Group's products from its customers. Travel risk is discussed in more detail above. • Risk associated with being incorporated under the laws of Australia: the rights of Shareholders under the 	

Topic	Summary	Section Reference
	<p>laws of Australia may differ from the rights of shareholders of a company incorporated in other jurisdictions;</p> <ul style="list-style-type: none"> • Liquidity and volatility of the value of Shares: the market for the Company's Shares may be illiquid and there may be relatively few potential buyers or sellers of the Shares on the NSX at any time. Investors should also be aware that the value of the Shares may be volatile and may go down as well as up and investors may therefore not recover any or all of their original investment; • Raising of funds to meet obligations and take advantage of opportunities: the Company expects that it may need to raise additional funds in the future in order to meet its obligations and to take advantage of growth and expansion opportunities; • General investment risks: other general investment risk would include share market investments, general economic conditions, accounting standards, taxation risks and litigation risks. 	
Directors		
Who are the Directors and key management personnel of the Company?	<p>Boon Chin Soo – Executive Chairman Wei Yin Soo – Chief Executive Officer Jacky Tran Cheung - Non-Executive and Independent Director Chor Keat Ewe – Non- Executive and Independent Director Su Hian Tan - Non-Executive and Independent Director Yeng Fong Wong – Vice Chairman Yi Yun Soo – General Manager Thian Soon Ewe – Marketing Manager</p>	7.1
What experience do the Directors have?	<p>The Company has a highly skilled team which has been instrumental in driving the growth of the Group and includes:</p> <ul style="list-style-type: none"> • Boon Chin Soo (Executive Chairman) who is the founder of the Group and has more than 40 years of experience in manufacturing and retailing sectors. He provides leadership to the board and oversees the Group's research and development team. • Wei Yin Soo (Chief Executive Officer) joined in 2011 and is generally responsible for managing the overall operations and resources of the Group and acts as the main point of communication between the Directors and managers of the Group. <p>In 2019, the Company additionally appointed the following Directors with a diverse background:</p> <ul style="list-style-type: none"> • Jacky Tran Cheung (Non-Executive and Independent Director and Chairman of the Nomination and Remuneration Committee) is the managing director of Capital Link Pty Ltd and executive operations director of 	7.2

Topic	Summary	Section Reference																														
	<p>Banc Group Pty Ltd, companies in financial advisory and property development;</p> <ul style="list-style-type: none"> • Chor Keat Ewe (Non-Executive and Independent Director and Chairman of the Audit and Risk Committee) is a member of Malaysia Institute of Accountants for more than 10 years and is a partner of Sincere Commercial Service, an accounting firm in Penang, Malaysia; and • Su Hian Tan (Non-Executive and Independent Director) works with ABBA Group in Sydney as Business Adviser in business broking, mergers and acquisitions. 																															
What are the Director shareholdings?	<p>The Directors of the Company or their associates have a beneficial interest in the following Shares in the Company at the Prospectus Date:</p> <table border="1"> <thead> <tr> <th>Director</th> <th>Shareholder</th> <th>Shares</th> </tr> </thead> <tbody> <tr> <td>Boon Chin Soo</td> <td>Direct interest</td> <td>36,422,168</td> </tr> <tr> <td></td> <td>Indirect interest through his spouse, son, daughter and spouse of his son</td> <td>40,062,168</td> </tr> <tr> <td></td> <td>Aggregate shareholding of Boon Chin Soo and his associates¹</td> <td>76,484,336</td> </tr> <tr> <td>Wei Yin Soo</td> <td>Direct interest</td> <td>14,568,868</td> </tr> <tr> <td></td> <td>Indirect interest through his parents, sister and spouse</td> <td>61,915,468</td> </tr> <tr> <td></td> <td>Aggregate shareholding of Wei Yin Soo and his associates²</td> <td>76,484,336</td> </tr> <tr> <td>Jacky Tran Cheung</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Chor Keat Ewe</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Su Hian Tan</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Director	Shareholder	Shares	Boon Chin Soo	Direct interest	36,422,168		Indirect interest through his spouse, son, daughter and spouse of his son	40,062,168		Aggregate shareholding of Boon Chin Soo and his associates ¹	76,484,336	Wei Yin Soo	Direct interest	14,568,868		Indirect interest through his parents, sister and spouse	61,915,468		Aggregate shareholding of Wei Yin Soo and his associates ²	76,484,336	Jacky Tran Cheung	Nil	Nil	Chor Keat Ewe	Nil	Nil	Su Hian Tan	Nil	Nil	7.6
Director	Shareholder	Shares																														
Boon Chin Soo	Direct interest	36,422,168																														
	Indirect interest through his spouse, son, daughter and spouse of his son	40,062,168																														
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Jacky Tran Cheung	Nil	Nil																														
Chor Keat Ewe	Nil	Nil																														
Su Hian Tan	Nil	Nil																														

¹ The voting power of Boon Chin Soo is required to be aggregated with the voting powers of the following persons as they are 'associates' for the purposes of the Corporations Act:

- (a) his spouse, Yeng Fong Wong;
- (b) his son, Wei Yin Soo;
- (c) his daughter, Yi Yun Soo; and
- (d) the spouse of his son, Siew Jiun Khor.

² The voting power of Wei Yin Soo is required to be aggregated with the voting powers of the following persons as they are 'associates' for the purposes of the Corporations Act:

- (a) his parents, Boon Chin Soo and Yeng Fong Wong;
- (b) his spouse, Siew Jiun Khor; and
- (c) his sister, Yi Yun Soo.

Topic	Summary	Section Reference												
What benefits are being paid to the Directors?	<p>The proposed remuneration to be paid to each of the Directors for FYE 31 May 2021 are as follows:</p> <table border="1"> <thead> <tr> <th>Director</th> <th>Amount per annum (\$)</th> </tr> </thead> <tbody> <tr> <td>Boon Chin Soo</td> <td>52,700</td> </tr> <tr> <td>Wei Yin Soo</td> <td>47,400</td> </tr> <tr> <td>Jacky Tran Cheung</td> <td>7,200</td> </tr> <tr> <td>Chor Keat Ewe</td> <td>7,200</td> </tr> <tr> <td>Su Hian Tan</td> <td>7,200</td> </tr> </tbody> </table>	Director	Amount per annum (\$)	Boon Chin Soo	52,700	Wei Yin Soo	47,400	Jacky Tran Cheung	7,200	Chor Keat Ewe	7,200	Su Hian Tan	7,200	7.8
Director	Amount per annum (\$)													
Boon Chin Soo	52,700													
Wei Yin Soo	47,400													
Jacky Tran Cheung	7,200													
Chor Keat Ewe	7,200													
Su Hian Tan	7,200													
Who will be the substantial shareholders of the Company at completion of the Offer?	<table border="1"> <thead> <tr> <th>Shareholder</th> <th>Shares at the completion of the Offer</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Boon Chin Soo</td> <td>36,422,168</td> <td>23.13</td> </tr> <tr> <td>Wei Yin Soo</td> <td>14,568,868</td> <td>9.25</td> </tr> <tr> <td>Yeng Fong Wong</td> <td>14,568,867</td> <td>9.25</td> </tr> </tbody> </table>	Shareholder	Shares at the completion of the Offer	%	Boon Chin Soo	36,422,168	23.13	Wei Yin Soo	14,568,868	9.25	Yeng Fong Wong	14,568,867	9.25	5.11
Shareholder	Shares at the completion of the Offer	%												
Boon Chin Soo	36,422,168	23.13												
Wei Yin Soo	14,568,868	9.25												
Yeng Fong Wong	14,568,867	9.25												
What related party agreements is the Company or any of its subsidiaries a party to?	<ul style="list-style-type: none"> Undertaking dated 21 February 2020 between Boon Chin Soo and Wei Yin Soo, as directors in favour of Rofina, Rofina Australia, Rofina Holdings and Rofina Marketing whereby Boon Chin Soo and Wei Yin Soo jointly, severally and unconditionally undertook to provide an unsecured and interest free loan to the Group as may be required (up to an amount of \$1,000,000) to support, fund and maintain the operations of the Group, in the ordinary course of the Group's business during the period of 12 months from the date the Company is admitted to the official list of the NSX or 31 May 2022, whichever period ends later. Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo, Wei Yin Soo and the Group ("Directors' Undertaking"). Tenancy Agreement and Letter of Renewal of Tenancy Agreement between Yi Yun Soo and Rofina Marketing dated 10 October 2017 and 28 May 2020 respectively for the rental of its employees' residences in Penang, Malaysia for a term of 3 years commencing on 1 July 2017 and expiring on 30 June 2020 for a monthly rental of \$623³. The tenancy is further extended for another 2 years commencing on 1 July 2020 to 30 June 2022 for a monthly rental of \$519⁴. The total commitment is therefore \$12,456. 	7.9												

³ Calculated based on the exchange rate as at 29 May 2020 of MYR/AUD: 2.8891.

⁴ Calculated based on the exchange rate as at 29 May 2020 of MYR/AUD: 2.8891.

Topic	Summary	Section Reference
	<ul style="list-style-type: none"> Appointment letters with the non-executive and independent Directors of the Company. Employment letters with the executive Directors and related key executives of the Company which contain standard terms and conditions including confidentiality and restraint on competition ("Executive Employment Letters"). 	
What Material Contracts have been entered into by the Company or any of its subsidiaries?	<ul style="list-style-type: none"> Share Exchange Agreement 1 – On 2 January 2020, the then shareholders of Rofina Marketing entered into a Share Exchange Agreement with Rofina Holdings in which each then shareholder of Rofina Marketing on the date of transfer received one share in Rofina Holdings for every share they held in Rofina Marketing. Share Exchange Agreement 2 – On 22 January 2020, the then shareholders of Rofina Holdings entered into a Share Exchange Agreement with the Company in which each then shareholder of Rofina Holdings on the date of transfer received 11 Shares in Rofina for every share they held in Rofina Holdings. Directors' Undertaking – summarised above. Executive Employment Letters – summarised above. Master Exclusive Franchise Agreement – On 27 February 2017, Rofina Marketing entered into a Master Exclusive Franchise Agreement with Lancaster Paris as a franchisee to use the franchise system which includes a licence to use certain trademarks, sale of merchandise, common advertising design and know-how in development, production and distribution in the territory of Malaysia for a term of 5 years from 27 February 2017 to 26 February 2022. 	10
What Share escrow arrangements are in place?	<p>Subject to the Company being admitted to the Official List, certain Shares on issue prior to the Listing will be classified by NSX as restricted securities and will be required to be held in escrow.</p> <p>It is estimated that 48.56% of the total Shares on issue after completion of the Offer (being all the Shares held by the Directors and their associates) will be subject to escrow for a period of 12 or 24 months from the date of Official Quotation.</p> <p>The Company will announce to NSX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on NSX.</p>	11.12
Funding		
Will the Group be adequately funded?	The Directors are satisfied that the Group will have sufficient working capital to carry out its operations as detailed in this Prospectus for the reasons set out in Section 4.3.	4.3

Topic	Summary	Section Reference
after the Shares are quoted on NSX?		
What is the dividend policy?	No dividend is anticipated to be paid in the first year following the Listing. Any future determination will be at the discretion of the Directors. Subject to the Corporations Act, the Company may pay dividends to Shareholders after considering its operating results, available cash flows, financial condition, taxation position, franking position, future capital requirements, general business and financial conditions, and other factors the Directors consider relevant.	5.12
Where can I find more information?	Enquiries should be addressed to the Company at its registered office, being c/- Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000.	Not applicable.

4.2 Summary of historical and pro forma historical financial information

The summary financial information in this section is presented in summary only. It must be read in conjunction with Section 8 (Financial information), Section 6 (Risk factors) and Section 15 (Glossary).

Historical Revenue, EBITDA, EBIT, and NPAT	Rofina Marketing for half-year ended 30 November 2019	Rofina Marketing for year ended 31 May 2019	Rofina Marketing for year ended 31 May 2018
	\$	\$	\$
Revenue and other income	6,834,466	13,753,934	11,126,072
EBITDA / (Loss)	579,216	711,464	(1,838,072)
EBIT / (Loss)	269,644	357,782	(2,179,125)
Net Profit/(Loss) Before Tax	74,511	36,968	(2,455,815)
NPAT / (Loss)	74,511	36,968	(2,455,815)

The summary historical financial information comprises; the extracted historical statement of profit and loss and other comprehensive income and the extracted statement of cashflows for the half-year ended 30 November 2019 of Rofina Marketing, the extracted statement of financial position as at 30 November 2019 of Rofina Marketing, the extracted historical statement of profit and loss and other comprehensive income and the extracted statement of cashflows for the year ended 31 May 2019 and 31 May 2018 of Rofina Marketing, and the extracted statement of financial position as at 31 May 2019 and 31 May 2018 of Rofina Marketing. Rofina was incorporated on 26 July 2019, Rofina Australia was incorporated on 29 July 2019 and Rofina Holdings was incorporated on 29 July 2019.

The Pro-Forma Historical Financial Information comprise; the Pro Forma Consolidated Statement of Financial Position of Rofina as at 30 November 2019, which includes the extracted statement of financial position as at 30 November 2019 of Rofina Marketing, Rofina Holdings, Rofina Australia, and assumes the pro forma transactions as set out in Section 8.6 had occurred on 30 November 2019.

Historical statements of profit and loss and other comprehensive income

	Reviewed historical profit and loss and other comprehensive income information of Rofina Marketing for half-year ended 30 November 2019	Audited historical profit and loss and other comprehensive income information of Rofina Marketing for year ended 31 May 2019	Audited historical profit and loss and other comprehensive income information of Rofina Marketing for year ended 31 May 2018
	\$	\$	\$
Revenue			
Revenue	6,781,822	13,504,613	10,882,083
Other income	52,644	249,321	243,989
Cost of goods sold	(2,316,961)	(5,164,881)	(4,636,541)
Expenses			
General and administration expenses	(2,475,767)	(5,621,467)	(5,537,960)
Depreciation and amortisation	(309,572)	(353,681)	(359,108)
Employee benefit expenses	(1,323,801)	(2,105,414)	(2,304,509)
Advertising	(130,899)	(92,931)	(242,862)
Finance costs	(195,133)	(320,816)	(276,690)
Professional fees	(7,822)	(57,776)	(224,217)
Profit/(loss) before income tax	74,511	36,968	(2,455,815)
Income tax	-	-	-
Profit/(loss) after income tax	74,511	36,968	(2,455,815)
Other comprehensive income			
Total other comprehensive income	-	-	-
Total comprehensive income/(loss) for the year	74,511	36,968	(2,455,815)

Historical and pro forma statements of financial position

	Pro forma consolidated statement of financial position as at 30 November 2019	Reviewed historical statement of financial position of Rofina Marketing as at 30 November 2019	Audited historical statement of financial position of Rofina Marketing as at 31 May 2019	Audited historical statement of financial position of Rofina Marketing as at 31 May 2018
	\$	\$	\$	\$
Assets				
Current assets				
Cash and cash equivalents	1,212,197	46,531	38,775	57,993
Trade and other receivables	1,430,311	1,602,933	1,731,430	1,377,341
Inventory	3,113,664	3,098,732	2,706,116	2,075,316
Total current assets	5,756,172	4,748,196	4,476,321	3,510,650
Non-current assets				
Property plant and equipment	5,662,753	5,662,753	3,434,155	3,673,429
Investment property	806,491	806,491	795,812	788,011
Total non-current assets	6,469,244	6,469,244	4,229,967	4,461,440
Total assets	12,225,416	11,217,440	8,706,288	7,972,090
Liabilities				
Current liabilities				
Trade and other payables	1,797,222	1,761,099	4,119,196	6,164,167
Financial liabilities	2,306,854	2,306,854	2,317,323	2,186,237
Total current liabilities	4,104,076	4,067,953	6,436,519	8,350,404
Non-current liabilities				
Trade and other payables	2,102,974	2,102,974	-	-
Financial liabilities	4,227,533	4,227,533	2,062,114	2,183,878
Total non-current liabilities	6,330,507	6,330,507	2,062,114	2,183,878
Total liabilities	10,434,583	10,398,459	8,498,633	10,534,282
Net assets/(liabilities)	1,790,833	818,981	207,655	(2,562,192)
Issued capital	2,267,393	4,316,110	3,785,302	1,097,147
Accumulated losses	(476,560)	(3,497,129)	(3,577,647)	(3,659,339)
Total Equity (Deficiency)	1,790,833	818,981	207,655	(2,562,192)

4.3 Going concern

For the 6-month period ended 30 November 2019, Rofina Marketing had cash and cash equivalents of \$46,531, had total liabilities of \$10,398,459 of which \$4,067,953 were repayable within one year, and had cash outflows from operations of \$271,238.

At 30 November 2019, the Group had consolidated pro forma cash and cash equivalents of \$1,212,197, net current assets of \$1,652,096, and the Group had pro forma total liabilities of \$10,434,583, of which \$4,104,076 were repayable within one year.

This gives rise to a material uncertainty in relation to the Group's ability to realise its assets and settle its liabilities at the amounts stated in the financial information. With the current availability of cash and liquid assets, the Directors consider the Group will be able to meet its obligations as and when they fall due based on the following assumptions, which the Directors consider reasonable;

- Rofina Marketing has traded profitably for the financial period ended 30 November 2019 and financial year ended 31 May 2019, as disclosed in the historical financial information,
- As at 31 May 2020, Boon Chin Soo had advanced \$343,819 to the Group on an unsecured, interest free basis and with no specific terms of repayment,
- Boon Chin Soo and Wei Yin Soo have jointly and severally agreed to provide a loan to the Group capped at \$1,000,000 (interest free and unsecured) with the effect that the said directors will make sufficient funds available to the Group up to the cap as required to enable the Group to meet the Group's obligations in the normal course of business for a period of 12 months from the date Rofina is admitted to the list of the NSX or 31 May 2022, whichever is later. Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo, Wei Yin Soo and the Group. The said directors are in a position to make this undertaking,
- The Group has negotiated deferred payment of certain trade creditors until August 2021 at the earliest, and the Directors consider that the Group has the continuing support of its key suppliers in relation to this,
- The Group obtained rental reductions from 13 of its landlords and is in the process of negotiating reduction in rentals for its remaining retail stores,
- The Group obtained moratorium for loan repayments from its major bankers for a period of 6 months from April 2020 and has requested for an extension of the moratorium for a further period of 4 months to January 2021,
- The Group reduced the salaries of its executive employees by 20% for a period of 3 months from 1 April 2020 and reduced the salaries of its 4 directors on a tiered basis of 100%, 40%, 20% and 10% for each quarter commencing 1 May 2020,
- The Group obtained from the Malaysian Government a RM800 wage subsidy for each of its 121 employees for the month of April 2020, 112 employees for the month of May and 102 employees for the month of June. Rofina Marketing will continue to apply for the wage subsidies for the months of July until September,
- The Group's operations are scalable and the option to reduce expenses should this be necessary. In this regard, the Group has decided to close 2 retail stores, one located at AEON Bandaraya Melaka and the other at ONE Utama Shopping Centre, upon expiry of their respective tenancies in August 2020. The Group will closely monitor the performance of each retail store and close underperforming stores and take measures to consolidate certain stores located in the same capital state in Malaysia upon expiry of their respective tenancies. Store closures would also reduce staff costs significantly,
- The Prospectus is expected to raise \$1,250,000 of cash after the payment of outstanding Listing expenses of approximately \$200,000, and
- The Directors consider that sufficient additional capital will be available from shareholders and financiers as required.

Accordingly, the financial information in this Prospectus is prepared on a going concern basis. No adjustments have been made to the financial information relating to the recoverability or classification of the recorded asset amounts and classification of liabilities that maybe necessary should the Group not continue as a going concern.

4.4 Nominated Adviser

Companies intending to list on NSX are required to have a Nominated Adviser. It is contemplated that, with a Nominated Adviser for each entity, investors will be offered better protection because Nominated Advisers are required to make sure that companies meet the ongoing requirements for listing on NSX and the requirements of the Corporations Act.

Southasia Advisory Sdn Bhd, a Malaysian company, has been appointed to act as the Company's NSX Listing Nominated Adviser as required under the Listing Rules. Southasia Advisory Sdn Bhd's main role is to advise the Company and its Directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company in its Listing on NSX. The Company's nominated adviser is experienced in capital markets in the Australian and South East Asian region and in this regard has satisfied NSX's requirements for appointment as a Nominated Adviser. The Company's Nominated Adviser is assisted and advised by Australian lawyers and the Company Secretary, both of whom are located in Australia.

Important notice

This section is not intended to provide full details of the investment opportunity. Investors must read this Prospectus in full to make an informed investment decision. The Shares carry no guarantee of return of capital, return on investment, payment of dividends or on the future value of the Shares.

05 Business overview

5.1 Overview of Rofina

Rofina Group Limited (ACN 635 120 517) together with its subsidiary companies is one of the largest speciality retailers of luggage, bags, winter apparel and travel accessories in Malaysia.

The Group constantly strives to provide customers with a wide range of products at affordable prices and with good after sales service and aims to be one of the market leaders in the luggage, bags, winter wear and travel accessories industry and to gain international recognition by carrying a wide range of quality products through the sale and distribution of innovative designs of its own brand names and distributorships of products of other brand owners.

As at the Prospectus Date, the Group operates 26 retail stores and has a presence in 3 departmental stores in major shopping centres across Malaysia. The Group's stores are located in shopping centres and range from approximately 422 square feet to 2,347 square feet in size.

The Group has an online presence and in October 2019 commenced its wholesale business in Australia with operations in Sydney and Melbourne.

5.2 Background and Group structure

The Company is an Australian public company incorporated on 26 July 2019 for the initial purpose of:

- (a) being the holding company for the entire share capital of Rofina Pty Ltd (ACN 635 159 992) ("**Rofina Australia**"), an Australian proprietary limited company incorporated on 29 July 2019 which carries on the wholesale business of the Company in Australia; and
- (b) acquiring the entire share capital of Rofina Holdings Sdn Bhd (Registration No. 201901026804 (1336133-X)) ("**Rofina Holdings**"), a Malaysian investment holding company incorporated on 29 July 2019, which in turn is the holding company of Rofina Marketing (M) Sdn Bhd (Registration No. 199601011587 (383936-A)) ("**Rofina Marketing**"), a Malaysian private limited company incorporated on 16 April 1996 which carries on the Group's main business of retail concept stores selling multiple types of luggage, bags, winter apparel and travel accessories. A summary of these acquisitions may be found in Sections 10.1 and 10.2.

Other than in its capacity as the holding company of the companies within the Group, the Company is currently not involved in any business activities and does not own any material assets. The current structure of the Group is depicted in the chart below:

Group Structure



5.3 History of the Group

The business was founded in 1985 by Boon Chin Soo as a travel bag manufacturing business. Since then, Rofina has been transformed into retail concept stores selling multiple types of luggage, bags, winter apparel and travel accessories.

Events which Rofina considers key to the development of the Group:

Year	Events
1985	Boon Chin Soo founded Rofina Trading Co., a partnership principally involved in the manufacturing of travelling bags.
1989	Began the manufacture of briefcases.
1992	Began the manufacture of ladies' handbags.
1995	Registered "Rofina" trademark in Malaysia.
1996	The founder converted the business of Rofina Trading Co. as a partnership into a private limited company, namely Rofina Marketing.
1999	Diversified into luggage and bags retail business and opened its first retail outlet in Megamall, Penang.
2004	Expanded its product range by including winter apparel and accessories.
2006	Registered "Cosas United" trademark in both Malaysia and London.
2006	Registered "Ragdoll" trademark in Malaysia.
2016	Participated in Canton Fair 2016 – The 120 th China Import and Export Fair.
2017	Appointed as exclusive distributor of <i>Lancaster</i> products in Malaysia.

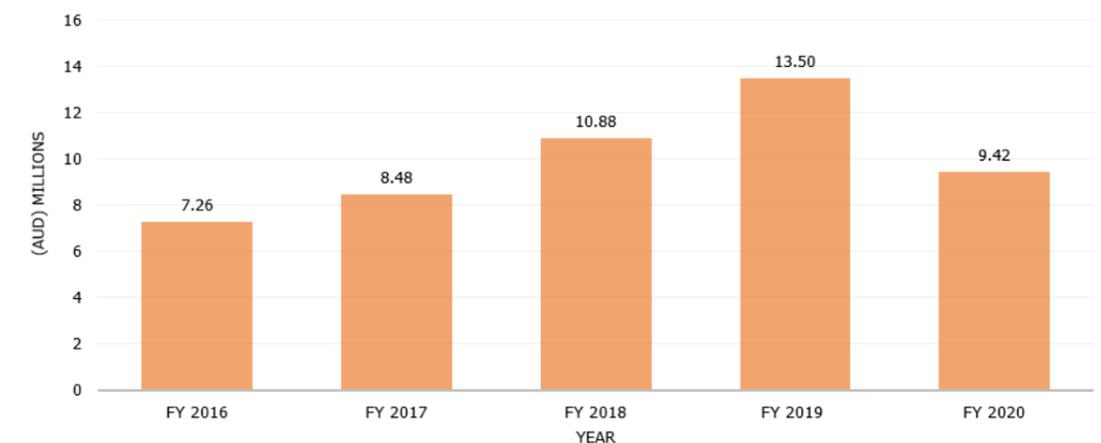
Year	Events
2017-2018	Expanded its distribution network by the opening of 19 additional retail outlets.
2019	Began its wholesale business in Australia with operations in Sydney and Melbourne.
2020	Effects of COVID-19.

The chart below depicts the unaudited development of Rofina over the last 5 financial years from FYE 31 May 2016 to 31 May 2020 (unaudited and unreviewed) showing the change in the sales of Rofina from \$7.26 million in FYE 31 May 2016 to \$13.50 million in FYE 31 May 2019, a CAGR of 16.8%. FYE 31 May 2020 recorded an unaudited unreviewed decline in sales compared to FYE 31 May 2019 of approximately 30% to \$9.42 million.

This was split approximately \$6.78 million to 30 November 2019 and \$2.64 million to 31 May 2020, due to the recent coronavirus pandemic, the global near-halt in travel and tourism and the various measures taken by the government in dealing with the pandemic. The Group recorded a net sales decrease of 84% for the period from February 2020 to May 2020 compared to the same period in 2019.

Refer to Section 5.7 for further details.

Total Sales



5.4 Business

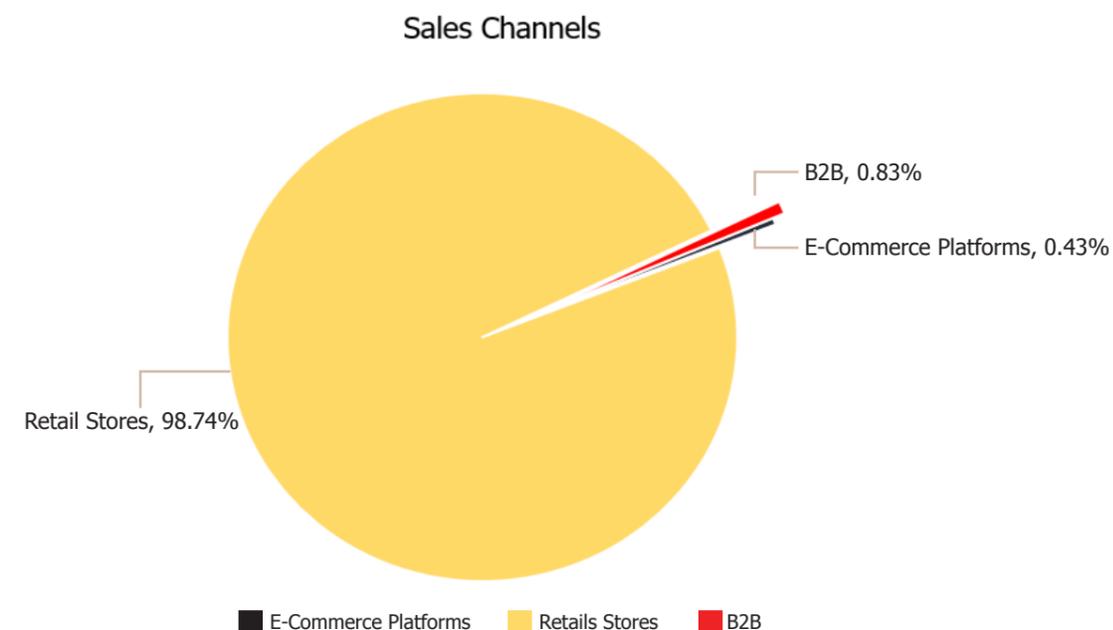
The Group is engaged in the design, marketing and sale of multiple types of luggage, bags, winter apparel and travel accessories and has a luggage service and repair centre to provide after sales services to its customers.

The Group's business model leverages several core competitive advantages as summarised below:

Competitive Advantage	Commentary
Network of stores	As at the Prospectus Date, the Group operates 26 retail stores and has a presence in 3 departmental stores in major shopping centres across Malaysia.
Wide range of product offering	The Group offers a wide range of products with over 5,000 products available consisting of its own brand products and also sale of third party products and goods.
Competitive pricing	The Group offers different price range products to target different market segments. The Group is sensitive to the pricing strategies of competitors and strives to react responsively and effectively to counter such strategies.
Cost effective marketing	The Group actively engages Key Opinion Leaders in Malaysia who promote the Group's products via social media and live videos. This allows the Group to have an average marketing expenditure of approximately 1.6% of sales. The Group's marketing is also supported by other traditional channels, roadshows and participation in events to create brand awareness and visibility.

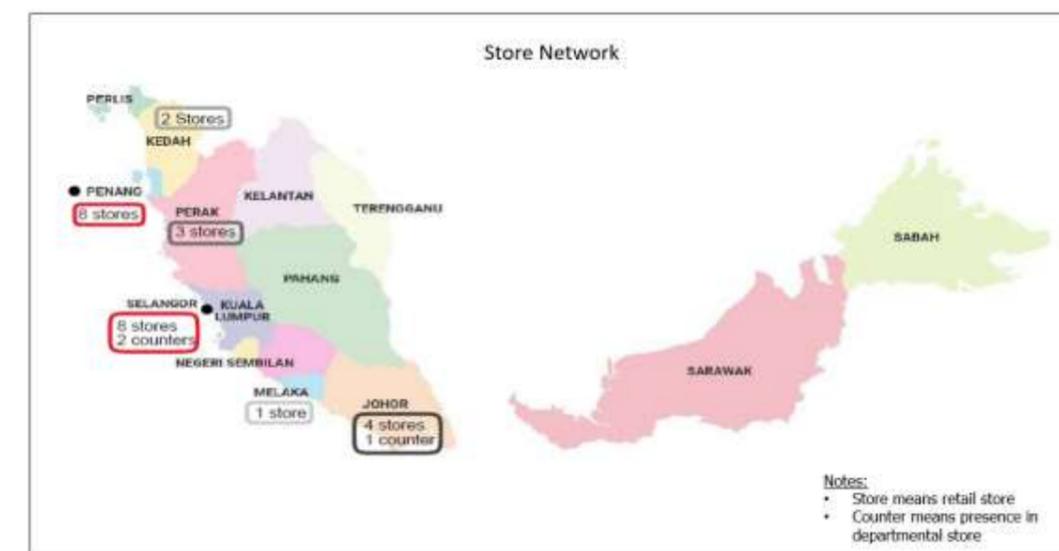
5.4.1 Store network

Rofina Marketing's revenue is derived mainly from retail and trading. The Group sells its products through its retail stores, via B2B and on E-Commerce Platforms. The contribution of these 3 channels for unaudited FYE 31 May 2020, with retail stores being the main contributor is shown in the chart below:



The Group has grown from its home base in Penang, Malaysia to Kuala Lumpur, Johor Bahru, Ipoh, Alor Setar and Melaka, being most of the state capitals of Malaysia. The Group currently has 26 retail stores and a presence in 3 departmental stores in major shopping centres in Malaysia, which carry the brand names *Rofina*, *Cosas United*, *Journey* and *Lancaster*.

The Group's retail stores and presence in departmental stores are generally across all states in Malaysia save for the eastern states of Peninsular Malaysia and East Malaysia. An overview of the Group's store network is depicted in the chart below:



The Group's stores are located in shopping centres and are chosen based on factors such as local market size, demographic profile, store size and layout and required upfront capital expenditure. Although, through cost management initiatives, the Group has decreased the number of retail stores in the last 2 years, the Group has managed to increase its sales from \$10.88 million to

\$13.50 million for FYE 31 May 2018 and FYE 31 May 2019, respectively. The Group believes that its strategic selection of locations and sites has been a key driver of its success.

All the Group's stores are tenanted with an initial term of 1 year to 3 years and include subsequent extension options. The Group is not heavily reliant on any particular landlord and has a landlord base that is well diversified.

After considering the impact and seriousness of COVID-19 and governmental measures undertaken in dealing with this pandemic, the Group implemented cost reduction measures including the permanent closure of 4 retail stores during the period from March to May this year upon expiry of their respective tenancy agreements.

A detailed breakdown of the location of the Group's retail stores and presence in departmental stores under their respective tradenames are as set out below.

Item	Tradename	Location in Malaysia
1	ROFINA	<u>Penang State</u> - Gurney Plaza - Queensbay Mall - Pine Valley Business Center <u>Kedah State</u> - Alor Star Mall
2	COSAS UNITED	<u>Penang State</u> - Queensbay Mall - AEON Bukit Mertajam - Sunway Carnival Mall - Penang Design Village <u>Kedah State</u> - Aman Central Mall <u>Perak State</u> - Ipoh Parade - AEON Mall Taiping - AEON Seri Manjung <u>Kuala Lumpur / Klang Valley</u> - Fahrenheit 88 - NU Sentral - Sunway Velocity Mall - Berjaya Times Square - IOI City Mall - Empire Shopping Gallery - Parkson Departmental Store <ol style="list-style-type: none"> i. Pavilion ii. One Utama Shopping Center <u>Malacca State</u> - AEON Bandaraya Melaka <u>Johor State</u> - AEON Mall Kulaijaya

Item	Tradename	Location in Malaysia
		- AEON Mall Bandar Dato' Onn - Kluang Mall - Paradigm Mall Johor Baru - SOGO @ Mid Valley Southkey Megamall
3	JOURNEY	<u>Penang State</u> - Gurney Paragon Mall
4	LANCASTER	<u>Kuala Lumpur / Klang Valley</u> - Pavilion Shopping Center - One Utama Shopping Center

Example of the Group's retail stores:

ROFINA



Image of the "Rofina" store located at Queensbay Mall, Penang

COSAS UNITED



Image of the "Cosas United" store located at AEON Mall, Bandar Dato' Onn, Johor

JOURNEY



Image of the "Journey" store located at Gurney Paragon Mall, Penang

LANCASTER



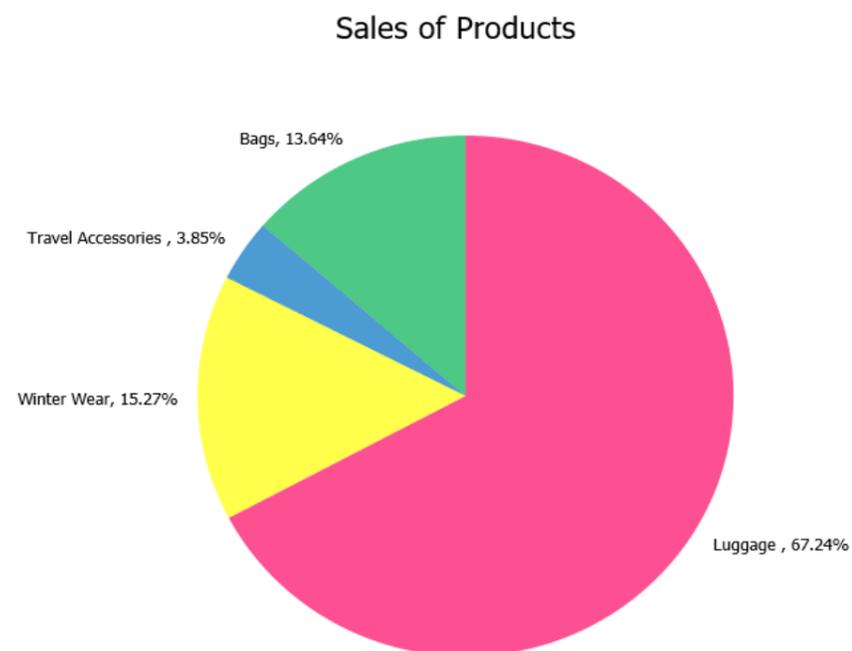
Image of the "Lancaster" store located at Pavilion Shopping Center, Kuala Lumpur

Source: Rofina

5.4.2 Products

The Group has a range of over 5,000 products consisting of its own brand products and those sourced from other third party brands and suppliers both locally and internationally. The Group's principal product categories include multiple types of luggage, bags, winter apparel and travel accessories.

The revenue split of the product categories of the Group for unaudited FYE 31 May 2020 is as follows:



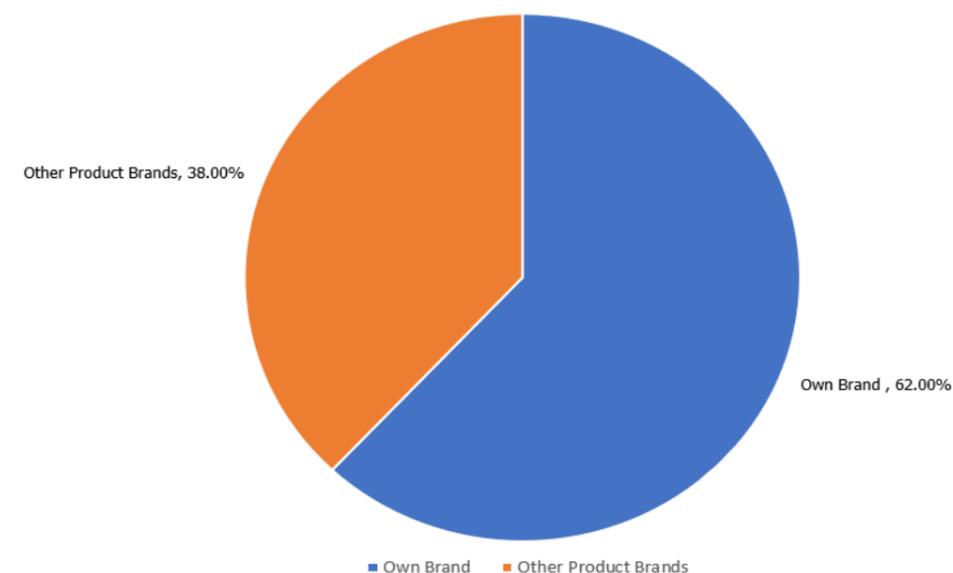
The Group actively manages its range of products with focus on designing, procuring, stocking and distributing products that provide the customer with a wide range of products at various price points to cater for all customers' needs. Due to the recent coronavirus pandemic and various travel bans imposed resulting in a sharp decline in the demand in luggage bags, the Group has been actively promoting and developing its other products focusing on the various bags, backpacks and handbags. The Group intends to further develop its range of these categories to supplement its range of products.

5.4.3 Brands

The Group has designed and commercialised numerous innovations in luggage in various sizes including hard-sided and soft-sided luggage manufactured from various materials such as acrylonitrile butadiene styrene, polycarbonate, polypropylene, aluminium, polyester, nylon and polyvinyl chloride or a combination of these materials. These products which are outsourced mainly to manufacturers in China are sold under the Group's brand names *Rofina*, *Cosas United* and *Ragdoll*. In addition to the Group's own brands, the Group has obtained distributorships (whether exclusive or otherwise) to sell and market other types of luggage, bags, winter apparel and travel accessories from other companies/suppliers.

An overview of the percentage of sale of the Group's own brands and other product brands sold by the Group over the net sales of the Group for the unaudited FYE 31 May 2020 is depicted in the chart below:

Sale of Own Brands and Other Product Brands



5.4.3.1 Own brands

The Group designs, markets and sells a wide range of luggage, bags, winter apparel and travel accessories under the Group's 3 core brands namely, *Rofina*, *Cosas United* and *Ragdoll*. The following table shows the net sales by brand for the unaudited FYE 31 May 2020 and as a percentage of total net sales:

Brands	Unaudited FYE 31 May 2020
	%
Rofina	2.49
Cosas United	53.30
Ragdoll	6.05
Others third party brands	38.16
Total	100

Rofina Marketing owns the intellectual property rights to and has registered the trademarks of these core brands.

The products sold by the Group under these core brands are manufactured by various third-party manufacturers mainly located in China. Despite the manufacturers mainly being located in China, the recent outbreak of the coronavirus in December 2019 and the quarantine measures undertaken to contain the virus did not affect the supply chain of the Group as the Group had sufficient stock in its warehouse during this period and shipment of goods has since resumed on 2 March 2020. Although manufactured by third parties, the Group is not dependent on any key or one manufacturer. A brief description of these products are set out below:

Item	Brand Name	Country of Origin	Products	Target Market and Price Range
1	ROFINA	Malaysia	Luggage & Bag	- Medium
2	COSAS UNITED	Malaysia	Luggage, Winter Apparel & Bag	- Medium to Medium High
3	RAGDOLL	Malaysia	Luggage & Bag	- Medium Low to Medium

The Group develops its brands and products lines in 3 main categories with the intent of optimizing the number of price points in each market segment that the Group covers. This tiered approach of product lines enables the Group to strategically market their products to appeal to a wider range of customers. Each brand or product category consists of multiple product lines and is differentiated in size, design and functionality to meet consumer demands across the various market segments. The Group is continuously developing and releasing new product lines to complement or replace existing products to ensure that the Group's products are current and in line with current market trends and customer preferences.

The Group is also sensitive to the pricing strategies of competitors and is always attentive to ensure that the Group reacts responsively and effectively to counter such strategies.

Images show the Group's own brand products with Key Opinion Leaders of the Group and also certain hired models – photos were taken for the Group for social media and marketing purposes:

Luggage



Sources: Rofina

Winter Apparel



Fashion Bags



Travel Accessories



Sources: Rofina

5.4.3.2 Sole distributorships

Rofina Marketing had in 2017 been appointed as the sole distributor of *Lancaster* products in Malaysia. The marketing and sale of this brand accounted for approximately 7.03% of the net sales for unaudited FYE 31 May 2020. A brief description of these products are as follows:

Item	Brand Name	Country of Origin	Products
1	LANCASTER	France	Bag & Leather Goods

5.4.3.3 Non-exclusive distributorships

In addition to the Group's own brands and the sole distributorship, the Group also markets and sells a wide range of other luggage, bags and travel accessories. These include products from the following brands:

Item	Brand Name	Country of Origin	Products
1	SAMSONITE	USA	Luggage & Bag
2	SAMSONITE RED	USA	Bag (Backpack)
3	AMERICAN TOURISTER	USA	Luggage & Bag
4	KAMILIANT	USA	Luggage
5	DEUTER	USA	Backpack & Hiking backpack
6	OSPREY	USA	Backpack & Hiking backpack
7	THULE	Sweden	Backpack

5.4.4 Suppliers and supply chain

Currently, the Group conducts its operations from its head office in Penang, Malaysia with 102 full time employees across the business, including design and marketing strategy teams.

The Group has a range of over 5,000 products sourced from over 23 local and international suppliers and factories. Out of these, approximately 2,400 products are the Group's own brand products which are manufactured by 11 factories in China and 1 in Malaysia.

The Group operates with a centralised team for product development, sourcing, supplier liaison and inventory management across its store network and its warehouse. Product ranges within stores are determined by customer demographics relevant to the store catchment area as well as taking into consideration current trends.

The merchandising team determines the appropriate stock flow and stock holdings for each store by taking into account sales trends, promotions and store size as well as insights from the store team and area managers.

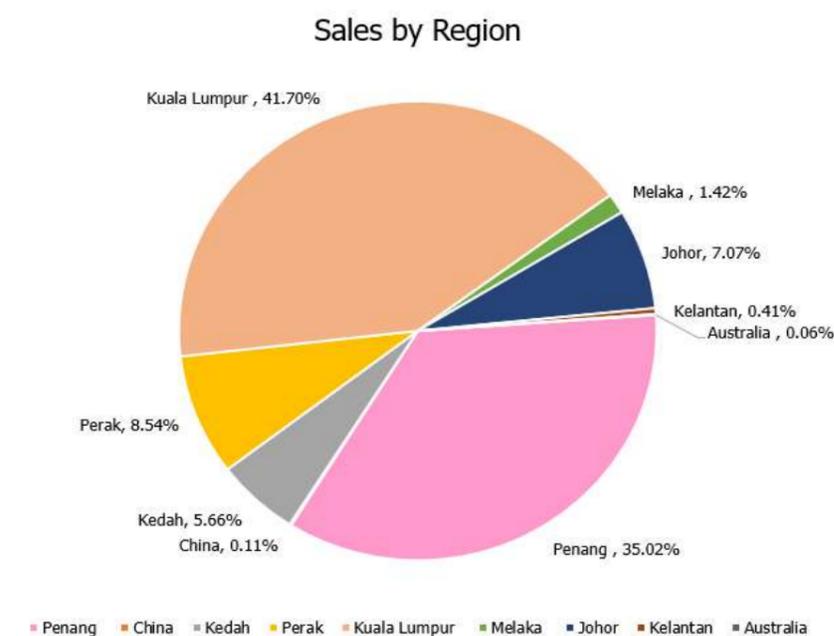
The Group's warehouse is located next to its headquarters in Penang, Malaysia which has a built-up area of approximately 18,000 square feet. The warehouse supports both the Group's online

and in-store fulfilment and assist the Group in controlling the supply chain and with inventory accuracy and flow to minimise disruption at stores from supplier's individual deliveries.

The Group also uses an information technology solution to support its operational and administrative functions to optimise the operation of its network of stores by centralising critical processes and maximising co-ordination with suppliers and the warehouse. The Group's information technology systems, strategy and planning are managed centrally at its headquarters and is integrated with the point of sales at all its retail stores to allow for timely reporting to its headquarters.

5.4.5 Sales and marketing

The Group's revenue is derived mainly from Malaysia but anticipates an increase in revenue from Australia via its recently established wholesale business. The contribution of sales by region for the unaudited FYE 31 May 2020 is shown in the chart below.



The Group carries out advertising and promotions across traditional channels which include television, radio, print (which include billboards, posters, flyers and newspapers), online via Rofina's websites and E-Commerce Platforms, as well as social media with the goal of building the brand recognition nationally. The Group's average marketing expenditure on a yearly basis amounts to approximately 1.6% of sales.

The Group recently launched live videos using Facebook Live to promote the Group's official website platform. The maiden live video launched on 17 May 2020 attracted approximately 15,000 viewers and its second launch attracted approximately 58,000 viewers. The Group intends to continue utilising this form of marketing to increase awareness of the Group's business and brands where the Group is able to provide real-time answers to any inquiries and reveal the people behind the brands and logos allowing connections with the followers on a personal basis.

The Group uses brand ambassadors and Key Opinion Leaders who promote the Group's products via social media to potential buyers. The Group currently has 18 Key Opinion Leaders who actively promote the Group's products who in turn have more than 5 million followers.

The Group also participates in various fashion shows, roadshows and organizes various brand launching events across Malaysia. These events are used to promote their brands and to attract more customers to their stores.

Example of the Group’s advertising and promotion efforts:

Engaging Key Opinion Leaders



Images of Key Opinion Leaders used in printed advertising and on social media

Others



Image of an events held to launch new products.



Image of a fashion show held for the promotion of products.



Sales held in conjunction with the opening of new outlets.



Roadshows or participation in luggage fairs.

Sources: Rofina

5.5 Australian business operations

In October 2019, the Group began its E-Commerce Platform and wholesale operations (selling products in bulk to retailers) of multiple types of luggage, bags, leather goods, winter apparel and travel accessories in Sydney and Melbourne, Australia.

The Company has appointed a business development manager to manage the business operation and development in Australia and will be fully supported by the Malaysian headquarters. The Group currently operates its business on E-Commerce Platforms and a wholesale business of its own brand products consisting of multiple types of luggage, bags, leather goods, winter apparel and travel accessories in Sydney. The Group’s objective to commence business via the E-Commerce Platform is to create and build brand awareness of the Group’s own brand products to the Australian public.

Currently, the Group’s wholesale business is to a specialty luggage store in Melbourne which is a stand-alone merchandise store selling luggage and travel-related products. It is operated by a third party and the Group does not employ any retail sales personnel. The Group however does provide promotional support in the form of catalogues and sale materials. The Group arranges for the delivery of their products to their wholesale customers with the freight cost included in the wholesale price of their products, payment of which is to be made by the wholesale customer in accordance with the relevant agreed payment terms.

Alongside efforts to build brand awareness, the Group is working towards expanding its wholesale market in Australia by identifying other potential specialty stores and/or departmental stores and will in time introduce more products and/or brands in Australia. Thereafter, in the longer term, the Group intends to diversify into B2B sales and ultimately open a “One Stop Solution Concept Store for Travellers”.

5.6 Employees

Rofina’s Board and senior management team are qualified and experienced with qualifications and professional memberships in branding & designing, marketing, and manufacturing, and are committed to the growth of the Group and financial performance of the Group. The marketing team has wise experience in location selection for an outlet and contracting, marketing campaigning, advertising, and the use of social media as platform to connect with customers.

As at the Prospectus Date, the Group employs 102 full-time staff across the business. A breakdown of the Group’s employees by function is as follows:

Function	Employees
Retail operation	77
Warehouse and logistics	5
Support Office (headquarters)	20
Total	102

As part of the cost reduction measures undertaken by the Group due to the recent coronavirus pandemic and the mandatory closure of the Group's retail stores due to the 2020 Movement Control Order, Rofina Marketing has implemented a 20% salary reduction for its executive employees for a period of 3 months from 1 April 2020 as well as a tiered salary reduction of 100%, 40%, 20% and 10% for each quarter commencing 1 May 2020 respectively, for its directors. Further, the recent permanent closure of 4 of the Group's retail stores also resulted in the reduction of the employees of Rofina Marketing from 126 as at end March 2020 to 102 as at the Prospectus Date. Employees resigned partly due to some of them not being agreeable to being relocated to other operational retail stores of the Group.

5.7 Unaudited Consolidated Management Accounts for the Half-Year Ended 31 May 2020

The information in this section has not been audited nor reviewed by LNP Audit and Assurance Pty Ltd or the Malaysian auditors. It must be read in conjunction with Section 6 (Risk factors) and Section 15 (Glossary).

	Unaudited Consolidated Management Accounts Profit or Loss Statement for the half-year ended 31 May 2020
	\$
Revenue	2,645,429
Other income	80,211
Cost of goods sold	(1,439,868)
Expenses	
General and administration expenses	(1,855,330)
Depreciation and amortisation	(179,109)
Employee benefit expenses	(1,018,514)
Advertising	(83,214)
Finance costs	(143,140)
Professional fees	(208,208)
(Loss) before income tax	(2,201,743)
Income tax	-
(Loss) after income tax	(2,201,743)
Other comprehensive income	
Total other comprehensive income	-
Total comprehensive (loss) for the year	(2,201,743)

	Unaudited Consolidated Management Accounts Statement of Financial Position as at 31 May 2020
	\$
Assets	
Current assets	
Cash and cash equivalents	7,930
Trade and other receivables	1,258,270
Inventory	2,698,902
Total current assets	3,965,102
Non-current assets	
Property plant and equipment	5,409,205
Investment property	773,699
Total non-current assets	6,182,904
Total assets	10,148,006
Liabilities	
Current liabilities	
Trade and other payables	2,399,814
Financial liabilities	2,332,890
Total current liabilities	4,732,704
Non-current liabilities	
Trade and other payables	4,363,987
Financial liabilities	2,403,562
Total non-current liabilities	6,767,549
Total liabilities	11,500,253
Net (liabilities)	(1,352,247)
Issued capital	4,597,864
Accumulated losses	(5,950,111)
Net Equity (Deficiency)	(1,352,247)

2020 Movement Control Order, Malaysia

The 2020 Movement Control Order, commonly referred to as the 'MCO' was implemented as a preventive measure by the federal government of Malaysia in response to the COVID-19 pandemic in the country on 18 March 2020. This order entailed, amongst others, a ban on all mass gatherings for religious, sport, social and cultural activities, closure on all houses of worship, nurseries, schools, universities and business premises with the exception of supermarkets, public markets, sundry and convenience shops which sell daily essentials, restrictions on interstate travel and ban on Malaysians leaving the country and restrictions on entry of non-Malaysians into the country. On 1 May 2020, the Prime Minister of Malaysia announced a relaxation of regulations regarding the MCO ("CMCO" or "Conditional MCO") with the main goal to reopen the national

economy in a controlled manner. The CMCO commenced on 4 May 2020 whereby most economic sectors and activities were allowed to operate while observing the business standard operation procedures such as social distancing and recording of names and contact numbers of customers and the dates of their visit. The MCO was extended four times and was replaced by the Recovery Movement Control Order ("RMCO") which would last from 10 June 2020 to 31 August 2020. The RMCO saw more restrictions being relaxed to allow the public to carry out their daily activities while complying to the standard operating procedures and the resumption of almost all social, religious, business and educational activities. The coming into force of the MCO forced the Company to shut all its retail stores on 18 March 2020. The Company re-opened 22 retail stores from the period of 5 May 2020 to 9 May 2020 whilst the remaining 4 retail stores were re-opened during the period from 16 May 2020 to 22 May 2020.

The Malaysian Government had on 27 February 2020, 27 March 2020, 6 April 2020 and 5 June 2020, respectively introduced Economic Stimulus Packages. The first sought to alleviate the pandemic's immediate impact upon the tourism industry, the next 2 broadened the package as the COVID-19 crisis deepened with the closure of business premises during the MCO period and the fourth to revive the nation's economy. The strategies include providing discounts on monthly electricity bills, a wage subsidy programme ("WSP") where the government contributes between RM600 to RM1,200 per month (for a period of 3 months) towards the salary of each local employee who earns a salary of RM4,000 or less, up to a maximum of 200 employees and provision of financial relief in the form of payment moratorium comprising restructuring and rescheduling loans for affected business and individuals. The WSP was extended in the latest Economic Stimulus Package to a further period of 3 months with a subsidy of RM600 per employee for all eligible employers. The latest Economic Stimulus Package also saw an extension of a period for income tax relief of RM1,000 for tourism expenses to 31 December 2021 in support of reviving the tourism sector.

Effects on the Group

The pandemic caused the mandatory temporary closure of the Group's retail stores due to the government measures as noted, and this has resulted in the Group recording a sharp decline in unaudited revenue for the year ended 31 May 2020 to approximately \$2.65 million. This represents a decrease of approximately 61% compared to the revenue recorded for the half year ended 30 November 2019. The decline in revenue also caused a decline in the unaudited cash and cash equivalents for the half year ended 31 May 2020 to \$7,930 as a result of payment of ongoing expenses.

The increase in the unaudited total liabilities of the Group for the year ended 31 May 2020 by approximately \$1 million compared to the total liabilities for the year ended 30 November 2019 was due to additional advances made by directors to the Group. Net current liabilities as at 31 May 2020 were \$767,602, at 30 November 2019 the Group's net current assets were \$680,243. After the capital raising of \$1,450,000 upon listing, the Group's net current asset position is expected to be positive, after paying all listing expenses.

Sales for the last full audited year ended 31 May 2019 were 24% up on the year ended 31 May 2018.

Sales for the 6 months ended 30 November 2019 of \$6.8 million were 5% down compared to the revenue for the corresponding 6 months ended 30 November 2018 of approximately \$7.1 million. This was mainly due to the closure of 3 underperforming stores, which positively impacted the Groups profit via a reduction in expenses.

Unaudited sales in the half year ended 31 May 2020 were \$2.64 million, compared to audited sales of \$6.78 million in the six months ended 30 November 2019, and \$6.37 million in the six

months ended 31 May 2019. The decrease in sales in the 6 months ended 31 May 2020 compared to the prior comparative period ended 31 May 2019 was 58%. This reduction reflects the temporary closure of the stores and reduced confidence as a result of COVID-19.

No adjustments to asset values have been made in the unaudited management accounts for any potential inventory, receivables, fixed assets or investment property write downs as a result of COVID-19 and the related economic uncertainty.

Due to the seriousness of the effects of coronavirus pandemic on the Group, the implementation of the MCO and the force closure of the retail stores of the Group, the Group:

- (a) implemented cost reductions measures such as closure of 4 stores upon expiry of their tenancies and a 20% salary reduction for the executive employees of Rofina Marketing for a period of 3 months from 1 April 2020 as well as a tiered salary reduction of 100%, 40%, 20% and 10% for each quarter commencing 1 May 2020 respectively for the directors of Rofina Marketing;
- (b) successfully obtained the moratorium for loan repayments from its major bankers for a period of six months from April 2020 and has since commenced negotiations for additional deferments;
- (c) successfully obtained the Malaysian Government wage subsidies (WSP) for its 121 employees for the month of April, 112 employees for the month of May and 102 employees for the month of June and will be submitting for the WSP for the subsequent months;
- (d) obtained rental reduction from 13 of its landlords and is in the process of negotiating reduction in rentals for its remaining retail stores;
- (e) aggressively promotes its E-Commerce Platform Sales, conducts various online sales campaigns and digital marketing strategies via Facebook Live and Instagram's Stories and loyalty sale program to its registered members in order to boost online sales; and
- (f) actively promotes bags, handbags, casual bags and backpacks for casual use and also smaller luggage for local travelling in light of the decrease in demand of luggage bags.

The Group's implementation of cost reduction measures resulted in a decrease in expenses (not taking into account the increase in professional fees incurred during these periods due to the Listing) by approximately 26% compared to the expenses for the half year ended 30 November 2019.

Current situation

With the re-opening of stores in May, the Group believes this set back is temporary in nature and with its new Australian market, the Company believes it has growth opportunity ahead. After the re-opening of the stores in May 2020 the Group has observed that sales have started to increase, albeit that a short period only has occurred until the date of this Prospectus.

To mitigate the sharp decline in sales due to the temporary closure of stores, the Group in addition to the implementation of various cost reduction measures and, the Group has been actively promoting its sales via E-Commerce Platforms including the introduction of various online sales campaigns and membership loyalty programs. Although the retail stores still remain the main contributor of the Group's unaudited revenue for FYE 31 May 2020 and the stores have reopened from May 2020, the Group plans to further grow its E-Commerce Platform sales and strengthen its marketing via social media.

The Group has carefully considered its options to reduce and repay its trading costs and liabilities and its financing liabilities as at 31 May 2020. The Group considers that it will be able to ensure that all obligations are met, and that liabilities are reduced in the future under the following prudent bases which the directors consider are reasonable in the current environment:

- Sales will improve slowly and steadily over the 18 months to 30 November 2021, with worst case assumptions that sales for the six months to 30 November 2020 will be 23% of the prior comparative six month period to 30 November 2019, that sales for the six month period to 31 May 2021 will be 45% of sales for the six months to 31 May 2019 (the latest pre COVID comparable period) and that sales to 30 November 2021 will be 50% of the six months to 30 November 2019 (the latest pre-COVID comparable period), and that sales will continue to gradually increase after that. This worst case allows for the Group to generate operating cashflows.
- Revaluation and reassessment of the current retail shops and to reduce the number of underperforming stores, if necessary. This will correspondingly result in a reduction of manpower, property and logistic costs, and ensuring that they do not increase over current levels for at least 18 months from 31 May 2020;
- Sale of the Group's investment properties, if necessary, which would increase the cashflow of the Company and reduce the liabilities and interest costs of the Group, Investment properties are carried at \$806,491 as at 30 November 2019); and
- Use of the \$1 million directors undertaking as detailed in section 7.9 should this be necessary.

On these prudent assumptions the Directors consider that the capital raised in this prospectus is sufficient to ensure that all obligations are met as they fall due, and that liabilities are gradually reduced over the next 18 months and into the future after that. Therefore with the capital to be raised via this Prospectus, the Group is confident for the future, notwithstanding the difficulties that COVID-19 has and continues to cause.

The Directors are confident that the Group will be able to continue to meet its obligations on an ongoing basis. Accordingly, the financial information in this Prospectus is prepared on a going concern basis. No adjustments have been made to the financial information relating to the recoverability or classification of the recorded asset amounts and classification of liabilities that maybe necessary should the Group not continue as a going concern.

5.8 Industry Overview

The COVID-19 pandemic has impacted countries around the world at different times, in varying degrees. To curb the spread of COVID-19 virus, most governments have closed country borders, imposed nationwide lockdowns and implemented travel restrictions among citizens and foreign travellers. Such moves have restricted domestic, outbound and inbound travel and tourism activities, making the travel industry one of the hardest hit industries. Due to the various restrictions, travel companies had to temporarily cease operations, many airlines and cruise companies grounded planes and ships, and hotels and places of interest closed to visitors.

Due to the above factors, the performance of the travel industry will decline significantly in 2020. According to the UNWTO, international tourist arrivals globally decreased by approximately 57% from January to March 2020 as compared to the same period in 2019, which translated to a loss of 67 million international tourist arrivals and about USD80 billion in tourism receipts. International tourist arrivals are expected to decline to a range of 58% to 78% for the full calendar year of 2020, with an estimated loss of 850 million to 1.1 billion international tourist arrivals. The

extent of losses beyond 2020 are not known at this time, as the COVID-19 pandemic continues to remain a threat and while some travel restrictions are easing, many international borders remain closed.

Following the easing of nationwide lockdowns and travel restrictions in certain countries due to the decreasing number of infections, the governments in many countries announced fiscal and monetary measures to restart the travel industry. To boost domestic and international travel and tourism activities, various measures were taken such as tax relief for domestic travel, distribution of domestic travel vouchers and initiation of 'travel bubbles' with surrounding countries. For example, the Malaysian Government has introduced measures to revive the travel industry such as a RM1.8 billion tax incentive programme for businesses in the tourism sector, a RM1.0 billion tourism financing facility and special personal income tax relief of up to RM1,000 for domestic travelling incurred between 1 March 2020 to 31 December 2021. Stakeholders in the travel industry are also providing discounts on travel packages to boost the demand for domestic travel and tourism activities. The continuous efforts of governments as well as industry stakeholders will be crucial in reviving travel and tourism activities.

Prior to the outbreak of the COVID-19 pandemic:

- The market size of luggage and bags in Malaysia was deemed to be in the growth stage as demonstrated by the relatively strong CAGR of 7.64% from 2014 to 2018.

The barriers to entry in the luggage market in Malaysia are generally low. A potential new entrant to the industry has accessibility to a variety of luggage sources. They can manufacture their own luggage in-house, outsource the manufacturing to third party manufacturers, or source luggage from brand principals or distributors appointed by brand principals. The upfront cost required can be relatively low if a new entrant chooses to commence business on a small scale, either through a limited number of retail stores or through e-commerce platforms. However, to remain competitive in the market and to have a sustainable business over the long term, a new entrant needs to have wide market presence supported by a recognisable brand, or brands.

The Group owns specialty travel products stores as well as sells online, and carries its own proprietary brands as well as third party brands. The Group competes with industry players in Malaysia that sell luggage, regardless of their distribution channel (i.e. brick-and-mortar stores or e-commerce platforms) and specialty (i.e. specific or broad range of product offerings) as industry players in the luggage market in Malaysia compete for sales from the same pool of customers. Certain key industry players in Malaysia would include, Flonix Enterprise Sdn Bhd, Cuir Boutique Sdn Bhd, Horizon Boutique Sdn Bhd, Echotex Marketing Sdn Bhd, H.O.L Chain Store (M) Sdn Bhd, Leather Avenue Holding Sdn Bhd, Samsonite (Malaysia) Sdn Bhd and The Travel Store Sdn Bhd.

The market size of luggage and bags in Malaysia, as represented by the retail sales value of luggage and bags was RM5.33 billion (AUD1.77 billion) in 2018. For the financial year ended 2018, the segmental revenue of the Group, derived from the retail of luggage and bags in Malaysia stood at RM26.10 million (AUD8.65 million). The Group thereby captured an estimated market share of 0.49% in 2018.

- The market size of luggage and bags in Southeast Asia, represented by the retail sales value of luggage and bags in Southeast Asia, decreased from USD4.57 billion (AUD5.06 billion) in 2014 to USD4.50 billion (AUD5.98 billion) in 2015. The retail sales value of luggage and bags increased the following years and stood at USD5.50 billion (AUD7.35 billion) in 2018. The overall CAGR from 2014 to 2018 was 4.74%.
- The market size of luggage and bags in Australia, represented by the retail sales value of luggage and bags in Australia, decreased from USD1.20 billion (AUD1.33 billion) in

2014 to USD1.04 billion (AUD1.39 billion) in 2015. The retail sales value of luggage and bags increased the following years and stood at USD1.26 billion (AUD1.69 billion) in 2018. The overall CAGR from 2014 to 2018 was 1.23%. The luggage and bag market in Australia is deemed to be in the mature stage as demonstrated by the stable CAGR of 1.23% from 2014 to 2018.

The growth of the wholesale segment of the luggage market is driven by, and positively correlates to, retail sales of luggage. The increasing demand for luggage from consumers would lead to the increase in wholesale orders placed by retailers to brand principals or distributors appointed by brand principals. This would subsequently drive sales in the wholesale segment of the luggage market.

The luggage market in Australia is driven by the outbound and domestic travel industry, represented by the number of outbound and domestic trips made by Australians/Australian residents.

(Source for the above figures: Independent Market Research Report on the Luggage Market in Malaysia and the Global, Asia Pacific, Southeast Asia and Australia Luggage Market dated 30 June 2020 by Smith Zander International Sdn Bhd.)

5.9 The Growth Plan

The Group's goal is to develop and expand the market share in Malaysia and Australia. Given the outbreak of the recent COVID-19, the global near-halt in travel and tourism and the various measures taken by the government in dealing with the pandemic the initial growth plan of the Group can be summarised as follows:

(a) **Grow E-Commerce Platform sales and enhance customer service**

The Group is also looking into implementing sustainable marketing strategies, including communicating aggressively and strategically through advertising and promotion via social media platforms and new channels such as TikTok and Youtube or other trending applications to promote brand awareness through cyberspace which can target specific groups of consumers in view of increasing the Group's E-Commerce Platform sales. The Group has a team dedicated to the development, implementation and to analyse its E-Commerce Platform strategy.

In tandem with growing the Group's E-Commerce Platform sales, the Group is focusing on enhancing its customer service by improving the average response time to any queries online customers may have. The Group believes that by reducing the time taken to provide clarification, customers are less likely to get distracted and navigate away from the site.

The Group intends for its market share in East Malaysia and Australia to grow organically through online platforms.

(b) **Grow and upgrade of own brand products**

Although the Group currently has approximately 2,400 own brand products which it manufactures and sells, the Group is looking to continuously enhance its research and development to expand and upgrade its product design, range and quality. The Group will also focus on growing and developing its range of handbags, backpacks and luggage designs for domestic travel. In addition to regular customer satisfaction surveys carried out by the Group to understand the needs and wants of customers, the Group actively attends various international fashion events in order to interact with fashion designers to keep abreast with latest trends.

(c) **Expand range of third party products**

In addition to the Group's own brand products, the Group is looking to continuously identify and evaluate new suppliers and other potential brands to expand the range of products currently being sold by the Group. The Group is currently in discussion with several other brands and is optimistic that arrangements will be entered into with these companies for the sale and distribution of their products in Malaysia and Australia.

In the longer term however, upon the impact of the virus subsiding, the Group plans to carry out the following:

(d) **One Stop Solution Concept Stores for Travellers**

The Group is looking into establishing "One Stop Solution Concept Stores for Travellers" retailing various brands and a comprehensive range of travelling products in Malaysia. Rofina is identifying potential brands to expand its range of products and strategic locations in Malaysia to open its maiden store.

(e) **Value-added services through collaborations**

The Group intends to expand and diversify the current revenue stream of the Group by identifying potential collaborations with companies involved in the tourism industry to provide customers with travel planning as value-added services in Malaysia. This include services such as travel insurance, flight and hotel bookings and relevant reservations. Rofina is currently in discussion with several parties and is optimistic that arrangements will be entered into with these companies for the provision of such services in Malaysia in the future.

(f) **Grow the wholesale business**

As set out in Section 5.5, alongside efforts to build brand awareness, the Group is working towards expanding its wholesale market in Australia.

5.10 Key assets of the Group

5.10.1 **Intellectual property**

The Group's business is conducted under its 3 core brands, *Rofina*, *Cosas United* and *Ragdoll*. Rofina Marketing has registered these trademarks in certain jurisdictions and is reliant on the intellectual property rights attached to these marks for its business.

5.10.2 **Owned properties**

As at the Prospectus Date, Rofina Marketing is the legal and beneficial owner of 5 properties. Three of these properties are being used by the Group as head office and warehousing whereas the other two are used as investment properties and are leased to third parties.

5.11 Capital Structure

The capital structure of the Company following completion of the Offer (and assuming full subscription) is summarised below:

	Shares
Ordinary shares currently on issue	143,000,068
Shares to be issued pursuant to the Offer	14,500,000
Total	157,500,068

5.12 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on completion of the Offer are set out in the table below:

Shareholder	Shares held	Percentage (%)
Boon Chin Soo	36,422,168	23.13
Wei Yin Soo	14,568,868	9.25
Yeng Fong Wong	14,568,867	9.25
Total	65,559,903	41.63

5.13 Dividend policy

The Company does not intend to pay dividends on securities for the first financial year following the incorporation of the Company. Any future determination as to the payment of dividends by the Company will be at the discretion of Directors. Subject to the Corporations Act, the Directors will need to take into account factors such as the availability of working capital, distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors.

As a significant proportion of earnings are generated outside Australia and the relevant proportion varies depending upon projects being undertaken from time to time, the Directors give no assurances about the future level of franking of dividends (if any). Unfranked dividends declared to be 'foreign conduit income' (being dividends attributable to tax exempt or tax sheltered foreign profits) are not subject to Australian withholding tax upon payment to non-resident Shareholders.

06 Risk factors

6.1 Factors influencing success and risk

This section identifies the major risks the Board believes are associated with an investment in the Company.

The Group's business is subject to risk factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of the Group and the value of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse impact on the Group's operating performance and profits, and the market price of the Shares.

Before deciding to invest in the Company, potential investors should:

- read the entire Prospectus;
- consider the risk factors that could affect the financial performance of the Group;
- review these factors in light of their personal circumstances; and
- seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

6.2 Specific investment risks

The Company takes a cautious and pro-active approach to risk management. Management recognises the importance of understanding the risks to the business and the systems and controls required to mitigate them.

On the basis of disciplined risk assessment, the key risks to the Group's business are considered. A summary is shown below with details of any mitigating factors. Methods of risks management are also discussed in an attempt to demonstrate steps taken to safeguard the interests of the Group, stakeholders and shareholders.

Decrease in travel levels

A decrease in travel levels could negatively impact sales of the Group's travel luggage which makes up the majority of the Group's sales. The outbreak of the novel coronavirus in December 2019, the recent 2020 Movement Control Order imposed by the Malaysian Government and the worldwide travel restrictions has affected the tourism industry as a whole and has had a significant negative impact on the business of the Group (by way of reduced sales) and may continue to have a negative impact on the sales and profitability of the Group. However, the Group believes that the impact will only be short-term in nature. As such, to the extent that the travel industry is impacted by events that negatively affect travel levels including deterioration in global economic conditions, outbreaks of contagious diseases or terrorist attacks, sales of the Group's travel luggage could decline significantly, which could have a material adverse effect on the Group's profitability and financial position.

Coronavirus (COVID-19)

Wuhan city in China's Hubei province is the epicentre of the recent outbreak of the novel coronavirus in December 2019. On 11 March 2020, the World Health Organization ("WHO") made the assessment that COVID-19 can be characterized as a pandemic as the number of cases of COVID-19 outside China has increased 13-fold, and the number of affected countries has tripled with more than 118,000 cases in 114 countries and 4,291 people have lost their lives.

In an effort to curb the spread of the virus, various measures (ranging from travel restrictions to quarantine controls) have been imposed by governments, countries and territories across the globe. The Malaysian Government had on 16 March 2020 imposed the 2020 Movement Control Order from 18 March 2020 nationwide to curb the spread of the COVID-19 infection in Malaysia. This 2020 Movement Control Order resulted in the closure of all retail stores of the Group on 18 March 2020. 26 retail stores of the Group have since reopened in May 2020.

Although there has been and is no effect to the supply chain of the Group, COVID-19 has negatively significantly affected the tourism industry and, together with the 2020 Movement Control Order has had a negative impact on the business of the Group and will continue to have a negative impact on sales and profitability of the Group. At this stage, it is not clear what the impact of COVID-19 will be on the Group in the long term.

The Group has implemented cost reduction measures and is closely monitoring its sales and financial performance and is attempting to mitigate the circumstances by actively promoting online sales and other digital marketing strategies; and aggressively promoting its other available products. However, slowed growth or recession due to the widespread of COVID-19 may reduce market demand for the Group's products which may adversely affect the Company's financial performance.

Effective response to changes in market trends

The success of the Group's business is dependent on the Group's ability to identify the market trends in the Group's existing markets and then to design and bring to these markets in a timely manner products that fulfil these current preferences. There is no assurance that the Group will be able to anticipate or respond to changes in consumer preferences and even if the Group is able to, there is no assurance that the new products introduced will be introduced in a timely manner to meet these preferences. Failure to fulfil these preferences may lead to a decrease in sales of the Group.

Dependence upon key Personnel

The Group depends on the talent and experience of the Group's Personnel as the Group's primary asset. Loss of such key Personnel may adversely affect the Group's ability to develop and implement its business growth and growth strategies or increase the cost of obtaining suitable personnel.

The Group takes appropriate steps to manage the expectations and minimise the loss of good quality staff. The Board believes that the key to future success lies in maintaining the Group's distinctive working culture through ethical and on-going engagement with the Group's staff. In order to retain staff, the Group has invested significantly in them through training and qualifications.

Strong competition

The Group faces strong competition in the region which the Group operates that may impede the Group's ability to grow market share in key growth markets and product offerings. If the Group

fails to compete effectively, the Group may be unable to expand the Group's market share and products offerings and even may be unable to retain the Group's existing market share.

Cashflows

The peak sales months of the Group are from Christmas through to the Chinese lunar new year. The Group had a negative cashflow for the six-month period ended 30 November 2019 due to lower revenue compared to its operating expenses. Historically, revenue increased significantly in the second half of the financial year due to peak sales months. However, given the current uncertainties in the global market, there is no assurance that this trend will be achievable by the Group for the current financial year.

Although the Group seeks to manage its working capital, there is also no assurance that the Group will be able to match the timing and amounts of cash inflows with timing and amounts of payment obligations and other cash outflows. As a result, there could be a period during which the Group will experience net cash outflows where the Group is required to obtain external financing to meet obligations. Inability to do so may result in a default in payment obligations and an adverse effect in the Group's financial position and operation.

The Group's ability to expand its market share and implement its growth plan will also depend upon a number of matters including sufficient working capital. The implications of insufficient working capital are that costs may need to be deferred or reduced which may include scaling back current operations and deferring the Group's initial growth plan which could impact the Group's revenue and financial performance and position.

Going concern

For the 6-month period ended 30 November 2019, Rofina Marketing had cash and cash equivalents of \$46,531, had total liabilities of \$10,398,459 of which \$4,067,953 were repayable within one year, and had cash outflows from operations of \$271,238.

At 30 November 2019, the Group had consolidated pro forma cash and cash equivalents of \$1,212,197, net current assets of \$1,652,096, and the Group had pro forma total liabilities of \$10,434,583, of which \$4,104,076 were repayable within one year.

This gives rise to a material uncertainty in relation to the Group's ability to realise its assets and settle its liabilities at the amounts stated in the financial information. With the current availability of cash and liquid assets, the Directors consider the Group will be able to meet its obligations as and when they fall due based on the following assumptions, which the Directors consider reasonable;

- Rofina Marketing has traded profitably for the financial period ended 30 November 2019 and financial year ended 31 May 2019, as disclosed in the historical financial information,
- As at 31 May 2020, Boon Chin Soo had advanced \$343,819 to the Group on an unsecured, interest free basis and with no specific terms of repayment,
- Boon Chin Soo and Wei Yin Soo have jointly and severally agreed to provide a loan to the Group capped at \$1,000,000 (interest free and unsecured) with the effect that the said directors will make sufficient funds available to the Group up to the cap as required to enable the Group to meet the Group's obligations in the normal course of business for a period of 12 months from the date Rofina is admitted to the list of the NSX or 31 May 2022, whichever is later. Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo, Wei Yin Soo and the Group. The said directors are in a position to make this undertaking,

- The Group has negotiated deferred payment of certain trade creditors until August 2021 at the earliest, and the Directors consider that the Group has the continuing support of its key suppliers in relation to this,
- The Group obtained rental reductions from 13 of its landlords and is in the process of negotiating reduction in rentals for its remaining retail stores,
- The Group obtained moratorium for loan repayments from its major bankers for a period of 6 months from April 2020 and has requested for an extension of the moratorium for a further period of 4 months to January 2021,
- The Group reduced the salaries of its executive employees by 20% for a period of 3 months from 1 April 2020 and reduced the salaries of its 4 directors on a tiered basis of 100%, 40%, 20% and 10% for each quarter commencing 1 May 2020,
- The Group obtained from the Malaysian Government a RM800 wage subsidy for each of its 121 employees for the month of April 2020, 112 employees for the month of May and 102 employees for the month of June. Rofina Marketing will continue to apply for the wage subsidies for the months of July until September,
- The Group's operations are scalable and the option to reduce expenses should this be necessary. In this regard, the Group has decided to close 2 retail stores, one located at AEON Bandaraya Melaka and the other at ONE Utama Shopping Centre, upon expiry of their respective tenancies in August 2020. The Group will closely monitor the performance of each retail store and close underperforming stores and take measures to consolidate certain stores located in the same capital state in Malaysia upon expiry of their respective tenancies. Store closures would also reduce staff costs significantly,
- The Prospectus is expected to raise \$1,250,000 of cash after the payment of outstanding Listing expenses of approximately \$200,000, and
- The Directors consider that sufficient additional capital will be available from shareholders and financiers as required.

Accordingly, the financial information in this Prospectus is prepared on a going concern basis. No adjustments have been made to the financial information relating to the recoverability or classification of the recorded asset amounts and classification of liabilities that maybe necessary should the Group not continue as a going concern.

Dependency on network of sales and distribution channels

The retail sales depend on the Group's ability to maintain effective sale and distribution channels in each of the markets in which the Group operates. The Group makes use of a variety of distribution channels, including retail stores, wholesale distributors, departmental stores and E-Commerce Platform sales. This network of distribution channels enables us to reach consumers at a variety of points of sale. The effectiveness of the Group's sales and distribution channels depends on the Group's ability to manage the Group's inventory effectively so as to ensure that the Group's products are available in sufficient quantities and thereby prevent lost sales. Failing to maintain the Group's sales and distribution channels and timely deliveries may adversely affect the Group's sales and profitability and the implementation of the Group's growth strategy.

Supply Chain

Although the Group is not dependent on any key or one manufacturer, there can be no assurance that the manufacturers will be able to deliver, in a timely and cost-effective manner, products that meet the Group's quality standards, which could result in damage to customer relationships, lost sales and reduced market share and, consequently, could have an adverse effect on the net sales and profitability.

Despite the manufacturers of the Group's products mainly being located in China, the recent outbreak of the coronavirus in December 2019 and the quarantine measures undertaken to contain the virus did not materially adversely affect the supply chain of the Group as the Group had sufficient stock in its warehouse during this period and shipment of goods has since resumed on 2 March 2020. However, although the Company believes that it holds sufficient stock to mitigate any short term disruption, there is no assurance that the Group may be able to ensure continuous supply of products in the future.

Loss of reputation

There are various aspects that might result in reputation loss to the Group or the brand which includes but are not limited to any regulatory proceedings, supplies of defective products, delay on supplies of products, and intellectual property infringement. If the Group or brand's reputation is lost, this may result in withdrawal of investors and confidence loss from customers. Hence the financial position, financial performance and the Group's operations may be negatively impacted.

To reduce the risk and possibility of such outcome, the Group implemented and will be continuing to supervise its standard operating procedures and policies to counter the events that could harm its reputation; and ensure the quality control and delivery of the products are well-maintained.

Intellectual property risk

Efforts have been made by the Group to secure and protect its intellectual property by registering trademarks with the relevant authorities from different countries in order to avoid and deter intellectual property infringement from other parties. There are currently 29 trademarks that have been issued to the Group, which include trademarks of Rofina, Cosas United, Ragdoll, Nafiro and Commander. However, there is no total guarantee on such protection as competing companies can differentiate or make alterations to such trademarks for imitation purposes. In such circumstance, the counterfeit will induce the customers into believing they belong to the Group, in return this may negatively affect the Group's reputation and brand names. As a result, the financial position and financial performance could be negatively affected from such unauthorized and unlawful infringements.

Credit risk

Credit risk relates to the risk of financial loss to the Group if a debtor or party to a financial instrument do not meet its obligations to repay the Group. The main credit risk derives from the departmental stores and wholesale customers which have been granted credit terms by the Group. Failure of these wholesale customers and departmental stores to make payment on their credit will have a negative impact on the Group's finances. However, as the Group's business is mainly on retail basis, such risk is minimized since payment must be made by the customers before the delivery or distribution of the products.

Early termination of key contracts

The Group aspires to expand into a global business. The key contracts that the Group is concerned with are the contracts for exclusive distributorship of international brands like Lancaster. This exclusive distributorship expands the range of products sold by the Group. The early termination of such key contracts may have a negative impact on the Group's competitiveness in the business and lose the appeal of a certain group of customers or market.

However, the Group is also building a name for its own brands like Cosas United; and aiming to enhance and increase the popularity of the brands which will result in less dependency on the brands that may face early termination.

Loss of key stores

Although the Group operates out of many store locations, certain stores generate a significant amount of revenue. Stores such as those located at Queensbay Mall, Sunway Velocity Mall and Fahrenheit 88 are amongst such stores that are key to the continuing success of the Group. Loss of such stores will have a negative impact on the Group's operation and financial performance.

System failures

In Malaysia, in addition to the Group's own E-Commerce Platform, the Group works with other companies to use E-Commerce Platform and e-payment systems such as Lazada, Shopee and Fave to expand its business and attract more customers by providing convenience and easy access of purchase. Thus, 0.43% of the unaudited sales for FYE 31 May 2020 originates from these platforms. There may be systems interruptions due to maintenance issues, technical malfunctions, human errors or even security breaches and cyberattacks. If such operating systems for these platforms are down for maintenance, it will affect the sales of products. This will have negative impact on the Group's operation and financial performance. The Group plans to schedule regular maintenance and checks for its own E-Commerce Platform to minimize such risks.

The Group is also dependent on information technology systems that enable the Group to manage its business efficiently and effectively, and technical problems with these systems, in particular the ordering and inventory management systems, may adversely affect the net sales and reputation of the Group.

Growth prospects and company expansion plan

The growth prospects of the Group are dependent on various factors and uncertainties including global economic, effects from local, national and international regulations, effects from any outbreak of contagious disease, and execution of expansion strategies. These uncontrollable factors may affect the execution of any expansion plan or current business which may result in customer loss, hence the Group's financial performance is likely to be negatively affected.

Concentration of ownership

Upon completion of the Offer, the Company's founder, Boon Chin Soo and his associates will hold approximately 48.56% of the Company's issued Shares and is in a position to exercise effective control over matters requiring Shareholder approval, including the election of Directors. In so doing, Mr. Soo may not act in the best interests of minority Shareholders.

Foreign exchange rate risk

The movement of exchange rates may have a favourable or unfavourable impact on returns as the Company holds a majority of non-Australian Dollar denominated investments and cash. Most finished goods for the Group's business are effectively purchased in USD and the Euro while sales are generated mainly in MYR. Any such fluctuations in the value of USD and the Euro against MYR could affect the margins and profitability of the Group. The foreign currency exposure of the Group is monitored by the designated employee of the Group on a daily basis and reported on to the management.

Geo-political factors

The Group may be affected by the impact that geo-political factors have on the world, the Malaysian or Australian economy, or on financial markets and investments generally or

specifically. This may include international wars, terrorist type activities and governmental responses to such activities which may have a negative impact on the Group's operation and financial performance.

Force majeure events, natural disasters or outbreaks of pandemics/epidemics

Any occurrence of force majeure events, natural disasters or outbreaks of pandemics/epidemics, including but not limited to those caused by the novel coronavirus may restrict business activities in the areas affected, including sales, manufacturing and distribution. This may in turn adversely affect travel in the wider economy which could reduce demand for the Group's products from its customers. Travel risk is discussed in more detail above.

Risks associated with being incorporated under the laws of Australia

The Company is incorporated under the laws of Australia. The laws and regulations of Australia may be amended from time to time. The laws of Australia and the Company's Constitution govern the rights of Shareholders. The rights of Shareholders under the laws of Australia may differ from the rights of shareholders of a company incorporated in other jurisdictions.

Liquidity and volatility of the value of the Shares

Prior to this Listing, there has been no public market for the Company's Shares. There can be no assurance that an active market for the Shares will develop or, if developed, that such market will be sustained. The market for the Company's Shares may be illiquid and there may be relatively few potential buyers or sellers of the Shares on the NSX at any time.

Investors should also be aware that the value of the Shares may be volatile and may go down as well as up and investors may therefore not recover any or all of their original investment.

In addition, the price at which investors may dispose of their Shares may be influenced by a number of factors, some of which may pertain to the Company, and others of which are extraneous. Investors may realise less than the original amount invested.

Raising further funds to meet obligations and take advantage of opportunities

The Company expects that it may need to raise additional funds (whether through equity or debt sources) in the future in order to meet its obligations and to take advantage of growth and expansion opportunities. There can be no assurance that the Company will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results. Further, any equity offerings to new investors could result in dilution for existing investors.

Other risks

Other risks that the Group may be exposed to include regulatory, competition risk and market changes.

6.3 General investment risks

Share market investments

It is important to recognise that, once the Shares are quoted on NSX, their price might rise or fall and they might trade at prices below or above the price that they were quoted on NSX. There can also be no assurance that an active trading market will develop for the Shares.

Factors affecting the price at which the Shares are traded on NSX could include domestic and international economic conditions. In addition, the prices of many listed entities' securities are affected by factors that might be unrelated to the operating performance of the relevant company. Those fluctuations might adversely affect the price of the Shares.

General economic conditions

The Group's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Group's operating and financial performance.

Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board ("AASB") and are outside the Directors' and the Group's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in the Group's financial statements.

Taxation risks

Changes to the rate of taxes imposed on the Company (including in overseas jurisdictions in which the Group operates now or in the future) or tax legislation generally may affect the Company and its Shareholders. In addition, an interpretation of Australian taxation laws by the ATO that differs to the Company's interpretation may lead to an increase in the Company's taxation liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. The Company is not responsible either for taxation or penalties incurred by investors.

Litigation

The Group is exposed to possible litigation risks including, but not limited to, intellectual property claims, regulatory intervention and third party claims. Further, the Group may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Group's operations, financial performance and financial position.

So far as the Directors of the Company are aware, however, there is no current, pending or threatened litigation in which the Company or any member of the Group is directly or indirectly concerned, which would have a material adverse effect on the financial performance of the Company, or the Group.

6.4 Cautionary statement

Statements contained in this Prospectus may be forward-looking statements.

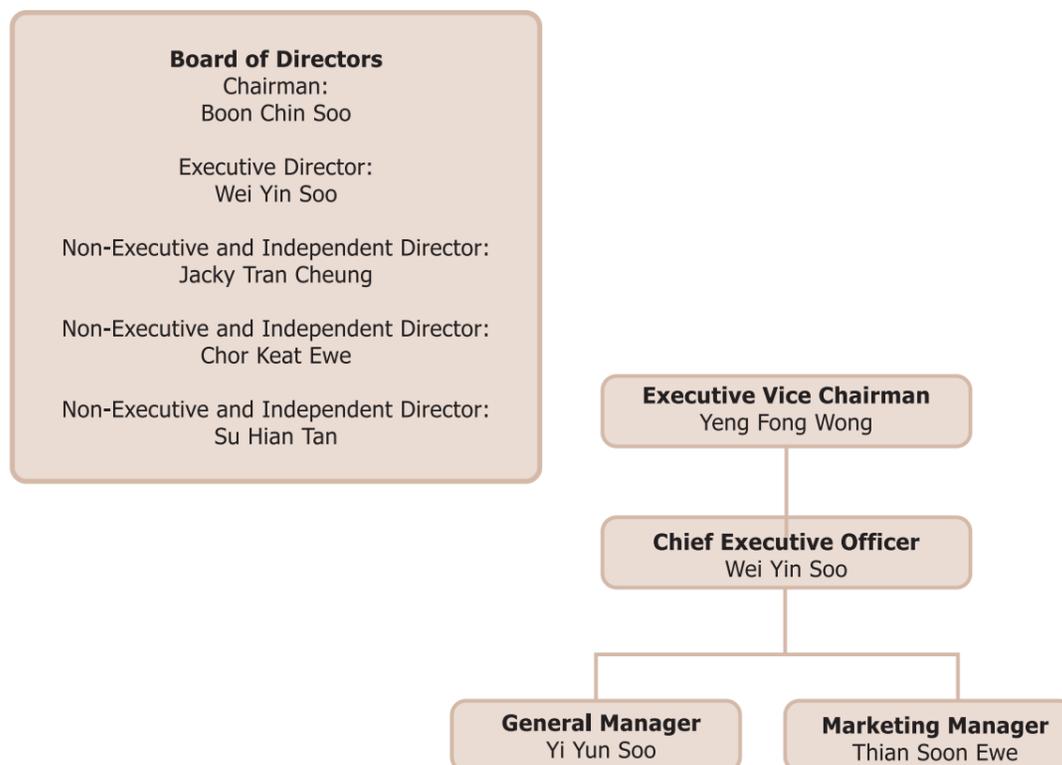
Forward-looking statements can be identified by the use of forward-looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis, including without limitation, based on the examination of historical operating trends, data contained in the Group's records and other data available from third parties. There can be no assurance, however, that their expectations, beliefs or projections will give the results projected in the forward-looking statements. Investors should not place undue reliance on these forward-looking statements.

Additional factors that could cause actual results to differ materially from those indicated in the forward-looking statements are discussed earlier in this section.

07 Directors, management and corporate governance

7.1 Company organisation

The Company is managed by the Board of Directors with the assistance of the Senior Management Team depicted in the chart below.



7.2 Directors

The Board currently comprises 5 Directors, 3 of whom are non-executive and independent Directors. Profiles of each of the Directors are set out below.



Mr. Boon Chin Soo – Executive Chairman

Boon Chin Soo, is the Executive Chairman and founder of Rofina. He began his career in 1975 and has more than 40 years of experience in manufacturing and retailing sectors.

He provides leadership to the Board and oversees the Group's research and development team in developing new collections and design of the Group's own brand such as Rofina, Cosas United and Ragdoll.

He is key to establishing strategic and mutually beneficial partnerships and strategic alliances and relationships with customers, suppliers and organisation leaders to effectively support key business initiatives of the Group.



Mr. Wei Yin Soo – Executive Director (Chief Executive Officer)

Wei Yin Soo joined Rofina Marketing in 2011 and assumed the position of Chief Executive Officer in 2017. He has a diploma in Business Administration from INTI International College Penang.

Much of the Group's success in obtaining a strong foothold in Peninsular Malaysia is due to the implementation of Mr. Soo's marketing strategies, which were able to boost the Cosas United brand to become a well-known brand in the Malaysian market.

Mr. Soo is responsible for managing the overall operations and resources of the Group including the Marketing & Branding Department, Business Development Department, Sales & Operation Department and Inventory Department. In addition to that, he is also involved in International Business (Export Sales). He is also the main point of communication between the Directors and managers of the Group.



Mr. Jacky Tran Cheung –
Non-Executive and
Independent Director

Jacky Tran Cheung (appointed on 20 September 2019), is a non-executive and independent Director of the Company. He graduated from the University of Technology Sydney with a Masters in Operations Management and earned his Bachelor of Commerce from the University of New South Wales. He also has Diploma in Financial Planning from Traineeship Management Australia.

Mr. Cheung is a member of Justice of the Peace (JP) appointed by the NSW Government and holds an Australia Credit Licence given by the Australian Securities & Investment Commission (ASIC).

He is currently the Managing Director of Capital Link Pty Ltd and Executive Operations Director of Banc Group Pty Ltd. Mr. Cheung is also the founding member and director of the two companies having businesses in financial advisory and property development. He has led several teams as a specialist in strategies, structuring, and operations in all areas of business and project management. He has worked with some of the largest financial institutions in Australia including NAB, Commonwealth Bank and Westpac.



Mr. Chor Keat Ewe –
Non-Executive and
Independent Director

Chor Keat Ewe (appointed on 20 September 2019), is a non-executive and independent Director of the Company. He is a graduate from Deakin University, Australia with a degree in Bachelor of Commerce, majoring in Accounting and Finance.

Mr. Ewe is a member of the Malaysia Institute of Accountants (MIA) for more than 10 years. He began his career at Aljeffridean Chartered Accountants, and since then has progressed to Deloitte Malaysia. He is at present the partner of Sincere Commercial Service, an accounting firm in Penang.



Ms. Su Hian Tan –
Non-Executive and
Independent Director

Su Hian Tan (appointed on 26 July 2019), is a non-executive and independent Director of the Company.

Ms. Tan works with ABBA Group in Sydney as Business Adviser in business broking, mergers and acquisition and was the Business Development Consultant for Ability Options, a not-for-profit organization in Sydney. She was the Chief Executive Officer for Hokay Fitness & Ice Sports Group of Companies in Beijing.

She is a proven and highly motivated multi-lingual board level business development and change management professional with over 20 years of international experience working in the health, wellness, sports and recreation industries. She has a good record of consistently delivering successful turn-key projects, with ownership of concept-design and pre-opening consultancy through to project management and implementation. She has achieved these outcomes through both line and functional management roles. Most recently, these projects have included successfully managing complex contracts in the merger & acquisition of chains of companies in the Asia Pacific region.

7.3 Company Secretary



Nicola Betteridge –
Company Secretary

Rofina and Boardroom Pty Ltd (Boardroom) has entered into an agreement whereby Boardroom will provide company secretary services to the Company. The Company appointed Nicola Betteridge as the Company Secretary on 31 December 2019.

Nicola is a Chartered Company Secretary with over 8 years' experience working with both ASX listed and unlisted companies in Australia. She has a law degree from Scotland and has completed Graduate Diploma of Applied Corporate Governance with the Governance Institute of Australia.

She will act as the Company Secretary of the Company to provide support to the Board to comply with its obligations under the Corporations Act, the Listing Rules and general law. Boardroom will be paid at an hourly rate of \$380.00.

7.4 Senior management team



Ms. Yeng Fong Wong – Executive Vice-Chairman

Yeng Fong Wong has more than 30 years of experience in the manufacturing and retailing sectors. She joined Rofina Marketing during the early stages of the business in 1989 and has assisted in all aspects of the business from telemarketing to managing employees and contractors and dealing with business partners and bankers.

Together with the founder, Mr. Boon Chin Soo, she has helped the Group grow from its maiden retail outlet in Megamall Penang in 1999 to its current network of 26 retail stores with a presence in 3 departmental stores across Malaysia.

She currently oversees the finance and accounting divisions to ensure that the Group's financial reports are accurate and completed in a timely manner and also the cash flow and financial planning of the Group and proposes corrective actions.



Ms. Yi Yun Soo – General Manager

Yi Yun Soo joined Rofina Marketing in 2011 as a Sales Executive. She later took on the role as a Purchasing Manager in 2016 and was promoted to General Manager in 2017. She holds a Degree of Bachelor of Commerce in Marketing and Management from the University of Wollongong, Australia.

Her role in the Group is to oversee the procurement, purchasing, human resources and overall administration. She has successfully increased efficiency and productivity of Rofina Marketing whilst reducing costs and inefficiencies. She is well experienced in optimizing the business and excels in steering the Group to achieve its goals.

She is responsible for overseeing all administrative functions in the business, a major part of which involves leading and directing employees. She frequently evaluates employees' performance, and provides support as necessary.



Mr. Thian Soon Ewe – Marketing Manager

Thian Soon Ewe joined Rofina Marketing in 2014 as a Marketing Officer and was promoted to Marketing Manager in 2016. He holds a Degree in Marketing from the University of Wollongong, Australia.

His role in the Group is to oversee the promotion of the business, products and brands. He manages the marketing of the Group's products and brands and is responsible for developing pricing strategies, identifying new customers, supports lead generation efforts and creates promotions with advertising.

Ultimately, he helps the Group to build and maintain a strong and consistent brand through a wide range of online and offline marketing channels.

7.5 Responsibility of the Board

The Board is charged with promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interests of the Company. The Directors are aware of their collective and individual responsibilities to all Shareholders for the manner in which the affairs of the Company are managed, controlled and operated.

The Board has a collective responsibility for the management of the Group. There is a clear segregation of roles and responsibilities between the Chairman and Directors to ensure a balance of power and authority.

The non-executive and independent Directors do not participate in the day-to-day management of the Group and do not engage in any business dealings or other relationship with the Group. This is to ensure that they are capable of exercising judgment objectively whilst acting in the best interests of the Group, its stakeholders and Shareholders, including minority Shareholders.

7.6 Non-Executive Directors

Prior to the Prospectus Date, each non-executive Director has entered into appointment letters with the Company, confirming the terms of their appointment, their roles and responsibilities and the Company's expectation of them as non-executive Directors.

7.7 Directors' holdings

The Directors of the Company or their associates have a beneficial interest in the following Shares in the Company at the Prospectus Date and upon completion of the Offer:

Director	Shareholder	No. of Shares as at the Prospectus Date	No. of Shares following completion of the Offer
Boon Chin Soo	Direct interest	36,422,168	36,422,168
	Indirect interest through his spouse, son, daughter and spouse of his son	40,062,168	40,062,168
	Aggregate shareholding of Boon Chin Soo and his associates ⁵	76,484,336	76,484,336
Wei Yin Soo	Direct interest	14,568,868	14,568,868
	Indirect interest through his parents, sister and spouse	61,915,468	61,915,468
	Aggregate shareholding of Wei Yin Soo and his associates ⁶	76,484,336	76,484,336
Jacky Tran Cheung	Nil	Nil	Nil
Chor Keat Ewe	Nil	Nil	Nil
Su Hian Tan	Nil	Nil	Nil

7.8 Remuneration received by the Directors

The Constitution provides that the non-executive Directors may collectively be paid as remuneration for their services being a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

⁵ The voting power of Boon Chin Soo is required to be aggregated with the voting powers of the following persons as they are 'associates' for the purposes of the Corporations Act:

- (a) his spouse, Yeng Fong Wong;
- (b) his son, Wei Yin Soo;
- (c) his daughter, Yi Yun Soo; and
- (d) the spouse of his son, Siew Jiun Khor.

⁶ The voting power of Wei Yin Soo is required to be aggregated with the voting powers of the following persons as they are 'associates' for the purposes of the Corporations Act:

- (a) his parents, Boon Chin Soo and Yeng Fong Wong;
- (b) his spouse, Siew Jiun Khor; and
- (c) his sister, Yi Yun Soo.

A Director may also be reimbursed for reasonable travel, accommodation and other expenses incurred in relation to attending meetings of the Board, committees or Shareholders, or while engaged on the Company's business.

The remuneration paid to the Directors in the previous 2 years and proposed remuneration for the financial year ended 31 May 2021 is as follows:

Director	Remuneration for year ended 31 May 2019	Remuneration for unaudited year ended 31 May 2020	Proposed remuneration for financial year ended 31 May 2021
	(\$)	(\$)	(\$)
Boon Chin Soo	62,837	67,257	52,700
Wei Yin Soo	47,982	56,814	47,400
Jacky Tran Cheung	Nil	Nil	7,200
Chor Keat Ewe	Nil	Nil	7,200
Su Hian Tan	Nil	Nil	7,200

7.9 Related party transactions

- **(Directors' Undertaking)** - The Group entered into an undertaking agreement with Boon Chin Soo (Executive Chairman and the Company's largest shareholder) and Wei Yin Soo (Chief Executive Office and substantial shareholder) pursuant to which they have jointly and severally and unconditionally have undertaken to provide to the Group a loan of up to \$1,000,000 (interest free and unsecured) to support, fund and maintain the operations of the Group, in the ordinary course of business as and when needed during the period of 12 months from the date Rofina is admitted to the official list of the NSX or 31 May 2022 (whichever is later). Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo, Wei Yin Soo and the Group.
- **(Tenancy Agreement)** - Tenancy Agreement and Letter of Renewal of Tenancy Agreement between Yi Yun Soo and Rofina Marketing dated 10 October 2017 and 28 May 2020 respectively for the rental of its employees' residences in Penang, Malaysia for a term of 3 years commencing on 1 July 2017 and expiring on 30 June 2020 for a monthly rental of \$623⁷. The tenancy is further extended for another 2 years commencing on 1 July 2020 to 30 June 2022 for a monthly rental of \$519⁸.
- Save as disclosed above and other than the appointment letters set out in Section 7.6 and employment letters sent out in Section 10.3, there are currently no material arrangements between the Company and its Directors or other related parties. The Company's Audit and Risk Committee is responsible for reviewing and monitoring the propriety of any related party transactions.

⁷ Calculated based on the exchange rate as at 29 May 2020 of MYR/AUD: 2.8891.

⁸ Calculated based on the exchange rate as at 29 May 2020 of MYR/AUD: 2.8891.

7.10 No other Directors interests

Other than set out above or elsewhere in this Prospectus:

- no Director or proposed Director of the Company has, or has had in the two years before the Prospectus Date, any interest in the formation or promotion of the Company, or the quotation of Shares, or in any property proposed to be acquired by the Company in connection with information or promotion of the quotation of the Shares; and
- no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of the Company either to induce him or her to become, or to qualify him or her as a Director, or otherwise for services rendered by him or her in connection with the promotion or formation of the Company or the quotation of Shares.

7.11 Board Charter

The Board comprises five Directors. The Chairman of the Board is not the Chief Executive Officer. Three of the Directors are non-executive and independent Directors. All Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core value of integrity with due regard to their fiduciary duties and responsibilities.

The Board shall conduct at least 4 scheduled meetings annually, with additional meetings to be convened as and when necessary. All Directors will be provided with Company performance and progress reports on a timely basis prior to the scheduled Board meetings.

The Board shall review the Board Charter from time to time to meet the expectations of Shareholders and to develop best practices.

7.12 Audit and Risk Committee

The Audit and Risk Committee shall review in depth the annual financial statements of Rofina, monitor the integrity of Rofina's business' financial reporting system and internal controls, review the statutory accounts and consider accounting issues arising in respect of Rofina's affairs and recommend them to the Board for approval. Its current members are:

- Chor Keat Ewe (Committee Chair);
- Jacky Tran Cheung; and
- Su Hian Tan.

The members of the Audit and Risk Committee shall be appointed for a three-year term, or such longer or shorter term as shall be determined by the Board, with the option for this to be renewed for an additional two year period (or as otherwise determined by the Board). Matters dealt by the Audit and Risk Committee are as follows:

- Financial Reporting;
- Statutory Audit;
- Risk Management; and
- Internal Audit.

The Audit and Risk Committee will meet a minimum of 4 times a year and at other times in the year as considered appropriate by the Audit and Risk Committee Chair. Meetings will always be held prior to the announcement of any financial or performance results of Rofina.

7.13 Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be appointed by the Board, from the existing Directors of the Company and shall consist of not less than three members, the majority of whom shall be non-executive and independent Directors of the Company. Its current members are:

- Jacky Tran Cheung (Committee Chair);
- Chor Keat Ewe;
- Su Hian Tan; and
- Boon Chin Soo.

The Nomination and Remuneration Committee Chair shall, in consultation with the Company Secretary decide on the frequency and timing of the Nomination and Remuneration Committee meetings. Meetings shall be held no less than twice a year.

7.14 Policies

The Board will adopt, review and continually develop policies and procedures to:

- (a) ensure that it acts with due care and diligence and in the interests of Shareholders;
- (b) adequately identify and deal with conflicts of interests at Board, management and employee levels;
- (c) protect Shareholders' interests, including: access to information, voting rights, share of profits, equitable treatment; and
- (d) protect the interests of stakeholders including: employees, creditors, and the wider community.

With reference to the ASX Corporate Governance Council's Principles and Recommendations (4th Edition, 2019), the Board has adopted what it considers to be appropriate corporate governance policies and practices having regard to its size and nature of its activities. The Company's main corporate governance policies are set out below and are available in the Company's website at ir.rofinagroup.com:

- (a) Board Charter;
- (b) Code of Conduct;
- (c) Audit and Risk Committee Charter;
- (d) Nomination and Remuneration Committee Charter;
- (e) Disclosure and Communication Policy;
- (f) Securities Trading Policy;

(g) Anti-Bribery and Corruption Policy;

(h) Diversity Policy; and

(i) Whistleblower Policy.

7.15 Corporate governance

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of all stakeholders. To fulfil this role, the Board is responsible for the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

Disclosure of these corporate governance practices will be given in accordance with the Listing Rules.

The Company is committed to good corporate governance, which promotes the long-term interests of Shareholders, strengthens Board and management accountability and helps build public trust in the Company. The Board is elected by the Shareholders to oversee their interest in the long-term health and the overall success of the business and its financial strength. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the Shareholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

The Board has assessed the Company's current practice against the ASX Corporate Governance Council's Principles and Recommendations, 4th edition 2019 (Guidelines) and outlines its assessment below:

Recommendations	Compliance (Yes/No)	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight		
A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management. 	Yes	The Company has adopted a formal charter (Board Charter) clearly setting out the respective roles and responsibilities of the Board, the Chair, and Company Secretary. Responsibilities reserved to the Board include: <ul style="list-style-type: none"> providing leadership and setting the strategic objectives of the Company; appointing the chair; appointing and when necessary replacing the CEO; approving the appointment and when necessary replacement of other senior executives of the Company; overseeing management's implementation of the Company's strategic objectives and its performance generally;

Recommendations	Compliance (Yes/No)	Compliance by the Company
		<ul style="list-style-type: none"> through the chair, overseeing the role of the Company Secretary; approving operating budgets and major capital expenditure; overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit; overseeing the Company's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of Company's securities; ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate; approving the Company's remuneration framework; and monitoring the effectiveness of the Company's governance practices. A copy of the Board Charter is available on the Company's website ir.rofinagroup.com .
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Yes	The Company has undertaken insolvency searches in relation to the Directors of the Company. All information relevant to a decision to elect or re-elect a Director will be provided to Shareholders in any notice of meeting pursuant to which a resolution to elect or re-elect a Director will be voted upon. In addition, the Company has established a Nomination and Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise and the results of appropriate checks.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company's Board Charter requires that the terms and conditions of appointment of a Director be confirmed in a formal letter of appointment or a service contract. Specifically: <ul style="list-style-type: none"> the non-executive Directors have each executed an appointment letter with the Company setting out the terms and conditions of their appointment; and

Recommendations	Compliance (Yes/No)	Compliance by the Company
		<ul style="list-style-type: none"> the executive Directors and senior executives of the Company have each executed an employment letter with Rofina Marketing, setting out the terms and conditions of their employment.
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p> <p>The Company has adopted a formal Board Charter setting out the Company Secretary's responsibilities.</p> <p>Under the Board Charter, the Company Secretary is responsible for:</p> <ul style="list-style-type: none"> advising the Board and its committees on governance matters; monitoring that Board and committee policy and procedures are followed; coordinating the timely completion and dispatch of Board and committee papers; ensuring the business at Board and committee meetings is accurately captured in the minutes; and helping to organise and facilitate the induction and professional development of Directors and the Company Secretary.
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a diversity policy; through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and disclose in relation to each reporting period: <ul style="list-style-type: none"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: <ul style="list-style-type: none"> (A) the respective proportions of men and 	No	<p>The Company has recently adopted a diversity policy (Diversity Policy) which promotes diversity and inclusion regardless of employees' experiences, perspectives, professional skills, gender, gender identity, age, disabilities, sexual orientation, ethnicity, marital status, religious beliefs, socioeconomic backgrounds and cultural backgrounds.</p> <p>The Board considers that as the Company has only recently adopted the Diversity Policy it has not set measurable objectives or disclosed these as at the Prospectus Date. The Company intends to disclose the measurable objectives for achieving diversity in each annual report and the Company's progress in achieving these objectives.</p> <p>The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the implementation of the Diversity Policy.</p> <p>Under the Diversity Policy, the Board is:</p> <ul style="list-style-type: none"> required to develop initiatives that will promote and achieve diversity goals; responsible for reviewing this Diversity Policy and will assess the status of diversity within the Company and the effectiveness of this policy in

Recommendations	Compliance (Yes/No)	Compliance by the Company
<p>women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		<p>achieving the measurable objectives which have been set to achieve diversity;</p> <ul style="list-style-type: none"> responsible for assessing the need for specific and measurable gender diversity targets periodically, and if required, setting those targets; and responsible for assessing the effectiveness of the Company's diversity objectives each year.
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and disclose, for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>Under the Board Charter, each Director's performance is assessed when standing for re-election. Before each AGM, the Chair of the Board assesses the performance of any Director standing for re-election and the Board will determine their recommendation to Shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairman) will conduct the review of the Chairman.</p> <p>In addition, the Nomination and Remuneration Committee is responsible for the development and implementation of a process for evaluating the performance and professional development needs of the Board.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period, whether a performance evaluation was undertaken in accordance with that 	Yes	<p>Under the Board Charter, senior executives' performance will be considered by the independent Directors in a meeting separate to the Board meetings. The Chairman is responsible for ensuring independent Director meetings take place on a regular basis.</p>

Recommendations	Compliance (Yes/No)	Compliance by the Company
process during or in respect of that period.		
Principle 2 – Structure the board to be effective and add value <i>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</i>		
Recommendation 2.1 The board of a listed entity should: <ul style="list-style-type: none"> have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	Yes	The Board has appointed a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under a nomination and remuneration committee charter (Nomination and Remuneration Committee Charter), and any other resolutions of the Board from time to time. The committee is comprised of four Directors a majority of whom are independent and non-executive Directors. The chairperson is one of the independent, non-executive Directors. At Listing the members of the Nomination and Remuneration Committee are: <ul style="list-style-type: none"> Chair: Jacky Tran Cheung; Member: Chor Keat Ewe; Member: Su Hian Tan; and Member: Boon Chin Soo. The Nomination and Remuneration Committee Charter is available on the Company's website ir.rofinagroup.com .

Recommendations	Compliance (Yes/No)	Compliance by the Company
Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	The Company has established charter rules for the Nomination and Remuneration Committee as a guide for Board deliberations. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the Company and its business. Does not presently comply, however the Board intends to formalise a skills matrix.
Recommendation 2.3 A listed entity should disclose: <ul style="list-style-type: none"> the names of the directors considered by the board to be independent directors; if a director has an interest, position or relationship of the type described in Box 2.3 of the ASX CG Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and the length of service of each director. 	Yes	The Board considers Jacky Tran Cheung (appointed in September 2019) to be an independent Director. The Board also considers Chor Keat Ewe (appointed in September 2019) to be an independent Director. The Board also considers Su Hian Tan (appointed in July 2019) to be an independent Director. The Board notes the following Directors are deemed not independent: Boon Chin Soo (appointed in July 2019) – Boon Chin Soo is the Executive Chairman and substantial shareholder of the Company. Wei Yin Soo (appointed in July 2019) – Wei Yin Soo is the chief executive officer of the Company and substantial shareholder of the Company. The Board will regularly assess the independence of each Director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board. Each independent Director is required to provide the Board with all relevant information for this purpose. The outcome of the assessment will be reflected in the corporate governance section of the annual report. If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion. All Directors' interests, position, relationships, and length of service have been disclosed in this Prospectus and will be disclosed by the Company to the market periodically.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Yes	The Company currently has five Directors, of which three are independent non-executive Directors.

Recommendations	Compliance (Yes/No)	Compliance by the Company
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the Chief Executive Officer of the entity.</p>	No	<p>The Chairman, Boon Chin Soo is an Executive Director.</p> <p>The Company's chief executive officer, Wei Yin Soo, is not the same individual as the Chairman.</p> <p>Partially complies, however the Board believes the non-independence of the Chairman does not impede proper oversight of the chief executive officer by the Chairman.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Yes	<p>Under the Board Charter, the Directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.</p> <p>The Company Secretary is responsible to organise and facilitate the induction and professional development of Directors.</p>
<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	Yes	<p>The Company's Statement of Values is contained in the code of conduct (Code of Conduct).</p> <p>The Code of Conduct is available on the Company's website ir.rofinagroup.com.</p>
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a code of conduct for its directors, senior executives and employees; and ensure that the board or a committee of the board is informed of any material breaches of that code. 	Yes	<p>The Board has adopted a code of conduct (Code of Conduct) which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company's business and people, taking into account the Company's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all Directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company.</p> <p>The Code of Conduct covers the following:</p> <ul style="list-style-type: none"> the Company's core values and commitments; conflicts of interest; opportunities, benefits and ownership of work; anti-bribery and gifts; dealings with politicians and government officials; confidentiality;

Recommendations	Compliance (Yes/No)	Compliance by the Company
		<ul style="list-style-type: none"> privacy; fair dealing; discrimination, bullying, harassment and vilification; health and safety; protection and use of the Company's assets and property; compliance with laws and regulations; responsibility to Shareholders and the financial community; insider trading; and whistleblower protection. <p>The Code of Conduct is available on the Company's website ir.rofinagroup.com.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a whistleblower policy; and ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Yes	<p>The Company has adopted a Whistleblower Policy. This policy encourages employees to raise any concerns and report instances of illegal, unacceptable, or undesirable conduct within the Company.</p> <p>The policy deals with (among other things):</p> <ul style="list-style-type: none"> how employees can make reports about any of the above behaviours anonymously and/or confidentially, securely, and outside of business hours; the procedures following disclosure by an employee; how investigations will be conducted by the Company; reporting of the outcome of the investigation; and communications to whistleblowers. <p>The Whistleblower Policy is available on the Company's website ir.rofinagroup.com.</p>
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose an anti-bribery and corruption policy; and ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes	<p>The Company has adopted an Anti-Bribery and Corruption Policy.</p> <p>This policy outlines the Company's stance in relation to bribes, corruption, and other improper payments or benefits received or given by the Company and its personnel and the damage to the Company's reputation and good standing in the community.</p> <p>The Anti-Bribery and Corruption Policy is available on the Company's website ir.rofinagroup.com.</p>

Recommendations	Compliance (Yes/No)	Compliance by the Company
Principle 4 – Safeguard integrity in corporate reports <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i>		
Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation 	Yes	The Board has established an Audit and Risk Committee. This committee is responsible for, amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's internal and external financial reporting systems and financial statements. At Listing, the members of the Audit and Risk Committee are: <ul style="list-style-type: none"> Chair: Chor Keat Ewe; Member: Jacky Tran Cheung; and Member: Su Hian Tan, all of whom are non-executive and independent Directors. The chair is an independent Director. The Company has also adopted an Audit and Risk Committee Charter which governs the responsibilities and powers of the Audit and Risk Committee which is available on the Company's website ir.rofinagroup.com . The Company intends to disclose, at the relevant time, the number of times the Audit and Risk Committee has met, and the attendance at those meetings, at the end of each relevant reporting period.

Recommendations	Compliance (Yes/No)	Compliance by the Company
of the audit engagement partner.		
Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Board will implement a process to receive written assurances from its Chief Financial Officer and Chief Executive Officer that the declarations that will be provided under Section 295A of the Corporations Act are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting. The Board will seek these assurances prior to approving the annual financial statements for all half year and full year results that follow.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	In addition to reviewing regulatory filings and decisions as they relate to the Company's financial statements, the Audit and Risk Committee will review any reports that are to be released to the market that are not audited or reviewed by an external auditor. In doing so, the Audit and Risk Committee will also disclose its process for verifying the integrity of any such report. Additionally, the Company has adopted a formal Disclosure and Communication Policy, where there is an express requirement that the external auditor will attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.
Principle 5 – Make timely and balanced disclosure <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i>		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	Consistent with the Board's commitment to improving its disclosure policy, the Board has adopted a Disclosure and Communication Policy, which sets out the Company's commitment to the objective of promoting investor confidence and the rights of Shareholders by: <ul style="list-style-type: none"> complying with the continuous disclosure obligations imposed by law;

Recommendations	Compliance (Yes/No)	Compliance by the Company
		<ul style="list-style-type: none"> ensuring that company announcements are presented in an accurate, clear, objective and balanced way; ensuring that all Shareholders have equal and timely access to material information concerning the Company; and communicating effectively with Shareholders and making it easy for them to participate in general meetings. <p>The Disclosure and Communication Policy is available on the Company's website ir.rofinagroup.com.</p>
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company has adopted a Disclosure and Communication Policy which specifically requires that all material market announcements be provided to the Board promptly after release to the market.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the NSX Market Announcements Platform ahead of the presentation.	Yes	The Company has adopted a Disclosure and Communication Policy which specifically requires that all substantive investor or analyst presentations be released to the market prior to the relevant presentation.
Principle 6 – Respect the rights of security holders <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively</i>		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Company recognises the rights of its Shareholders and other interested stakeholders to have easy access to balanced, understandable and timely information concerning the operations of the Group.</p> <p>Information concerning the Company and its governance practices is available on its website ir.rofinagroup.com.</p>
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	No	<p>Prior to Listing, the Group has not finalised this. Post Listing, the Group intends to ensure that all Shareholders are well informed of all major developments affecting the Company and that the full participation of Shareholders at the AGM is facilitated.</p> <p>In addition, the Company intends to communicate with its Shareholders:</p> <ul style="list-style-type: none"> by making timely market announcements; by posting relevant information on its website;

Recommendations	Compliance (Yes/No)	Compliance by the Company
		<ul style="list-style-type: none"> by inviting Shareholders to make direct inquiries to the Company; and through the use of general meetings.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>The Board encourages participation of Shareholders at the AGM or any other shareholder meetings to ensure a high level of accountability and identification with the Company's strategy and goals.</p> <p>Upon the dispatch of any notice of meeting to Shareholders, the Company Secretary will send out materials with that notice stating that Shareholders are encouraged to participate at the meeting.</p>
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	No	<p>The Company's Constitution provides the Company with the ability to decide any resolution, save for procedural resolutions, on a poll. Further, a poll may also be demanded by Shareholders.</p> <p>Where possible, the Company will endeavour to decide all resolutions on a poll. Company considers that these requirements adequately protect the interests of Shareholders.</p>
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's Shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with Shareholders who have not elected to receive information electronically.
Principle 7 – Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i>		
Recommendation 7.1 The board of a listed entity should: <ul style="list-style-type: none"> have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; disclose:	Yes	<p>The Board has established an Audit and Risk Committee. This committee is responsible for, amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's financial reporting systems and financial statements.</p> <p>At Listing, the members of the Audit and Risk Committee are:</p> <ul style="list-style-type: none"> Chair: Chor Keat Ewe; Member: Jacky Tran Cheung; and Member: Su Hian Tan, <p>all of whom are non-executive and independent Directors. The chair is an independent Director.</p> <p>The relevant qualifications and experience of the members of the Audit and Risk Committee are disclosed</p>

Recommendations	Compliance (Yes/No)	Compliance by the Company
<p>(i) the charter of the committee;</p> <p>(ii) the members of the committee; and</p> <p>(iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <ul style="list-style-type: none"> if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 		<p>on the Company's website ir.rofinagroup.com but will not be disclosed in the Audit and Risk Committee Charter.</p> <p>The Company has adopted an Audit and Risk Committee Charter which is available on the Company's website ir.rofinagroup.com.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and disclose, in relation to each reporting period, whether such a review has taken place. 	No	<p>Under the Board Charter, the Board will ensure that the Company has in place an appropriate risk management framework and will set the risk appetite within which the Board expects management to operate.</p> <p>Further, it is intended that the Audit and Risk Committee will, among other things, regularly review and update the risk profile and ensure that the Company has an effective risk management system.</p> <p>As part of this process, the Board will review, at least annually, the Company's risk management framework in order to satisfy itself that it continues to be sound.</p> <p>The Company intends to disclose, at the relevant time, whether a review of the Company's risk management framework was undertaken during the relevant reporting period.</p> <p>The Audit and Risk Committee is newly formed and has not conducted an annual review.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> if it has an internal audit function, how the function is structured and what role it performs; or 	No	<p>The Company has an external auditor and the Audit and Risk Committee will monitor and evaluate material or systemic issues.</p> <p>Does not presently comply as the Board believes it and the Audit and Risk Committee have adequate oversight of the existing operations.</p> <p>The Company intends to formalize the appointment of an internal audit function in line with its Audit and Risk Committee Charter.</p>

Recommendations	Compliance (Yes/No)	Compliance by the Company
<ul style="list-style-type: none"> if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 		
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	The Company has disclosed all material risks facing the Group and how it intends to manage those risks in Section 6 of this Prospectus.
<p>Principle 8 – Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; disclose: <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the 	Yes	<p>The Company has established a Nomination and Remuneration Committee. The committee is responsible for developing, reviewing and making recommendations on:</p> <ul style="list-style-type: none"> the remuneration structure for Directors; the remuneration packages to be awarded to senior executives; equity-based remuneration plans for senior executives and other employees; and superannuation arrangements for executive Directors, senior executives and other employees. <p>As noted above, at Listing the members of the Nomination and Remuneration Committee are:</p> <ul style="list-style-type: none"> Chair: Jacky Tran Cheung; Member: Chor Keat Ewe; Member: Su Hian Tan; and Member: Boon Chin Soo. <p>The Company intends to disclose, at the relevant time, the number of times the committee has met, and the attendance at those meetings, at the end of each reporting period.</p>

Recommendations	Compliance (Yes/No)	Compliance by the Company
<p>members at those meetings; or</p> <ul style="list-style-type: none"> if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 		The Company has adopted a Nomination and Remuneration Committee Charter which is available on the Company's website ir.rofinagroup.com .
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	Each Director and senior executive have entered into a separate agreement with either the Company or Rofina Marketing, respectively. The remuneration of Directors and senior executives is to be reviewed annually. As noted above, a Nomination and Remuneration Committee Charter is in place and this committee is responsible for reviewing remuneration. The Nomination and Remuneration Committee is responsible for establishing a process for remuneration reviews and amending that process as it sees fit.
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and disclose that policy or a summary of it. 	Yes	The Company's Securities Trading Policy is a code that is designed to minimise the potential for insider trading. The Securities Trading Policy is available on the Company's website ir.rofinagroup.com .
Principle 9 – Recommendations that apply only in certain cases		
<p>Recommendation 9.1</p> <p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the</p>	Yes	All members of the board speak English. The Chairman has a conversational/ intermediate level of English. For more complex documentations and discussions, the Board will engage the services of a translator, if required.

Recommendations	Compliance (Yes/No)	Compliance by the Company
<p>processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>		
<p>Recommendation 9.2</p> <p>A listed entity established outside of Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	Yes	As the Company will have Shareholders across Australia and Malaysia, the Company will ensure that meetings of security holders are held at a reasonable time and as per the Disclosure and Communication policy, the Company will consider using appropriate technology for encouraging shareholder participation.
<p>Recommendation 9.3</p> <p>A listed entity established outside of Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	Under the Disclosure and Communication Policy, the Company will ensure that an external auditor attends the Company's AGM.

08 Financial information

8.1 Overview

The Directors are responsible for the financial information included in this Prospectus. At the Prospectus Date, the Group comprises Rofina Group Limited ("**Rofina, Parent**"), Rofina Global Pty Ltd ("**Rofina Australia**"), Rofina Holdings Sdn Bhd ("**Rofina Holdings**") and, Rofina Marketing (M) Sdn Bhd ("**Rofina Marketing**").

Rofina was incorporated on 26 July 2019. Rofina owns; 100% of Rofina Australia (incorporated in Australia on the 29 July 2019) and 100% of Rofina Holdings ("**Intermediate Parent**" Incorporated in Malaysia on 29 July 2019). Rofina Holdings owns 100% of Rofina Marketing ("**Subsidiary**" Incorporated in Malaysia on 16 April 1996).

Rofina Holdings acquired 100% of Rofina Marketing on 2 January 2020 (acquisition i), and Rofina acquired 100% of Rofina Holdings on 22 January 2020 (acquisition ii). Details of these acquisitions are given at Section 8.7(d).

The historical financial information presented comprises;

- the extracted historical statement of profit and loss and other comprehensive income and the extracted statement of cashflows for the half-year ended 30 November 2019 of Rofina Marketing,
- the extracted statement of financial position as at 30 November 2019 of Rofina Marketing,
- the extracted historical statement of profit and loss and other comprehensive income and the extracted statement of cashflows for the years ended 31 May 2019 and 31 May 2018 of Rofina Marketing, and
- the extracted statement of financial position as at 31 May 2019 and 31 May 2018 of Rofina Marketing.

Since Rofina, Rofina Australia and Rofina Holdings were incorporated on 26 July 2019 and 29 July 2019 respectively, information for these entities is not presented before this date.

The Pro-Forma Historical Financial Information comprises; the Pro Forma Consolidated Statement of Financial Position of Rofina as at 30 November 2019, which includes the extracted statement of financial position as at 30 November 2019 of Rofina Marketing, Rofina Holdings, Rofina Australia, and Rofina, assumes the pro forma transactions as set out in Section 8.6 had occurred on 30 November 2019.

8.2 Basis of preparation and presentation of the historical financial information and pro forma statement of financial position

The Historical Financial Information of Rofina Marketing as at 31 May 2019 and 31 May 2018 have been extracted from the audited financial statements of Rofina Marketing for the years ended 31 May 2019 and 31 May 2018, which were audited by Crowe Malaysia, Chartered Accountants.

The Historical Financial Information of Rofina Marketing as at 30 November 2019 has been extracted from the reviewed financial statements of Rofina Marketing for the half-year ended 30 November 2019, which were reviewed by LNP Audit and Assurance Pty Ltd, Chartered Accountants.

The Historical Financial Information, and the pro forma adjustments for items associated with the proposed Listing have been used to compile the pro forma Statement of Financial Position as at 30 November 2019.

The financial information set out in this Prospectus has been prepared in accordance with the accounting policies of Rofina and the recognition and measurement principles (but not all disclosure requirements) prescribed by Australian Accounting Standards and other pronouncements of the Australian Accounting Standards Board. The financial information contained in this Prospectus is presented in an abbreviated form and does not contain all the disclosures required by the Australian Accounting Standards applicable to annual reports prepared in accordance with the Corporations Act. The financial information has been reviewed in accordance with Australian Auditing Standards by LNP Audit and Assurance. LNP Audit and Assurance have not reviewed the Group's financial information in the context of complying with the relevant accounting, statutory and regulatory requirements outside of Australia. LNP Audit and Assurance Independent Accountants' Report is contained in this Prospectus at Section 9.

The financial information in this section should be read in conjunction with the risk factors set out in Section 6 of this Prospectus and other information contained within this Prospectus, in particular the details of the corporate structure. All amounts in this section are expressed in Australian Dollars unless specified otherwise.

3 Historical statements of profit and loss and other comprehensive income

	(i) Historical profit and loss and other comprehensive income information of Rofina Marketing for half-year ended 30 November 2019	(i) Historical profit and loss and other comprehensive income information of Rofina Marketing for year ended 31 May 2019	(i) Historical profit and loss and other comprehensive income information of Rofina Marketing for year ended 31 May 2018
	\$	\$	\$
Revenue			
Revenue	6,781,822	13,504,613	10,882,083
Other income	52,644	249,321	243,989
Cost of goods sold	(2,316,961)	(5,164,881)	(4,636,541)
Expenses			
General and administration expenses	(2,475,767)	(5,621,467)	(5,537,960)
Depreciation and amortisation	(309,572)	(353,681)	(359,108)
Employee benefit expenses	(1,323,801)	(2,105,414)	(2,304,509)
Advertising	(130,899)	(92,931)	(242,862)
Finance costs	(195,133)	(320,816)	(276,690)
Professional fees	(7,822)	(57,776)	(224,217)
Profit/(loss) before income tax	74,511	36,968	(2,455,815)
Income tax	-	-	-
Profit/(loss) after income tax	74,511	36,968	(ii) (2,455,815)
Other comprehensive income			
Total other comprehensive income	-	-	-
Total comprehensive income/(loss) for the year	74,511	36,968	(ii) (2,455,815)

The historical financial information of Rofina Marketing at 31 May 2019 and 31 May 2018 were extracted from the audited financial statements of Rofina Marketing for the financial periods noted, which were audited by Crowe Malaysia, Chartered Accountants. The historical financial information as at 30 November 2019 has been reviewed, but not audited, by LNP Audit and Assurance Pty Ltd.

The above statements should be read in conjunction with the notes to the financial information as disclosed in Sections 8.2 and 8.7.

The loss for the year ended 31 May 2018 was mainly due to the opening of seven new outlet stores which resulted in an increase in operating expense. Furthermore, the retail industry in Malaysia was experiencing buyers strike before GST was abolished on 1 June 2018.

8.4 Historical and pro forma statements of financial position

	(i) Pro forma consolidated statement of financial position as at 30 November 2019	(i) Historical statement of financial position of Rofina Marketing as at 30 November 2019	(i) Historical statement of financial position of Rofina Marketing as at 31 May 2019	(i) Historical statement of financial position of Rofina Marketing as at 31 May 2018
	\$	\$	\$	\$
Assets				
Current assets				
Cash and cash equivalents	1,212,197	46,531	38,775	57,993
Trade and other receivables	1,430,311	1,602,933	1,731,430	1,377,341
Inventory	3,113,664	3,098,732	2,706,116	2,075,316
Total current assets	5,756,172	4,748,196	4,476,321	3,510,650
Non-current assets				
Property plant and equipment	5,662,753	5,662,753	3,434,155	3,673,429
Investment property	806,491	806,491	795,812	788,011
Total non-current assets	6,469,244	6,469,244	4,229,967	4,461,440
Total assets	12,225,416	11,217,440	8,706,288	7,972,090
Liabilities				
Current liabilities				
Trade and other payables	1,797,222	1,761,099	4,119,196	6,164,167
Financial liabilities	2,306,854	2,306,854	2,317,323	2,186,237
Total current liabilities	4,104,076	4,067,953	6,436,519	8,350,404
Non-current liabilities				
Trade and other payables	2,102,974	2,102,974	-	-
Financial liabilities	4,227,533	4,227,533	2,062,114	2,183,878
Total non-current liabilities	6,330,507	6,330,507	2,062,114	2,183,878
Total liabilities	10,434,583	10,398,459	8,498,633	10,534,282
Net assets/(liabilities)	1,790,833	818,981	207,655	(2,562,192)
Issued capital	2,267,393	4,316,110	3,785,302	1,097,147
Accumulated losses	(476,560)	(3,497,129)	(3,577,647)	(3,659,339)
Total Equity (Deficiency)	1,790,833	818,981	207,655	(2,562,192)

(i) The historical financial information of Rofina Marketing as at 31 May 2019 and 31 May 2018 were extracted from the audited financial statements of Rofina Marketing for the financial periods noted, which were audited by Crowe Malaysia, Chartered Accountants. The historical financial information as at 30 November 2019 has been reviewed, not audited, by LNP Audit and Assurance Pty Ltd. The above statements should be read in conjunction with the notes to the financial information as disclosed in Sections 8.2 and 8.7.

8.5 Historical statements of cash flow

	(i) Historical cash flow of Rofina Marketing for half-year ended 30 November 2019	(i) Historical cash flow of Rofina Marketing for year ended 31 May 2019	(i) Historical cash flow of Rofina Marketing for year ended 31 May 2018
	\$	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before taxation	74,513	36,968	(2,455,815)
Add back depreciation and amortisation	309,572	353,681	278,656
Tax paid	(15,398)	(34,751)	(88,631)
AASB 16 Adjustment on rental and finance costs	(136,080)	-	-
Loss on derecognising of financial assets	-	-	25,963
Impairment loss	-	-	966,036
(Increase) in assets	(248,722)	(950,140)	(971,123)
(Decrease)/increase in payables	(255,123)	(2,044,971)	3,175,883
Net cash (used in) / provided by operating activities	(271,238)	(2,639,213)	930,969
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase/proceed from property plant and equipment	(121,060)	(122,208)	(1,147,124)
Net cash used in investing activities	(121,060)	(122,208)	(1,147,124)
CASH FLOWS FROM FINANCING ACTIVITIES			
(Payment)/proceed from borrowings	(173,471)	33,692	(587,988)
Capital issued	530,523	2,771,206	822,668
Net cash provided by financing activities	357,052	2,804,898	294,680
Net increase in cash held	(35,246)	43,477	78,525
Cash at beginning of financial period	(711,653)	(716,805)	(632,578)
Movement in foreign exchange	6,290	(38,325)	(162,752)
Cash at end of financial period	(740,609)	(711,653)	(716,805)

Reconciliation to cash flow statement

The cash shown in the statement of cash flows at the end of the period as follows:

	\$	\$	\$
Cash and cash equivalents	46,531	38,775	57,993
Bank overdrafts	(787,140)	(750,428)	(774,798)
	(740,609)	(711,653)	(716,805)

(i) The historical financial information of Rofina Marketing as at 31 May 2019 and 31 May 2018 were extracted from the audited financial statements of Rofina Marketing for the financial periods noted, which were audited by Crowe Malaysia, Chartered Accountants. The historical financial information as at 30 November 2019 has been reviewed, not audited, by LNP Audit and Assurance Pty Ltd. The above statements should be read in conjunction with the notes to the financial information as disclosed in Sections 8.2 and 8.7.

8.6 Basis of preparation of pro forma statement of financial position

The Pro Forma Pre-Listing Statement of Financial Position in this Prospectus has been produced by combining:

- the statement of financial position as at 30 November 2019 of Rofina;
- the statement of financial position as at 30 November 2019 of Rofina Australia;
- the statement of financial position as at 30 November 2019 of Rofina Holdings;
- the statement of financial position as at 30 November 2019 of Rofina Marketing;

at a pro forma date of 30 November 2019, using the exchange rate on that date of MYR/AUD 2.8274 (Section 8.8(d).)

The Pro Forma Pre-Listing Statement of Financial Position has been adjusted for the following pro forma Listing transactions which are expected to arise as a result of the Listing as if they had occurred on 30 November 2019 to produce the Pro Forma Statement of Financial Position;

The following costs will be charged to profit and loss as a result of the Listing:

Excluding GST	\$
ASIC fees	2,500
Corporate advisory fees	47,747
Investigating accountant and audit fees	23,000
Legal fees	128,767
NSX application and Listing fees	58,630
Independent market research	17,684
Prospectus production and website	8,234
Registry fees	5,000
	291,562

The total of these including GST was \$313,171 (GST of \$21,609), and this amount has been assumed to be paid from available cash.

Further expenses of \$140,431 have already been expensed prior to 30 November 2019 in the books of the Group, and including these, the total expenses as a result of the Listing are \$431,993 and consist of the following costs:

Excluding GST	\$
ASIC fees	2,500
Company Advisory Fees	84,884
Investigating accountant and audit fee	63,000
Legal fees	174,377
NSX application and listing fees	58,630
Independent Market Research	35,368
Prospectus production and website	8,234
Registry fees	5,000
Total	431,993

Capital of \$1,450,000 is expected to be raised as a result of the Offer, being 14,500,000 shares at \$0.10 per share.

These assumptions are reflected in the pro forma balance sheets as follows:

	Pro forma pre-listing consolidated statement of financial position as at 30 November 2019 \$	Pro forma Listing transactions as at 30 November 2019 (*) \$	Pro forma consolidated statement of financial position as at 30 November 2019 \$
Assets			
Current assets			
Cash and cash equivalents	53,758	1,158,439	1,212,197
Trade and other receivables	1,430,311	-	1,430,311
Inventory	3,113,664	-	3,113,664
Total current assets	4,597,733	1,158,439	5,756,172
Non-current assets			
Property plant and equipment	5,662,753	-	5,662,753
Investment property	806,491	-	806,491
Total non-current assets	6,469,244	-	6,469,244
Total assets	11,066,977	1,158,439	12,225,416
Liabilities			
Current liabilities			
Trade and other payables	1,818,832	(21,609)	1,797,223
Financial liabilities	2,306,854	-	2,306,854
Total current liabilities	4,125,686	(21,609)	4,104,077
Non-current liabilities			
Trade and other payables	2,102,973	-	2,102,973
Financial liabilities	4,227,533	-	4,227,533
Total non-current liabilities	6,330,506	-	6,330,506
Total liabilities	10,456,192	(21,609)	10,434,583
Net assets	610,785	1,180,048	1,790,833
Equity			
Issued capital	817,393	1,450,000	2,267,393
Accumulated losses	(206,608)	(269,952)	(476,560)
Total Equity	610,785	(1,180,048)	1,790,833

*refer 8.6 for proforma listing transactions

8.7 Notes to the historical and pro forma financial information

Summary of significant accounting policies.

(a) Change in Accounting Policies

Adoption of AASB 16 Leases

The Group has adopted AASB 16 Leases using the modified retrospective (cumulative catch up) method from 1 June 2019 and therefore the comparative information for the year ended 31 May 2019 has not been restated and has been prepared in accordance with AASB 117 Leases and associated Accounting Interpretations.

The Group has recognised right of use assets of \$2,295,548 and lease liabilities of \$2,291,708 at 30 November 2019, for leases previously classified as operating leases.

(b) Basis of preparation

The financial information includes extracts from the financial statements and notes of Rofina and its Controlled Entities ("**the Group**"), and adjustments as required to prepare the Pro Forma Financial Information. The financial information has been prepared for the purpose of inclusion in this Prospectus, and accordingly might not be suitable for any other purpose.

The financial statements are general purpose financial statements that have been prepared in accordance with the requirements of the Corporations Act, Australian Accounting Standards and other Authoritative Pronouncements of the Australian Accounting Standards Board ("**AASB**"). The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. These financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The financial information was authorised for issue on the Prospectus Date by the Directors.

(c) Principles of consolidation of the pro forma statement of financial position

The consolidated pro forma statement of financial position incorporates all of the assets and liabilities of the parent entity, and of subsidiaries. Subsidiaries are entities the parent controls.

The assets, liabilities and results of subsidiaries are consolidated into the pro forma statement of financial position from the date on which control is obtained by the Group. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

The details of the subsidiaries which have been consolidated into the pro forma statement of financial position and the basis upon which control has been obtained are set out in Section 8.1.

(d) Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses. Business combinations are accounted for by applying the acquisition method. Business combinations are accounted for from the date that control is attained whereby the fair values of the identifiable assets acquired and liabilities (including contingent liabilities) assumed are recognised (with limited exceptions).

Transaction costs incurred in relation to business combinations are recognised in profit and loss.

On 2 January 2020, Rofina Holdings (the Intermediate Parent) acquired 100% of the ordinary share capital of Rofina Marketing (the Subsidiary) via the issue of 13,000,000 ordinary shares of the Intermediate Parent to the shareholders of the Subsidiary - acquisition (i).

On 22 January 2020, Rofina (the Parent) acquired 100% of the ordinary share capital of Rofina Holdings (Subsidiary) via the issue of 143,000,066 ordinary shares of the Parent to the shareholders of the Subsidiary – acquisition (ii).

In these business combinations, (i) the Intermediate Parent became the owner of the Subsidiary, and (ii) the Parent became the legal owner of the Intermediate Parent. However, the former shareholders of the (i) Subsidiary/(ii) Intermediate Parent became the shareholders of the Parent, and are hence able to control the strategic decisions and therefore the operations of the combined entity. In accordance with AASB 3 Business combinations, these transactions are in substance 'reverse acquisitions', whereby the acquirer for accounting purposes is the legal subsidiary, and the legal parent becomes the accounting subsidiary.

In each of these reverse acquisitions no consideration was issued. Instead, equity shares were issued in the legal parent to the owners of the legal subsidiary. Accordingly, the acquisition-date fair value of the consideration transferred by the legal subsidiary (the accounting acquirer) for its interest in the legal parent (the accounting acquiree) is based on the number of equity interests the legal subsidiary would have had to issue to give the owners of the legal parent the same percentage equity interest in the combined entity that results from the reverse acquisition. The fair value of the number of equity interests calculated in this way is used as the fair value of consideration transferred in exchange for the acquiree (the Parent).

Under reverse acquisition accounting, the consolidated pro forma statement of financial position, although issued under the name of Rofina represents a continuation of the pro forma statement of financial position of Rofina Marketing, except for its capital structure, which is adjusted to change Rofina Marketing's capital to reflect the capital of Rofina. The consolidated pro forma statement of financial position therefore reflects:

- the assets and liabilities of Rofina Marketing (the accounting acquirer) recognised and measured at their pre-combination carrying amounts;
- the assets and liabilities of Rofina (the accounting acquiree) recognised and measured in accordance with AASB 3 Business Combinations;
- the retained earnings and other equity balances of Rofina Marketing (accounting acquirer) before the business combination; and
- the equity structure of Rofina Marketing (accounting acquirer) is restated to reflect that of Rofina, using the exchange ratio established in the acquisition agreement to reflect the number of shares of the Parent issued in the acquisition.

No cash consideration passed, and no fair value adjustments were required to be made as a result of these business combinations, and due to reverse acquisition accounting, the fair value of the assets acquired and liabilities assumed were equal to the fair value of the equity instruments issued and no goodwill arose.

The acquisitions are summarised as follows.

Acquisition i

Fair value of net assets acquired; \$4,597,866

Fair value of shares issued; \$4,597,866

Acquisition ii

Fair value of net assets acquired; \$817,393

Fair value of shares issued; \$817,393

(e) Revenue and other income

Revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Group expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step model as follows:

1. Identify the contract with the customer – a contract is an agreement between two or more parties that creates enforceable rights and obligations.
2. Identify the performance obligations – each promise to transfer distinct goods or services is identified as a performance obligation and accounted for separately.
3. Determine the transaction price – the transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. It is adjusted for the effects of variable consideration (e.g. discounts, rebates, incentives or penalties), significant financing component, non-cash consideration and consideration payable to customer.
4. Allocate the transaction price to the performance obligations – the transaction price is allocated to each performance obligation on the basis of the relative (estimated) stand-alone selling prices of each distinct good or service promised in the contract.
5. Recognise revenue – revenue is recognized when (or as) the entity satisfies a performance obligation by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). Revenue is recognized either over time or at a point in time depending on the timing of transfer of control.

The Group determines that the transfer of control of promised goods generally coincides with the transfer of risks and rewards of ownership. Accordingly, revenue from the sale of goods is recognised at a point in time when the significant risks and rewards of ownership have been transferred to the customer upon delivery.

Interest income is reported on an accrual basis using the effective interest method.

Rental income is recognised in profit or loss on a straight-line basis over the lease term.

Other income is recognised on an accruals basis when the Group is entitled to it.

(f) Income tax

The tax expense recognised in the statement of profit or loss and other comprehensive income comprises current income tax expense plus deferred tax expense.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred tax is provided on temporary differences which are determined by comparing the carrying amounts of tax bases of assets and liabilities to the carrying amounts in the consolidated financial statements.

Deferred tax is not provided for the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss), or taxable temporary differences arising on the initial recognition of goodwill, or temporary differences related to investment in subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period except where the tax arises from a transaction which is recognised in other comprehensive income or equity, in which case the tax is recognised in other comprehensive income or equity respectively.

(g) Foreign currency translation

Unless otherwise specified, the financial information is presented in Australian dollars (AUD or \$), which is Rofina presentation currency. The Group's functional currency is the Malaysian Ringgit (MYR), as the Group operates in Malaysia. The financial statements have been translated to Australian dollars in accordance with methods set out in AASB 121 "The Effects of Changes in Foreign Exchange Rates", and accordingly the financial results and position of the Group have been translated from the functional currency of MYR into the presentation currency of AUD as follows:

- assets and liabilities are translated at the closing rate at the date of the statement of financial position;
- income and expenses are translated at the dates of the transactions, approximated by using average rates for the period;
- resulting exchange differences are recognised in other comprehensive income.

(h) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(i) Inventories

Inventories of materials and goods are valued at the lower of cost (determined principally on the first-in, first-out basis) and net realisable value. Costs consists of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of the completion and costs necessary to make the sale.

(j) Financial instruments

Financial instruments are recognised initially on the date that the Group becomes party to the contractual provisions of the instrument. On initial recognition, all financial instruments are measured at fair value plus transaction costs (except for instruments measured at fair value through profit or loss where transaction costs are expensed as incurred).

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. On initial recognition, the Group classifies its financial assets at amortised cost. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets.

Assets measured at amortised cost are financial assets where: the business model is to hold assets to collect contractual cash flows; and the contractual terms give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding. The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the statement of financial position. Subsequent to initial recognition, these assets are carried at amortised cost using the effective interest rate method less provision for impairment. Interest income, foreign exchange gains or losses and impairments are recognised in profit or loss. Gains or losses on derecognition is recognised in profit or loss.

All financial assets not classified as measured at amortised cost as described above are measured at financial assets at fair value through profit or loss ("FVTPL"). All changes in fair value are recognised in profit and loss.

Impairment of financial assets

Impairment of financial assets is recognised on an expected credit loss ("ECL") basis for financial assets measured at amortised cost. When determining whether the credit risk of a financial assets has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available. This includes both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group uses the presumption that a financial asset is in default when the other party is unlikely to pay its credit obligations to the Group in full, without recourse to the Group to actions outside of its the normal collection activities. Credit losses are measured as the present value of the difference between the cash flows due to the Group in accordance with the contract and the cash flows expected to be received, using a probability weighted approach. The estimates produced from this are applied to the balances due to estimate the expected credit loss provision. The amount is recorded in a separate allowance account with the loss being recognised in finance expense. Once a financial asset is determined to be uncollectable then the gross carrying amount is written off against the associated allowance. Where the Group renegotiates terms, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss. No material expected credit loss provision arose at the period end.

Financial liabilities

The Group measures all financial liabilities initially at fair value less transaction costs, subsequently financial liabilities are measured at amortised cost using the effective interest rate method. The financial liabilities of the Group comprise trade payables, bank loans and related party payables.

(k) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets.

(l) Investment property

Investment property, being a property held to earn rental and/or for capital appreciation, or both, are accounted for using the fair value model.

Investment property are revalued annually with resulting gains/losses recognised in profit or loss. These are included in the statement of financial position at their fair values.

(m) Leases

Comparative year

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses on a straight-line basis over the life of the lease term.

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, that are transferred to the Company are classified as finance leases. Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Current year

Right-of-use assets

At the lease commencement, the Company recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the Company believes it is reasonably certain that the option will be exercised.

The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives received.

The right-of-use asset is depreciated over the lease term on a straight-line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

Lease liability

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Company's incremental borrowing rate is used.

Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g. CPI) or a change in the Company's assessment of lease term.

Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the remeasurement or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(n) GST

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the ATO. Receivables and payables are stated inclusive of GST.

Cash flows in the statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to the ATO, is classified as operating cash flows.

(o) Shareholder's equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options which vest immediately are recognized as a deduction from equity, net of any tax effects.

(p) Listing costs in the pro forma statement of financial position

Costs that relate to the Listing have been recorded as an expense in the statement of comprehensive income. Costs as a result of raising capital are deducted from equity.

(q) Liquidity and financial risk management

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group is exposed to liquidity risk through its use of financial instruments. The principal categories of financial instruments used by the Group are cash, receivables, trade and other payables, loans and hire purchase liabilities.

The Group's financial liability maturity profile is as follows.

Maturity profile	Total \$	< 6 Months \$	7 – 12 Months \$	13 – 18 Months \$	19 – 24 Months \$	25 – 30 Months \$	31 – 36 Months \$	> 37 month \$
Trade payables	2,542,844 (i)	620,766	-	568,720	567,703	474,621	311,034	-
Other payables	1,287,914	1,140,333	-	110,374	37,207	-	-	-
Directors loan	33,315	-	-	33,315	-	-	-	-
Loans and lease liability	6,534,386	2,122,920	183,934	626,213	603,506	563,493	563,747	1,870,57
Totals	10,398,459	3,884,019	183,934	1,338,622	1,208,416	1,038,114	874,781	1,870,57

(i) Trade payables of \$2,542,844 are in accordance with trading terms agreed with suppliers. They include agreed extended trading terms from the major creditors, which are not related parties.

The repayment of the extended trading term is that no repayments are made for a year from 30 November 2019, and that after the instalments shown will be payable each month, together with paying for other purchases made after the agreement of the above terms on a normal trading basis. The first instalments commence on 1 December 2020. The agreed terms include that there is no interest on the deferred payments.

8.8 Critical accounting estimates and judgments

The preparation of the historical financial information and the pro forma statement of financial position requires the Directors to make judgments, estimates and assumptions that affect the reported amounts.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are as follows.

(a) Going concern

For the 6-month period ended 30 November 2019, Rofina Marketing had cash and cash equivalents of \$46,531, had total liabilities of \$10,398,459 of which \$4,067,953 were repayable within one year, and had cash outflows from operations of \$271,238.

At 30 November 2019, the Group had consolidated pro forma cash and cash equivalents of \$1,212,197, net current assets of \$1,652,096, and the Group had pro forma total liabilities of \$10,434,583, of which \$4,104,076 were repayable within one year.

This gives rise to a material uncertainty in relation to the Group's ability to realise its assets and settle its liabilities at the amounts stated in the financial information. With the current availability of cash and liquid assets, the Directors consider the Group will be able to meet its obligations as and when they fall due based on the following assumptions, which the Directors consider reasonable;

- Rofina Marketing has traded profitably for the financial period ended 30 November 2019 and financial year ended 31 May 2019, as disclosed in the historical financial information,
- As at 31 May 2020, Boon Chin Soo had advanced \$343,819 to the Group on an unsecured, interest free basis and with no specific terms of repayment,
- Boon Chin Soo and Wei Yin Soo have jointly and severally agreed to provide a loan to the Group capped at \$1,000,000 (interest free and unsecured) with the effect that the said directors will make sufficient funds available to the Group up to the cap as required to enable the Group to meet the Group's obligations in the normal course of business for a period of 12 months from the date Rofina is admitted to the list of the NSX or 31 May 2022, whichever is later. Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo, Wei Yin Soo and the Group. The said directors are in a position to make this undertaking,
- The Group has negotiated deferred payment of certain trade creditors until August 2021 at the earliest, and the Directors consider that the Group has the continuing support of its key suppliers in relation to this,
- The Group obtained rental reductions from 13 of its landlords and is in the process of negotiating reduction in rentals for its remaining retail stores,
- The Group obtained moratorium for loan repayments from its major bankers for a period of 6 months from April 2020 and has requested for an extension of the moratorium for a further period of 4 months to January 2021,

- The Group reduced the salaries of its executive employees by 20% for a period of 3 months from 1 April 2020 and reduced the salaries of its 4 directors on a tiered basis of 100%, 40%, 20% and 10% for each quarter commencing 1 May 2020,
- The Group obtained from the Malaysian Government a RM800 wage subsidy for each of its 121 employees for the month of April 2020, 112 employees for the month of May and 102 employees for the month of June. Rofina Marketing will continue to apply for the wage subsidies for the months of July until September,
- The Group's operations are scalable and the option to reduce expenses should this be necessary. In this regard, the Group has decided to close 2 retail stores, one located at AEON Bandaraya Melaka and the other at ONE Utama Shopping Centre, upon expiry of their respective tenancies in August 2020. The Group will closely monitor the performance of each retail store and close underperforming stores and take measures to consolidate certain stores located in the same capital state in Malaysia upon expiry of their respective tenancies. Store closures would also reduce staff costs significantly,
- The Prospectus is expected to raise \$1,250,000 of cash after the payment of Listing expenses of approximately \$200,000, and
- The Directors consider that sufficient additional capital will be available from shareholders and financiers as required.

Accordingly, the financial information in this Prospectus is prepared on a going concern basis. No adjustments have been made to the financial information relating to the recoverability or classification of the recorded asset amounts and classification of liabilities that maybe necessary should the Group not continue as a going concern.

(b) Assessment of potential impairment of inventories, fixed assets and investment property

Reviews are made periodically by management on inventories for excess inventories, obsolescence and decline in net realisable value below cost. These reviews involve judgments and estimation uncertainty in forming expectation about future sales and demands. Any changes in these accounting estimates will result in revisions to the inventory value.

Fixed assets which are held at cost principally comprise store fixtures and fittings and motor vehicle. These are tested for impairment annually or when conditions dictate, the most recent assessment was in February 2020. Investment property is held at fair value the most recent assessment was carried out in February 2020.

(c) Impairment of receivables

The Company recognises loss allowance for expected credit losses on receivables based on an assessment of credit risk. Such assessment involved judgements and estimation uncertainty in analysing information about past events, current conditions and forecasts of future economic conditions. Any changes in these accounting estimates will affect the carrying amounts of receivables.

(d) Exchange rates

The following MYR/AUD exchange rates have been used in the preparation of the financial information.

At:	MYR/AUD
31 May 2018	3.0078
31 May 2019	2.9030
30 November 2019	2.8274
31 May 2020	2.9085
Average for the period ended	
12 months to 31 May 2018	3.1722
12 months to 31 May 2019	2.9590
6 months to 30 November 2019	2.8554
12 months to 31 May 2020	2.8250

(e) Assumptions used to prepare the pro forma statement of financial position

Refer to Section 8.6 for description of pro forma adjustments.

(f) There are no restrictions over the Group's ability to access or use assets and settle liabilities of the controlled entities.

8.9 Contingencies and commitments

As at the Prospectus Date, the Group did not have any contingencies or commitments other than those disclosed in this Prospectus;

Tenancy Agreement and Letter of Renewal of Tenancy Agreement between Yi Yun Soo and Rofina Marketing dated 10 October 2017 and 28 May 2020 respectively for the rental of its employees' residences in Penang, Malaysia for a term of 3 years commencing on 1 July 2017 and expiring on 30 June 2020 for a monthly rental of \$623⁹. The tenancy is further extended for another 2 years commencing on 1 July 2020 to 30 June 2022 for a monthly rental of \$519¹⁰.

8.10 Subsequent events

The following events have taken place after 30 November 2019:

- As at 31 May 2020, Boon Chin Soo had advanced \$343,819 to the Group on an unsecured, interest free basis and with no specific terms of repayment.
- Boon Chin Soo and Wei Yin Soo have jointly and severally given an undertaking to provide a loan to the Group capped at \$1,000,000 (interest free and unsecured) with the effect that together the said directors will make sufficient funds available to the Group up to the cap as required to enable the Group to meet the Group's obligations in the normal course of business for a period of 12 months from the date Rofina is admitted to the list of the NSX or 31 May 2022, whichever is later. Each advance is to be treated as a separate loan and payable on the business date that is at the end of five years from the date of the advance or another date by mutual agreement of Boon Chin Soo, Wei Yin Soo and the Group. The said directors are in a position to make this undertaking.

⁹ Calculated based on the exchange rate as at 29 May 2020 of MYR/AUD: 2.8891.

¹⁰ Calculated based on the exchange rate as at 29 May 2020 of MYR/AUD: 2.8891.

(iii) Following the outbreak of the novel coronavirus in December 2019 and the 2020 Movement Control Order imposed by the Malaysian Government, Rofina Marketing:

- a) was forced to close all its retail stores on 18 March 2020. Rofina Marketing has since reopened 26 of its retail stores in May 2020. During this period Rofina Marketing permanently closed 4 of its retail stores upon expiry of the relevant tenancy agreements. The permanent closure of its retail stores resulted in the resignation of certain employees of Rofina Marketing mainly due to the employees not being agreeable to being relocated to other operational retail stores of Rofina Marketing;
- b) obtained rental reduction from 13 of its landlords and is in the process of negotiating reduction in rentals for its remaining retail stores;
- c) obtained the moratorium for loan repayments from its major bankers for a period of 6 months from April 2020 and has requested for an extension of the moratorium for a further period of 4 months to January 2021;
- d) reduced the salaries of its executive employees by 20% for a period of 3 months from 1 April 2020;
- e) reduced the salaries of its 4 directors on a tiered basis of 100%, 40%, 20% and 10% for each quarter commencing 1 May 2020;
- f) obtained from the Malaysian Government a RM800 wage subsidy for each of its 121 employees for the month of April 2020, 112 employees for the month of May and 102 employees for the month of June. Rofina Marketing will continue to apply for the wage subsidies for the months of July until September. The wage subsidy will reduce to RM600 for each employee after the first 3 months;
- g) does not foresee any potential litigation, bad or doubtful debts or any reduction in asset value during this period and has been closely monitoring these areas; and
- h) has launched various promotional and seasonal sales and does not anticipate any unsaleable or scrapped stock.

Refer to Section 5.7 for further details. The draft unaudited management accounts as summarised in Section 5.7 record a loss of \$2.2 million for the period to 31 May 2020. No adjustments to asset values have been made in the unaudited management accounts for any potential inventory, receivables, fixed assets or investment property write downs as a result of COVID-19 and the related economic uncertainty. These management accounts have not been subject to audit or review by the Investigating Accountant.

Other than as stated in this Prospectus, no events significant to the information, no other matters or circumstances have arisen since the end of the financial period which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

09 Investigating Accountant's report

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16 July 2020

PRIVATE & CONFIDENTIAL

The Board of Directors
Rofina Group Limited
c/o Boardroom Limited
L12, Grosvenor Place
225 George Street
Sydney NSW 2000

Dear Directors,

Investigating Accountants Report on historical and pro forma Financial Information For Inclusion In The Prospectus To Be Dated 16 July 2020

We have been requested by Rofina Group Ltd (the company, the Group) to report on the historical financial information of Rofina Marketing (M) Sdn Bhd and the pro forma historical financial information of the Group headed by Rofina Group Limited for inclusion in the prospectus dated 16 July 2020 relating to the compliance listing of Rofina Group Limited on the National Stock Exchange (NSX) (the Prospectus). Expressions and terms defined in the Prospectus have the same meaning in this report.

Scope

You have requested LNP Audit and Assurance Pty Limited 'LNP Audit and Assurance' to prepare this report on the following financial information.

Historical Financial Information

The historical financial information included in Section 9 of the Prospectus comprising:

- the statements of profit and loss and other comprehensive income of Rofina Marketing (M) Sdn Bhd for the financial period from 1 June 2017 until 31 May 2018, 1 June 2018 until 31 May 2019 and for the six month period ended 30 November 2019;
- the Statements of Financial Position of Rofina Marketing (M) Sdn Bhd as at 31 May 2018, 31 May 2019 and 30 November 2019; and
- the Statements of Cash Flows of Rofina Marketing (M) Sdn Bhd for the financial period from 1 June 2018 until 31 May 2019 and for the six months financial period ended 30 November 2019.

Hereafter 'historical financial information'.

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies. The historical financial information has been extracted from the financial report of Rofina Marketing (M) Sdn Bhd for the financial period ended 31 May 2019, which was audited by Crowe Malaysia, Chartered Accountants in accordance with approved standards on auditing in Malaysia and International Auditing Standards; and from the six month financial report for the period ended 30 November 2019, which was reviewed by LNP Audit and Assurance, Chartered Accountants.

In the audit report for the period ended 31 May 2019, the auditor Crowe Malaysia, Chartered Accountants drew attention to Note 2.2 in the financial statements, which indicated that the Company's current liabilities exceeded its current assets by MYR5,690,456 (AUD1,960,198). This indicated the existence of a material uncertainty which may cast significant doubt on the ability of the company to continue as a going concern. The auditors opinion was not modified in respect of this matter.

In the review report for the period ended 30 November 2019, the review Auditor, LNP Audit and Assurance, Chartered Accountants, drew attention to Note 2 in the financial statements, which indicated the Company had net current assets of \$680,243, including \$46,531 of cash and cash equivalent, and the Group had total liabilities of \$10,398,459, of which \$4,050,764 is repayable within one year. This indicated the existence of a material uncertainty which may cast significant doubt on the ability of the company to continue as a going concern. The auditors opinion was not modified in respect of this matter.

The historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Pro Forma historical financial information

The pro forma historical Statement of Financial Position as at 30 November 2019 referred to as 'the pro forma historical financial information'.

The pro forma historical financial information has been derived from the historical financial information of Rofina Group Limited, after adjusting for the effects of pro forma adjustments described in sections 8.6 and 8.7(c) of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transactions to which the pro forma adjustments relate, as described in sections 8.6 and 8.7(c) of the Prospectus, as if those events or transactions had occurred as at the date of the pro forma historical financial information. Due to its nature, the pro forma historical financial information does not represent the company's actual or prospective financial position.

Directors' responsibility

The directors of Rofina Group Limited are responsible for the preparation of the historical financial information and the pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a conclusion on the historical financial information and the pro forma historical financial information based on the procedures performed and the evidence we have obtained.

We have conducted our engagement in accordance with Australian Auditing Standards relating to review engagements. A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information, as described in section 9 of the Prospectus, and comprising:

- the Statements of Profit and Loss and Other Comprehensive Income of Rofina Marketing (M) Sdn Bhd for the year ended 31 May 2019 and for the six months financial period ended 30 November 2019,
- the Statements of Financial Position of Rofina Marketing (M) Sdn Bhd as at 31 May 2019 and 30 November 2019; and
- the Statements of Cash Flows of Rofina Marketing (M) Sdn Bhd for the financial year ended 31 May 2019 and for the six months financial period ended 30 November 2019.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 8.6 of the Prospectus.

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Pro Forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information being the Pro Forma Statement of Financial Position as at 30 November 2019 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 8.6 and 8.7(c) of the Prospectus.

Emphasis of Matter

Material Uncertainty Related to Going Concern

We draw attention to section 8.8(a) of the Prospectus, which describes the principal conditions that raise doubt about the Company's ability to continue as a going concern. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Subsequent events

Apart from the matters dealt with in Section 8.10 of the Prospectus, and having regard to the scope of our report, to the best of our knowledge and belief, no material transactions or events outside of the ordinary business of the Group have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

Restriction on Use

Without modifying our conclusions, we draw attention to section 8.7(b) of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

LNP Audit and Assurance disclaim any responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than for which it was prepared. This Report should be read in conjunction with the full Prospectus.

Consent

LNP Audit and Assurance has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

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Liability

The liability of LNP Audit and Assurance is limited to the inclusion of this report in the Prospectus. LNP Audit and Assurance makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from, the Prospectus.

Independence and Disclosure of Interest

LNP Audit and Assurance does not have any interest in the outcome of this transaction that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion to this report. LNP Audit and Assurance will receive a professional fee for the preparation of this report.

Yours faithfully

LNP Audit and Assurance Pty Ltd



Anthony Rose
Director
Registered Company Auditor

10 Material agreements and licences

10.1 Share Exchange Agreement 1

On 2 January 2020, the then shareholders of Rofina Marketing entered into a Share Exchange Agreement with Rofina Holdings in which each then shareholder of Rofina Marketing on the date of transfer received one share in Rofina Holdings for every share they held in Rofina Marketing.

10.2 Share Exchange Agreement 2

On 22 January 2020, the then shareholders of Rofina Holdings entered into a Share Exchange Agreement with the Company in which each then shareholder of Rofina Holdings on the date of transfer received 11 Shares in Rofina for every share they held in Rofina Holdings.

10.3 Executive employment letters

The executive Directors and related key executives have each executed employment letters with Rofina Marketing, which contain standard terms and conditions for letters of this nature, including confidentiality and restraint on competition provisions. The appointment letters cover the period of which the individual is employed, but may generally be terminated by notice by either party.

10.4 Master Exclusive Franchise Agreement

Rofina Marketing, had on 27 February 2017 entered into a Master Exclusive Franchise Agreement with Lancaster Paris ("**Lancaster**") as a franchisee to use the franchise system which includes a licence to use certain trademarks, sale of merchandise, common advertising design and know-how in development, production and distribution in the territory of Malaysia for a term of 5 years from 27 February 2017 to 26 February 2022. The merchandises in relation to this Master Exclusive Franchise Agreement must only be purchased from suppliers which have been specified by Lancaster and/or from other franchisees of Lancaster. Lancaster may terminate this Master Exclusive Franchise Agreement by giving notice to Rofina Marketing if Rofina Marketing breaches any obligations stated therein.

10.5 Leases

As at the Prospectus Date, Rofina Marketing has entered into tenancy agreements for 29 properties for retail use as its stores from unrelated third parties, 1 property for warehousing also from an unrelated party and 1 property for employee residential purposes from a related party as disclosed in Section 7.9. All of these leases are on market standard terms and they range for a term of 1 year to 3 years.

Save for the 2 retail stores, one of which is located at AEON Bandaraya Melaka and the other at One Utama Shopping Centre which the Company will close upon expiry of their respective tenancies in August 2020, the Company generally intends to renew all tenancies for performing stores upon its expiry. However, due to the COVID-19 uncertainties, the Company is continuously closely monitoring the performance of each retail store and if COVID-19 persists (or brings about a second or third wave of infections) or if the economic situation deteriorates, the Company will close any underperforming stores and take measures to consolidate certain stores located in the same capital state in Malaysia upon expiry of their respective tenancies.

10.6 Directors' Undertaking

See Section 7.9 of this Prospectus for a summary of the Directors' Undertaking.

10.7 Tenancy Agreement

See Section 7.9 of this Prospectus for a summary of the Tenancy Agreement.

10.8 Licences

As at the Prospectus Date, the material licences obtained by Rofina Marketing for the carrying on of its business are as follows:

Store Location	Issuing Authority	Particulars
PENANG		
Pine Valley Business Centre 22, Lebuh Rambai 11, 11060 Paya Terubong, Pulau Pinang.	Penang Island City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 19 February 2020 to 31 December 2020
Pine Valley Business Centre 22A, Lebuh Rambai 11, 11060 Paya Terubong, Pulau Pinang.	Penang Island City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 26 December 2019 to 31 December 2020
Lot 170-02-07 & 08, 2nd Floor, Gurney Plaza, Persiaran Gurney, 10250 Penang.	Penang Island City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot 163D-3-11, Gurney Paragon Mall, Persiaran Gurney, 10250 Penang.	Penang Island City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot 01-150 & 151, 1st Floor, Queensbay Mall, Persiaran Bayan Indah, 11900 Penang.	Penang Island City Council	<ul style="list-style-type: none"> Business Premise Licence Validity Period: 1 January 2020 to 31 December 2020
Lot LG-101 & 102, LG Floor, Queensbay Mall, Persiaran Bayan Indah, 11900 Penang.	Penang Island City Council	<ul style="list-style-type: none"> Business Premise Licence Validity Period: 19 February 2020 to 31 December 2020
BUTTERWORTH		
Lot F40, 1st Floor, AEON Mall Bukit Mertajam, Jalan Rozhan, Alma, 14000 Bukit Mertajam, Penang.	Municipal Council of Seberang Perai	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot G-92, Design Village Outlet Mall, 733, Jalan Cassia Barat 2, Bandar Cassia, 14110 Batu Kawan, Pulau Pinang.	Municipal Council of Seberang Perai	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
F-06, 1st Floor, Sunway Carnival Mall, 3068 Jalan Todak, Pusat	Municipal Council of Seberang Perai	<ul style="list-style-type: none"> Business Premise and Advertisement Licence

Store Location	Issuing Authority	Particulars
Bandar, 13700 Seberang Jaya, Penang.		<ul style="list-style-type: none"> Validity Period: 1 January 2020 to 31 December 2020
KEDAH		
Lot 2-36, 2nd Floor, Aman Central Mall, Lebuhraya Darul Aman, 05100 Alor Setar, Kedah.	Alor Setar City Council	<ul style="list-style-type: none"> Advertisement Licence Validity Period: 4 January 2020 to 3 January 2021
Lot G-12, Ground Floor, Alor Setar Mall, 05400 Alor Setar, Kedah.	Alor Setar City Council	<ul style="list-style-type: none"> Advertisement Licence Validity Period: 19 January 2020 to 18 January 2021
PERAK		
Lot F-35, 1st Floor, AEON Mall Taiping, Jalan Kamunting, 34600 Taiping, Perak Darul Ridzuan.	Taiping Municipal Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 14 November 2019 to 14 November 2020
Lot F-19, 1st Floor, Ipoh Parade, Jalan Sultan Abdul Jalil, 30450 Ipoh, Perak Darul Ridzuan.	Ipoh City Council	<ul style="list-style-type: none"> Business Premise Licence Validity Period: 27 January 2020 to 26 December 2021
		<ul style="list-style-type: none"> Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot 11, AEON Shopping Centre, Pusat Perniagaan Manjung Point 3, 32040 Seri Manjung, Perak.	Manjung Municipal Council	<ul style="list-style-type: none"> Business and Advertisement Licence Validity Period: 3 December 2019 to 2 December 2020
KUALA LUMPUR		
Lot G-44, & G-43, Tingkat Bawah, Berjaya Times Square, No. 1, Jalan Imbi, 55100 KL.	Kuala Lumpur City Hall	<ul style="list-style-type: none"> Business Premise Licence Validity Period: 1 August 2019 to 31 July 2020
Lot G-09, Empire Shopping Gallery, Jalan SS 16/1, Ss 16, 47500 Subang Jaya, Selangor, Malaysia.	Subang Jaya Municipal Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 24 November 2019 to 23 November 2020
Lot 1-42, First Floor, Fahrenheit 88, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur.	Kuala Lumpur City Hall	<ul style="list-style-type: none"> Business Premise Licence Validity Period: 25 September 2019 to 24 September 2020
L1-34, First Floor, IOI City Mall, IOI Resort City, 62502 Putrajaya, Selangor, Malaysia.	Sepang Municipal Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence

Store Location	Issuing Authority	Particulars
		<ul style="list-style-type: none"> Validity Period: 1 January 2020 to 31 December 2020
Lot L2-24 Level 2, Nu Sentral, No. 201, Jalan Tun Sambathan, 50470 Kuala Lumpur.	Kuala Lumpur City Hall	<ul style="list-style-type: none"> Business Premise Licence Validity Period: 25 November 2019 to 24 November 2020
Lot G-128A, 1 Utama Shopping Centre, No. 1, Lebuhraya Utama, Bandar Utama Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.	Petaling Jaya City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot 4.22.00, Level 4, Pavilion Kuala Lumpur, 168 Jalan Bukit Bintang, 55100 Kuala Lumpur.	Kuala Lumpur City Hall	<ul style="list-style-type: none"> Business Premise Advertisement Licence Validity Period: 14 December 2019 to 13 December 2020
Lot 1-60, Sunway Velocity Mall, 80, Jalan Cheras, Maluri, 55100 Kuala Lumpur, Malaysia.	Kuala Lumpur City Hall	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 17 March 2020 to 16 March 2021
MELAKA		
Lot S-17, AEON Mall Bandaraya Melaka, No 2. Jalan Legenda Taman I-Legenda, 75400 Melaka.	Melaka Historic City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 5 April 2020 to 4 April 2021
JOHOR		
Lot F-12, AEON Mall Bandar Dato' Onn, No.3, Bandar Dato Onn, Johor Bahru, Johor, Malaysia.	Johor Bahru City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot F-63, First Floor, AEON Mall Kulaijaya, PTD 106273, Persiaran Indahpura Utama, Bandar Indahpura, 81000 Kulaijaya, Johor.	Kulai Municipal Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot 2F-18, Second Floor, Paradigm Mall Johor Bahru, Taman Bukit Mewah, 81200 Johor Bahru, Johor.	Johor Bahru City Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020
Lot 1 -42, 1st Floor, Kluang Mall, Jalan Rambutan, Bandar Kluang, 86000 Kluang, Johor Darul Takzim.	Kluang Municipal Council	<ul style="list-style-type: none"> Business Premise and Advertisement Licence Validity Period: 1 January 2020 to 31 December 2020

11 Details of the Offers

11.1 The Offer

Under this Prospectus, the Company has invited investors identified by the Directors to apply for 14,500,000 Shares at an issue price of \$0.10 per Share, to raise up to \$1,450,000.00. The investors are not (and nor are they associated with) a Director or substantial shareholder of the Company. No general public offer of Shares will be made under the Offer.

All Shares offered under this Prospectus will rank equally with existing Shares. The rights and liabilities of the Shares offered under this Prospectus are summarised in Section 12.

The funds raised by the Offer is intended to be used as follows:

Use of proceeds	\$	%
Working capital*	650,000	44.8
Outstanding Listing expenses	200,000	13.8
Market expansion#	200,000	13.8
Product development^	100,000	6.9
Repayment of bank borrowings	300,000	20.7
Total	1,450,000	100

Notes:

* includes payment of \$300,000 to suppliers for purchase of products and expenses comprising salaries and statutory contributions and rental and utility expenses;

includes costs for e-commerce development and other digital marketing strategies and channels, to enhance human resource training and development in using digital tools to penetrate market segments build stronger customer base and customer retention and development of market share in East Malaysia and other tourism hotspots; and

^ includes to design and create new product lines for bags, handbags and backpacks in order to expand the product categories developed by the Group and continued efforts to develop the Group's luggage designs to keep up with market trends.

The proposed use of proceeds described above represents the Company's current intentions based on its present plans and business conditions. The amounts and timing of the actual expenditures may vary.

11.2 Conditions of the Offer

The Offer is conditional upon the Company:

(a) complying with the admission requirements for admission to NSX; and

(b) raising \$1,450,000.00 under the Offer.

The Company will not issue any Shares pursuant to the Offer until these conditions are satisfied.

Within 7 days after the Prospectus Date, the Company will lodge an application with the NSX for admission to the official list of the NSX and quotation of the Company's Shares on the NSX. If NSX does not grant permission for the quotation of the Shares within 3 months after the Prospectus Date or the minimum subscription (as set out in Section 11.4) is not reached within 4 months after the Prospectus Date, or such longer period as is permitted by the Corporations Act, none of the Shares offered by this Prospectus will be allotted or issued. In these circumstances, all applications will be dealt with in accordance with the Corporations Act including the return of all application moneys without interest.

11.3 Benefits of the Offer

The NSX listing is expected to generate benefits for the Company, including;

- to provide a liquid market for the Shares and improved access to equity capital markets, particularly in Australia;
- further increasing its public profile;
- provision of working capital;
- where appropriate, provide additional financial flexibility and facilitate further acquisitions and growth by the issue of Shares; and
- providing employees with an opportunity to participate in the ownership of the Company.

Some of the benefits may be generated quickly while others may be achieved over a longer time period.

11.4 Minimum subscription

The minimum subscription under the Offer is \$1,450,000.00 and no Shares will be issued under this Prospectus unless the Company receives applications for at least that amount.

11.5 Oversubscriptions

No oversubscriptions are intended to be accepted by the Company.

11.6 Underwriting

The Offer is not underwritten.

11.7 Opening and Closing Dates of the Offer

The Offer open at the Opening Date and close on the Closing Date unless otherwise extended. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be) should they consider it necessary to do so.

11.8 Applications

Applications may only be made by investors previously identified by the Company.

The Offer Price is \$0.10 per Share. Applications must be for a minimum of 20,000 Shares (\$2,000).

11.9 Allocation and issue of Shares

The Company may allocate all, or a lesser number, of Shares for which an application has been made, accept a late application or decline an application. Where applications are scaled back, there may be a different application of the scale-back policy to each Applicant.

Where no allocation is made to a particular Applicant or the number of Shares allocated is less than the number applied for by an Applicant, surplus Application Money will be returned to that Applicant. No interest will be paid on any refunded Application Money. Any interest earned on any Application Money is the property of the Company.

Successful Applicants will be given written notice of the number of Shares allocated to them as soon as possible after the Closing Date. It is the responsibility of Applicants to confirm the number of Shares allocated to them before trading in Shares. Applicants who sell Shares before they receive notice of the Shares allocated to them do so at their own risk.

If the Company's application for admission to NSX is denied, or for any reason this Offer does not proceed, all Application Money is refunded in full without interest.

Subject to NSX granting conditional approval for the Company to be admitted to the Official List, allotment of the Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

The Company reserves the right to withdraw the Offer, at any time before the allotment of Shares. If the Offer does not proceed, the Application Money will be refunded. No interest will be paid on any Application Money refunded as a result of the withdrawal of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for Shares under this Prospectus.

11.10 CHESS and Issuer Sponsored Holdings

The Company will apply for the Shares to participate in CHESS. Applicants who are issued Shares under this Offer will receive shareholding statements in lieu of share certificates which sets out the number of Shares issued to each successful Applicant.

The shareholding statement also provides details of the Shareholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

In future, Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the Share Registry. Further statements are given to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee for them.

11.11 Applicants outside Australia

No action has been taken to register or qualify the Shares or the Offer in any jurisdiction outside Australia, or otherwise to permit a public offering of the Shares outside Australia.

This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, the offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Any failure to comply with the restrictions may constitute a violation of applicable securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed to enable them to acquire Shares.

11.12 Escrow shares

Certain Shareholders including Directors and promoters will be subject to mandatory escrow arrangements under the Listing Rules. In accordance with the Listing Rules, the Company expects that Shares held by a number of Shareholders including Directors and promoters representing up to approximately 48.56% of the entire issued share capital of the Company after completion of the Offer, will be escrowed ("**Escrowed Shareholders**"). Prior to listing on NSX, all Escrowed Shareholders will be required to enter into mandatory escrow restriction agreements ("**Restricted Securities Agreements**") in relation to Shares held by them.

Under the Restricted Securities Agreements, to the extent not inconsistent with applicable law, each Escrowed Shareholder will agree not to carry out any public or private sale of their Shares, or any securities, options or rights convertible into or exchangeable or exercisable for such Shares for a period of 12 or 24 months from the date on which quotation of the Company's securities commences.

11.13 Acknowledgements

Each Applicant who accepts the Offer will be deemed to have:

- (a) agreed to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the offer;
- (b) acknowledged having personally received a printed or electronic copy of this Prospectus (and any supplementary or replacement prospectus) included in or accompanying the Application and having read them all in full;
- (c) declared that all details and statements on the Application are complete and accurate;
- (d) declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- (e) acknowledged that once the Company receives an Application it may not be withdrawn;
- (f) applied for the number of Shares applied at the Australian Dollar amount shown within the Application;
- (g) agreed to be allocated the number of Shares applied for subject to scale-back referred to in Section 11.9;

- (h) authorised the Company and their officers or agents to do anything on behalf of the Applicant necessary for the Shares to be allocated to the Applicant, including to act on instructions received by the Share Registry upon using the contact details in the Application;
- (i) acknowledged that the Company may not pay dividends, or that any dividends paid may not be franked;
- (j) acknowledged that the information contained in this Prospectus (or any replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant, given the investment objectives, financial situation or particular needs of the Applicant;
- (k) declared that the Applicant is (i) a resident or citizen of Australia; or (ii) a resident in a country other than Australia in which the Company is permitted to make the Offer; and
- (l) acknowledged and agreed that if the Listing does not occur for any reason including but not limited to, the Offer being withdrawn at any time before the allotment of Shares, the Offer will not proceed and all Application Money received will be refunded in full without interest.

12 Rights and liabilities attaching to Shares

12.1 Rights attached to Shares

The Company currently has 143,000,068 fully paid ordinary Shares on issue. There are no other classes of shares on issue and no partly paid shares on issue. The rights attaching to ownership of the Shares arise from a combination of the Constitution, the Listing Rules, the Corporations Act and general law.

A brief summary of certain provisions of the Constitution and the significant rights attaching to Shares is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the official list of NSX.

Issue of Shares

The allotment and issue of shares is under the control of the Directors. Subject to the Corporations Act and the Listing Rules, the Directors may allot, issue or otherwise dispose of shares to any persons, on any terms and conditions, at that issue price and at those times the Directors think fit. The Directors have full power to give any person a call or option over any shares during any time and for any consideration as the Directors think fit. In particular, the Directors may issue shares with preferred, deferred or special rights, privileges or conditions or with any restrictions (whether in regard to dividend, voting, return of share capital or otherwise) as the Directors determine.

The Company may issue preference shares which are or at the option of the Company liable to be redeemed. Holders of preference shares will only have the right to vote at a meeting convened when a dividend (or part of a dividend) for the shares are in arrears, on a proposal to reduce the Company's share capital, on a resolution to approve the terms of a buy-back agreement, on a proposal that affects rights attached to the shares, on a proposal to wind up the Company, on a proposal for the disposal of the whole of the Company's property, business and undertaking and during the winding up of the Company.

Directors – Appointment, retirement and removal

The minimum number of Directors is 3 and the maximum is 10. The Directors are not required to hold any Shares.

Directors must be appointed by resolution of Shareholders at a general meeting. The Directors may appoint a Director either in addition to existing Directors or to fill a casual vacancy and such Director will hold office until the next AGM.

Directors may be removed by resolution at any time.

A Director must retire from office at the end of the third AGM following that Directors last appointment or 3 years, whichever is longer. The requirement to retire does not apply to the managing director. If there is more than one managing director, only 1 is entitled not to be subject to this requirement. A retiring Director is eligible for re-election.

Alteration of rights

The rights and privileges attached to any class of shares (unless provided by the terms of issue of the shares of that class), may be varied or cancelled with the consent in writing of Shareholders of at least 75% of the shares issued in that class, or with the sanction of a special resolution passed at a meeting of the holders of shares of that class.

Calls

The Directors may make calls as they think fit on the members for all monies unpaid on the shares held by the members that are not monies made payable at fixed times by the conditions of allotment. A call will be deemed to have been made when the resolution of the Directors authorising that call was passed and may be made payable by instalments. The Directors may revoke or postpone a call.

Forfeiture and lien

Unless the Directors otherwise determine, any share upon which a call is unpaid at the expiration of 14 days after the day for its payment will be absolutely forfeited without any resolution of the Directors or other proceeding. Subject to the Corporations Act and the Listing Rules, the Directors may then proceed to cancel or sell the forfeited shares. The Company's lien (if any) on a share extends to all dividends, bonuses and other monies payable for the share including the proceeds of sale of the share, and the Company may deduct or set-off against any dividends, bonuses or other monies, any monies due and payable to the Company.

The Company may do all things necessary to give effect to a sale of shares on which the Company has a lien, including authorising a Director or any other person to execute a transfer of the shares sold in favour of the purchaser of the shares and do all acts and things as are necessary or desirable under the Corporations Act, the Listing Rules or ASX Settlement Business Rules to effect a transfer of the shares sold in favour of the purchaser of the shares. The purchaser is to be registered as the holder of the shares transferred, and is not bound to see to the application of the purchase money, nor will the purchaser's title to the shares be affected by any irregularity or invalidity in connection with the sale.

Share transfers

Subject to the Constitution, the Corporations Act, the Listing Rules and ASX Settlement Business Rules a Member may transfer all or any shares by a transfer document duly stamped (if necessary) and delivered to the Company. The transfer document must be in writing in the usual or common form or in any other form as the Directors may from time to time prescribe or, in particular

circumstances, agree to accept and must signed by or on behalf of the transferor or as otherwise permitted by the Corporations Act.

Issue of certificates

To the extent that the Company is required by the Corporations Act, the Listing Rules or the ASX Settlement Business Rules to issue certificates for Shares or other marketable securities of the Company, then only will certificates be issued by the Company for those Shares or other marketable securities.

Meetings

Notice of every AGM, general meeting or meeting of any class of members must be given in the manner provided by the Constitution and the Corporations Act to the members and those persons who are otherwise entitled under the Constitution to receive notices. No business may be transacted at any general meeting unless a quorum is present at the commencement of the business. A quorum is 2 Members present in person or by attorney or proxy.

Voting rights

Subject to the Constitution, the Listing Rules and the rights or restrictions on voting which may attach to or be imposed on any class of shares on a show of hands every member (including each holder of preference shares who has a right to vote) present in person or by proxy or attorney or representative will have 1 vote and on a poll every member (including each holder of preference shares who has a right to vote) present in person or by proxy, attorney or representative will have 1 vote for each fully paid Share held by that member and a fraction of a vote for each partly paid share, equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) for that Share, ignoring any amounts paid in advance of a call.

Winding up

If in a winding up of the Company, there remains any assets available for distribution to Shareholders, then subject to the rights of the Shareholders those assets will be distributed amongst the Shareholders in returning capital paid up on their Shares and distributing any surplus in proportion to the amount paid up (not credited) on Shares held by them.

Dividends and Share plans

The power to determine that a dividend is payable and to declare dividends (including interim dividends) is vested in the Directors who may fix the amount and the timing for payment and the method of payment of any dividend in accordance with the Constitution, the Listing Rules and the Corporations Act.

Subject to the Constitution, the Corporations Act, the Listing Rules and the rights of Members entitled to shares with preferential, special or qualified rights as to dividend, dividends are to be apportioned and paid among the Members in proportion to the amounts paid up (not credited) on the shares held by them. Any amount paid on a share in advance of a call will be ignored when calculating the relevant proportion. No dividend is payable except out of the profits of the Company. The declaration of the Directors as to the amount of the profits of the Company is conclusive.

13 Additional information

13.1 Registration

The Company was incorporated in New South Wales as a public company limited by shares on 26 July 2019.

13.2 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain particularly at the present time. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

13.3 Privacy

The Company collects personal information from investors for the purposes of maintaining its share register and administering interests in the Company. Protecting the privacy of Investors is a key part of the Company's normal operations.

The Company does not disclose personal information to any outside third party organisation, unless it is contracted to the Company to provide administrative services or activities on the Company's behalf. In this case, the Company ensures that the third party is bound by the same privacy rules which itself follows.

13.4 Taxation considerations

The taxation consequences of an investment in the Company depend upon the investor's particular circumstances. Investors should make their own enquiries about the taxation consequences of an investment in the Company. If you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

This general overview of the Australian taxation implications of investing in the Company is based on current tax law and ATO taxation rulings and is limited in scope to Australian resident investors holding Shares on capital account. The information contained in this section is not intended as a substitute for investors obtaining independent tax advice in relation to their personal circumstances.

Introduction

The comments in this section are based on the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997, A New Tax System (Goods and Services Tax) Act 1999, the relevant stamp duties legislation and current ATO taxation rulings as at the Prospectus Date.

The general overview contained in this section is limited in scope to Australian resident investors holding Shares on capital account. If you are in doubt as to the course you should follow, you should seek independent tax advice.

Income tax position of the Company

The Company will be taxed as a company at the prevailing company tax rate (currently 30). Where the Company incurs a tax loss for income tax purposes in any given year, it cannot distribute the loss to investors. The tax loss may be carried forward and offset against future taxable income of the company subject to satisfaction of the loss recoupment tests.

The Company will derive income from foreign operations (via dividends) due to trading operations in Malaysia. Local taxes will apply in the country in which the income is derived.

The Company will be required to maintain a franking account and may declare franked dividends to investors.

Income tax position of investors

Disposal of Shares

The disposal of Shares will give rise to a CGT event for investors. Investors will derive a taxable capital gain where the capital proceeds that are received on disposal exceed the cost base of the Shares.

Likewise, investors should generally incur a capital loss where the reduced cost base of the Shares exceeds the capital proceeds.

Generally, the capital proceeds that are received on disposal of the Shares will be equal to the consideration received on disposal. The cost base of the Shares will generally be equal to the amount paid in respect of the acquisition of the Shares plus any incidental costs of acquisition or disposal.

Provided investors (other than corporate investors) have held their Shares for 12 months prior to the disposal, the CGT discount concession may be available in relation to any capital gain arising as a result of the disposal. Where this concession applies, any such capital gain will be reduced (after applying capital losses) by the following discount percentages:

- a. 50% for an individual, partnership or trust; or
- b. 33.33% for a complying superannuation fund.

Dividends

Dividends paid on Shares will constitute assessable income in the hands of investors. Any dividend on Shares may or may not have franking credits attached. Where a franking credit is attached, an amount equal to the franking credits attaching to the dividends will be included in the assessable income of the Investor. Investors will generally be entitled to a tax offset equal to the amount of the franking credits on the dividend (i.e. investors will effectively get a tax credit for the corporate tax paid in respect of the dividends), if the 45 day holding rule is satisfied. Certain investors (including individuals and complying superannuation funds) may be entitled to a refund of 'excess franking credits' where their tax offset in respect of the franked dividends exceeds their tax liability. Some corporate investors may be entitled to converting excess franking credits to a tax loss.

Where any dividend is unfranked, no franking credit will attach to the dividend. Accordingly, the dividend should be included in the Investor's income tax return, with no offset available.

13.5 Interests of experts and advisers

Except as set out in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus:

- has any interest or has had any interest during the last two years, in the formation or promotion of the Company, or in property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the quotation of the Shares; and
- no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any of those persons in connection with the services provided by the person in connection with the formation or promotion of the Company, or the quotation of the Shares.

Thomson Geer has acted as the Australian legal adviser to the Company in relation to the Listing. Thomson Geer will be paid an amount of \$121,325.00 for these services.

Tan Goh & Associates has acted as legal adviser to the Company in relation to the Listing and has been involved in undertaking due diligence enquiries. Tan Goh & Associates will be paid an amount of \$53,052.00¹¹ for these services.

LNP Audit and Assurance has acted as Investigating Accountant to the Listing and has prepared the Investigating Accountant's Report in Section 9 and performed work on due diligence enquiries. LNP Audit and Assurance will be paid an estimated fee of \$22,500.00 (GST inclusive) for these services. Further amounts may be paid to LNP Audit and Assurance in accordance with their normal time-based charges.

LNP Audit and Assurance has acted as Independent Auditor to the Company. LNP Audit and Assurance will be paid an estimated fee of \$32,500.00 (GST inclusive) for the audits of the financial report of the Company for the financial year ended 31 May 2019 and for the financial period ended 30 November 2019. Further amounts may be paid to LNP Audit and Assurance in accordance with their normal time-based charges.

Boardroom Pty Limited has provided company secretarial services in relation to the Listing. Boardroom Pty Limited will be paid an amount of \$2,250.00 per month (GST exclusive) for these services.

Boardroom Pty Limited has also acted as the Share Registry in relation to the Listing. Boardroom Pty Limited will be paid an amount of \$2,000.00 (GST exclusive) for these services.

Southasia Advisory Sdn Bhd has acted as Listing Nominated Adviser to the Company in relation to the Listing. Southasia Advisory Sdn Bhd will be paid an amount of \$80,000.00 for these services.

Smith Zander International Sdn Bhd has acted as an independent market researcher in relation to the Listing and has prepared an independent market research report. Smith Zander International Sdn Bhd will be paid an amount of \$35,368¹² for these services.

¹¹ Calculated based on the exchange rate of MYR/AUD: 2.8274

¹² Calculated based on the exchange rate of MYR/AUD: 2.8274

13.6 Consents and disclaimers of responsibility

Each of the persons referred to in Section 13.5:

- (a) has given and has not, before the date of lodgment of this Prospectus with ASIC withdrawn their written consent:
- (i) to be named in this Prospectus in the form and context which that person is named; and
- (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role	Statement/Report
Thomson Geer	Solicitors to the Offer	Nil
Tan, Goh & Associates	Malaysian solicitors	Nil
LNP Audit and Assurance Pty Ltd	Investigating Accountant	Investigating Accountant's Report, Section 9
Boardroom Pty Limited	Share Registrar and Company Secretarial	Nil
Southasia Advisory Sdn Bhd	Nominated Adviser	Nil
Smith Zander International Sdn Bhd	Independent Market Researcher	Industry Overview, Section 5.8

13.7 Expenses

The total estimated expenses of the Listing payable by the Company including NSX and ASIC fees, accounting and audit fees, legal fees, Share Registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be approximately \$431,993.

Transaction costs and all other directly attributable costs (including listing fees, legal fees and other professional fees) in connection with the Listing are to be paid by the Company from funds from its current operations and from the Offer.

Particulars	Amounts (\$) (excluding GST)
ASIC fees	2,500
Company Advisory Fees	84,884
Investigating accountant and audit fee	63,000
Legal fees – Australia	121,325
Legal fees – Malaysia	53,052
Independent Market Research	35,368
NSX application and listing fees	58,630
Prospectus production and website	8,234
Registry fees	5,000
Total	431,993

13.8 Litigation

The Directors are not aware of any legal proceedings which have been threatened or commenced against the Company and any of its subsidiaries.

13.9 Continuous Disclosure

The Company will be a "disclosing entity" for the purposes of Part 1.2A of the Corporations Act. As such, it will be subject to regular reporting and disclosure obligations which will require it to disclose to NSX any information which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

13.10 Documents available for inspection

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company (being c/- Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000) for 13 months after the Prospectus Date:

- the Constitution of the Company; and
- the consents to the issue of this Prospectus from the persons referred to in Section 13.5.

13.11 Enquiries

Enquiries should be addressed to the Company at its registered office, being c/- Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000.

14 Director's responsibility and consent

- 14.1 The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of the Shares pursuant to this Prospectus.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 17 July 2020

Signed for and on behalf of

Rofina Group Limited



Chairman

15 Glossary

In this Prospectus:

AGM	annual general meeting of the Company.
Applicant	a person or entity identified by the Company who has applied for Shares.
Application	an application for Shares in the Company.
Application Form	the offer application form attached to this Prospectus .
Application Money	the money received by the Company under the Offer, being the Offer Price multiplied by the number of Shares applied for.
ASIC	Australian Securities and Investments Commission.
ATO	Australian Taxation Office.
AUD	the official currency of Australia.
B2B	"business to business", sales made to other businesses rather than individual customers or end-users.
Board	the board of directors of the Company.
CAGR	compounded annual growth rate.
CGT	capital gains tax.
CHESS	Clearing House Electronic Subregister System, operated by ASX Settlement.
Closing Date	the date on which the Offer closes, being 5.00pm (AEST) on 27 July 2020 subject to Section 11.7.
Company	Rofina Group Limited, an Australian public company incorporated in Australia on 26 July 2019 with ACN 635 120 517 and having its registered address at c/- Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000.
Constitution	the constitution of the Company, a copy of which is located on the Company's website ir.rofinagroup.com .
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
EBIT	earnings before interest and income tax.
EBITDA	earnings before interest, income tax, depreciation and amortisation.
E-Commerce Platforms	electronic commerce platforms which include online marketplaces, websites as well as social media platforms.
EURO	the official currency of certain member states of the European Union.
GST	Goods and Services Tax.
Guidelines	ASX Corporate Governance Council's Principles and Recommendations, 4 th edition 2019.
Key Opinion Leaders	individuals with the ability to influence potential buyers of a product or service by promoting or recommending the items on social media.

Listing	the application by the Company for listing on the NSX.
Listing Nominated Adviser	Southasia Advisory Sdn Bhd.
Listing Rules	the listing rules of NSX.
MYR or RM	the official currency of Malaysia.
NAV	net asset value.
NPAT	net profit after tax.
NPBT	net profit before tax.
NSX	the National Stock Exchange of Australia.
Offer	the offer of Shares under this Prospectus.
Offer Price	\$0.10 per Share.
Personnel	employees and professional services contractors of the Company.
Opening Date	the date on which the Offer opens, being 9.00 am (AEST) on 20 July 2020.
Rofina or Group	the Company including its subsidiaries or where the context requires, the business described in this Prospectus.
Rofina Australia	Rofina Global Pty Ltd (ACN 635 159 992), a company incorporated in Australia and having its registered address at c/- Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000. It is a wholly owned subsidiary of the Company.
Rofina Holdings	Rofina Holdings Sdn Bhd (Registration No. 201901026804 (1336133-X)), a company incorporated in Malaysia and having its registered address at 57-G, Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Bayan Lepas, Pulau Pinang, Malaysia. It is a wholly owned subsidiary of the Company as a result of the Share Exchange Agreement 2.
Rofina Marketing	Rofina Marketing (M) Sdn Bhd (Registration No. 199601011587 (383936-A)), a company incorporated in Malaysia and having its registered address at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Bayan Lepas, Penang. It is a wholly owned subsidiary of the Company as a result of the Share Exchange Agreement 2.
Share Exchange Agreement 1	the Share Exchange Agreement dated 2 January 2020 entered into between the then shareholders of Rofina Marketing and Rofina Holdings in which the then shareholders of Rofina Marketing exchanged their shares in Rofina Marketing for shares in Rofina Holdings.
Share Exchange Agreement 2	the Share Exchange Agreement dated 22 January 2020 entered into between the then shareholders of Rofina Holdings and the Company in which the then shareholders of Rofina Holdings exchanged their shares in Rofina Holdings for shares in the Company.
Share Registry	means Boardroom Pty Limited (ACN 003 209 836).
Shareholders	holders of shares in the Company.
Shares	fully paid ordinary shares in the Company, having the rights as set forth in the Constitution.
USD	the official currency of the United States of America.

Corporate directory

Company

Rofina Group Limited
c/- Boardroom Pty Limited
Level 12
Grosvenor Place
225 George Street
Sydney NSW 2000
Australia
ir.rofinagroup.com

Directors

Boon Chin Soo
Executive Chairman

Wei Yin Soo
Chief Executive Officer

Jacky Tran Cheung
Non-Executive and Independent Director

Chor Keat Ewe
Non-Executive and Independent Director

Su Hian Tan
Non-Executive and Independent Director

Company Secretary

Nicola Betteridge

Share Registry

Boardroom Pty Limited
Level 12, 225 George St
Sydney NSW 2000
Australia
www.boardroomlimited.com.au

Auditor

LNP Audit and Assurance
Level 14, 309 Kent Street
Sydney NSW 2000
Australia
www.lnpaudit.com

Malaysian Auditor

Crowe Malaysia PLT
Level 6, Wisma Penang Garden
42 Jalan Sultan Ahmad Shah
10050 Penang
Malaysia
www.crowe.my

Investigating Accountant

LNP Audit and Assurance
Level 14, 309 Kent Street
Sydney NSW 2000
Australia
www.lnpaudit.com

Australian Lawyers

Thomson Geer
Level 14, 60 Martin Place,
Sydney,
NSW 2000,
Australia
www.tglaw.com.au

Malaysian Lawyers

Tan, Goh & Associates
Unit 821, 8th Floor, Block A, Lift Lobby 6
Damansara Intan, No. 1 Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Commercial adviser and Listing Nominated Adviser

Southasia Advisory Sdn Bhd
No. 6, Jalan TP 3/1
Taman Perindustrian Sime UEP
47600 Subang Jaya
Selangor Darul Ehsan
Malaysia
www.southasiadvisory.com

Independent Market Researcher

Smith Zander International Sdn Bhd
Suite 23-3, Level 23
Office Suite, Menara 1MK
1 Jalan Kiara, Mont' Kiara
50480 Kuala Lumpur
Malaysia
www.smith-zander.com

Rofina Group Limited

ABN 42 635 120 517

Offer Application Form

This is an Application Form for Shares in Rofina Group Limited (**Company**) on the terms set out in the replacement Prospectus dated 17 July 2020 (**Prospectus**). Defined terms in the Prospectus have the same meaning in this Application Form. You must apply for a minimum of 20,000 Shares. This Application Form and your payment must be received by **5.00pm (AEST) on the Closing Date**.

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in the Shares of the Company and you should read the entire Prospectus carefully before applying for Shares.

The Share Registry's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting this Application Form. The Privacy Policy can be found on the website <https://www.boardroomlimited.com.au/corp/privacy-policy>

To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in or accompanied by the Prospectus. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the Prospectus. During the offer period, the Company will send you a free copy of the Prospectus if you have received an electronic prospectus and you ask for a paper copy.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

A Number of Shares you are applying for	x \$0.10 per Share =	B Total amount payable
<input style="width:100%;" type="text"/> <small>Minimum of 20,000 Shares to be applied for</small>		\$ <input style="width:100%;" type="text"/>
C Write the name(s) you wish to register the Shares in (<i>see reverse for instructions</i>)		
Applicant #1 <input style="width:100%;" type="text"/>		
Name of Applicant #2 or <Account Designation> <input style="width:100%;" type="text"/>		
Name of Applicant #3 or <Account Designation> <input style="width:100%;" type="text"/>		
D Write your postal address here		
Number/Street <input style="width:100%;" type="text"/>		
<input style="width:100%;" type="text"/>		
Suburb/Town <input style="width:100%;" type="text"/>		
State <input style="width:100%;" type="text"/>		Postcode <input style="width:100%;" type="text"/>
E CHES participant – Holder Identification Number (HIN)		
<input checked="" type="checkbox"/> <input style="width:100%;" type="text"/>		<i>Important please note if the name and address details above in sections C and D do not match exactly with your registration details held at CHES, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.</i>
F Enter your Tax File Number(s), ABN, or exemption category		
Applicant #1 <input style="width:100%;" type="text"/>	Applicant #2 <input style="width:100%;" type="text"/>	
Applicant #3 <input style="width:100%;" type="text"/>		
G Cheque payment details – PIN CHEQUE(S) HERE. Cheque to be made payable to "Rofina Group Limited" and crossed Not Negotiable. Enter cheque details below.		
Name of drawer of cheque <input style="width:100%;" type="text"/>	Cheque no. <input style="width:100%;" type="text"/>	BSB no. <input style="width:100%;" type="text"/>
Account no. <input style="width:100%;" type="text"/>	Cheque Amount A\$ <input style="width:100%;" type="text"/>	
H EFT payment details –		
Account name: Rofina Group Limited, BSB: 012013, Account number: 4734-78186 Reference: Insert your name		
I Contact telephone number (daytime/work/mobile)		Contact Name
<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>

Declaration By submitting this Application Form with your Application Monies, I/we declare in the terms of Section 11.13 of the Prospectus and declare that I/we:

- ✓ have read the Prospectus in full;
- ✓ have received a copy of the electronic Prospectus or a print out of it;
- ✓ have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- ✓ acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- ✓ agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;
- ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- ✓ apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);
- ✓ acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- ✓ acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital.
- ✓ authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated to me/us; and

Guide to the Application Form

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

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the 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 20,000 Shares representing a minimum investment of \$2,000.00). Multiply by \$0.10 to calculate the total Application Monies for Shares and enter the **A\$amount** at Item **B**.
- C** Write your **full name**. Initials are not acceptable for first names.
- 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.
- E** If you are sponsored in CHES by a stockbroker or other CHES participant you may enter your CHES HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHES account exactly.**
- 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 TFNs is authorised by taxation laws.
- Quotation of your TFN is not compulsory and will not affect your Application Form. However, if no TFN is quoted your dividends and distributions may be taxed at the highest marginal tax rate plus medicare levy.
- G** Complete **cheque details** as requested. Make your cheque payable to "Rofina Group Limited". Cross it and mark it 'Not negotiable'. Cheques must be in Australian currency, and must be drawn on a bank or financial institution in Australia.
- H** EFT payment details (Please note: Payment description **must** match the name of the Applicant in Section C of this form)
- I** Enter your **contact details**, including name, phone number and e-mail address, so we may contact you regarding your Application Form or Application Monies. By providing an e-mail address you are electing to receive all available shareholder communications from the Company electronically to the provided e-mail address.

Correct Form of Registrable Title

Note that ONLY legal entities can hold the 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 <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment of Completed Application Form

If paying by cheque, mail or deliver your completed Application Form with your cheque(s) attached to the following address:

Rofina Group Limited
C/-Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

If paying by EFT, email your completed Application Form together with evidence of payment to info@rofinagroup.com.

The Offer closes at 5:00 p.m. (AEST) on 27 July 2020, unless otherwise extended in accordance with the Prospectus.

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement

Rofina Group Limited advises that Chapter 2C of the Corporations Act requires information about its shareholders (including names, addresses and details of shares held) to be included in the Company's share register. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the Company. To obtain access to your personal information or more information on how the Company collects, stores, uses and discloses your information please contact the Company at the address or telephone number shown in the Prospectus.

Journey
begins here!

