



SECOND SUPPLEMENTARY PROSPECTUS

Australia Sunny Glass Group Limited
(ACN 632 790 660)

1. Important Information

This second supplementary prospectus (**Second Supplementary Prospectus**) is issued by Australia Sunny Glass Group Limited (ACN 632 790 660) (**Company**) and dated 9 September 2022. It was lodged with the Australian Securities & Investments Commission (**ASIC**) on that date.

This Second Supplementary Prospectus supplements, and is intended to be read with, the prospectus issued by the Company for its public offer dated 16 May 2022 (**Original Prospectus**) and the refresh supplementary prospectus dated 8 August 2022 (**First Supplementary Prospectus**). The contents of the Original Prospectus and the First Supplementary Prospectus remain unchanged, other than as set out in this Second Supplementary Prospectus.

This Second Supplementary Prospectus is an important document and should be read in its entirety, together with the contents of the Original Prospectus and the First Supplementary Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

This Second Supplementary Prospectus is available in electronic form on the Company's website, <https://asgg.com.au/>. A hard copy of this Second Supplementary Prospectus, together with the Original Prospectus and First Supplementary Prospectus, are available on request to the Company Secretary, Natalie Teo, on +61 8 6389 2688 or by email at natalie.teo@anthonyho.com.au.

Neither ASIC nor ASX Limited ACN 008 624 691 (including financial market operated by it known as the Australian Securities Exchange) (**ASX**) takes responsibility for the contents of this Second Supplementary Prospectus or the investment to which it relates.

Except where defined in this Second Supplementary Prospectus or inconsistent with the context, terms defined in the Original Prospectus or the First Supplementary Prospectus have the same meanings when used in this Second Supplementary Prospectus.

Other than as set out in this Second Supplementary Prospectus, all details in relation to the Original Prospectus and First Supplementary Prospectus remain unchanged.

2. Purpose of Second Supplementary Prospectus

The purpose of this Second Supplementary Prospectus is to:

- (a) provide additional information to investors in relation to the termination of the lease of the Clayton South premises, formerly held by the Company's wholly-owned subsidiary, Melbourne Sunny Glass Facade Pty Ltd (**MSGF**), as set out in Section 3 below; and
- (b) update information in the Original Prospectus on the basis set out in Section 4 below.

3. Additional Information

3.1 Lease of Clayton South premises

As noted in the Original Prospectus, MSGF leased part of the premises located at 185-189 Osborne Avenue, Clayton South, Victoria (**Clayton South Lease**) from 98 Fairbank Road Pty Ltd (**Landlord**). A summary of the Clayton South Lease is set out in Section 9.8 of the Original Prospectus.

MSGF primarily used these premises as a warehousing facility for storing equipment and materials used by it to service the Box Hill Project which was completed in early May 2022.

As indicated in Sections 2.4 and 2.5 of the Original Prospectus, MSGF has been considering options to relocate from the Clayton South premises to other premises in the greater Melbourne area.

3.2 Termination of Clayton South Lease

The Clayton South Lease has been terminated. MSGF is currently in discussions with the Landlord regarding final amounts payable by MSGF under the lease. However, the Directors do not anticipate that any such amounts will be significant.

The premises is not considered to be critical to MSGF's operational requirements at present and, at the time the Clayton South Lease was terminated, only minimal inventory was being stored on site.

MSGF is actively seeking to secure more suitable and affordable leasehold premises in the greater Melbourne area to facilitate its expansion plans in Victoria. The Directors note that, as at the date of this Second Supplementary Prospectus, there are various warehouse premises available for lease, and they do not anticipate significant difficulty in securing new premises.

MSGF is not presently performing any work in the Melbourne area which requires it to have a facility equivalent to the Clayton South premises.

The termination is not expected to adversely impact opportunities to secure new projects or to perform existing work, as MSGF is able to utilise Sydney Sunny Glass Pty Ltd's manufacturing facility in Smithfield, New South Wales on an interim basis.

The Directors consider that the proposed expansion and upgrade of a Melbourne facility, as budgeted and set out in Sections 2.11 and 2.12 of the Original Prospectus, remain unchanged.

Further, the Directors do not consider that termination of the Clayton South Lease is materially adverse from the point of view of an investor. Accordingly, no further action is required to be taken by Applicants.

4. Amendments to Original Prospectus

The following parts of the Original Prospectus are amended as outlined in the table below, as a result of the Clayton South Lease termination.

Part/section reference	Amendment
Corporate Directory	The location of the Company's Victoria branch office is deleted.
Section 1.1: Investment Overview <i>What material contracts has the Group entered into?</i>	Reference to the Clayton South Lease is deleted.
Section 1.1: Investment Overview <i>What are the key dependencies of the Group's business model?</i>	Reference to the Clayton South premises is deleted.
Section 2.4(a): Business overview	The Section is amended to read as follows: <i>"MSGF provides complementary and stand-alone contracting and supply solutions in the greater Melbourne area.</i> <i>MSGF was incorporated in line with the Company's expansion into Victoria and focuses on provision of glass contracting services for small, and mid to large scale glass supply projects, with an integrated glass supply solution bolstered by SSG's production capabilities."</i>
Section 2.4(c): Supply chain management	The following sentence in this Section is deleted: <i>"MSGF has also adopted the same quality management system, based on ISO9001:2015 at its Clayton South facility."</i>
Section 2.6: Competitive advantage	The following sentence in this Section is deleted: <i>"Large-scale facility at Clayton South: with access to a distribution and warehousing hub, presently resourced with the capability to provide customers with an integrated glass product design and supply solutions offering."</i>
Section 2.11(a): Expansion plans	The sentence stating that: <i>"The Group is considering options to relocate from its Clayton South facility to another facility in greater Melbourne"</i> is replaced with the following: <i>"The Group is actively seeking to secure the lease of a new warehousing and distribution facility in the greater Melbourne area."</i>

Section 2.11(c): Melbourne facility	<p>The sentence stating that:</p> <p><i>“The Group is currently considering options for relocation from its current Clayton South facility to other locations in greater Melbourne.”</i></p> <p>is replaced with the following:</p> <p><i>“The Group is actively seeking to secure the lease of a new warehousing and distribution facility in the greater Melbourne area.”</i></p>
Section 2.12: Use of funds	<p>Note 2 is replaced with the following:</p> <p><i>“Working capital comprises the Group’s administration and overhead costs and includes operating expenses, accounting and auditing fees, insurance costs, legal fees, share registry expenses, Directors’ fees, ASX fees and regulatory compliance costs and expenses, as well as an allocation for potential costs of the Clayton South Lease termination. To the extent that:</i></p> <p><i>(a) the Company’s growth objectives and expansion plans warrant further capital; or</i></p> <p><i>(b) the Company is presented with investment and/or acquisition opportunities,</i></p> <p><i>the Company’s working capital will fund such further expenses.”</i></p>
Section 9.8: Lease – Clayton South premises	<p>This Section is deleted.</p>

5. Directors’ Authorisation

This Second Supplementary Prospectus is issued by the Company pursuant to resolution of the Directors.

Each Director has given, and has not withdrawn, their consent to the lodgement of this Second Supplementary Prospectus with ASIC.

This Second Supplementary Prospectus has been signed for and on behalf of the Company by:



Joshua Letcher
Non-Executive Chairperson