

**AGRI SKYLIGHT LTD**  
**ACN 611 470 010**

**INFORMATION MEMORANDUM**



**This is an important document that should be read in its entirety. If you do not understand any component of this Information Memorandum you should consult your professional advisors. This Information Memorandum is not a Prospectus or an Offer Information Statement. No securities will be issued or sold under this Information Memorandum.**

## IMPORTANT INFORMATION

### Issue of this document

This document is dated 24 April 2024. A copy of this document was lodged with the NSX on 24 April 2024.

### Change in Nature and Scale of Activities and Re-Compliance with Chapter 4

AGRI SKYLIGHT LTD ACN 611 470 010 (NSX.AGS) (**Company** or **AGS**), formerly known as “I-GLOBAL HOLDINGS LIMITED (NSX.IGH)”, is an Australian public company whose shares are currently listed on the NSX under the code “AGS”.

As announced by the Company to NSX in the Notice of Annual General Meeting dated 1 May 2023, the Company has entered a binding and conditional agreement to acquire a 49% interest in Ferlab (**Ferlab Transaction**). The NSX has determined that the Ferlab Transaction would represent a significant change to the nature and scale of the Company’s activities. Pursuant to Listing Rule 6.41, the Company has obtained shareholder approval for the change in nature and scale of activities.

This Information Memorandum has been prepared by the Company in compliance with Listing Rule 6.41 and for the purposes of the Company’s re-compliance with the requirements of Chapter 4 of the Listing Rules as if applying for a listing on the NSX (**Re-Compliance Listing Application**).

Completion of the Ferlab Transaction and the issuance of the new Shares as approved by the Company’s shareholder at the Notice of Annual General Meeting dated 1 May 2023 was subject to and conditional upon NSX approving the Re-Compliance Listing Application. The NSX provided its approval for the Re-Compliance Listing to proceed on 9 January 2024.

### Purpose of this Information Memorandum

This document has been prepared solely for information purposes and to assist investors in evaluating the Company. Neither the Company nor any other person (not limited to any person named in this document) has independently verified any of the information or data contained in this document. No securities will be issued or sold pursuant to this Information Memorandum.

This document is not a prospectus, nor is it an offer information statement, both of which are disclosure documents under the Corporations Act which must be lodged with the Australian Securities and Investments Commission (**ASIC**). Consequently, this Information Memorandum should be regarded as having a lower level of disclosure than a prospectus or an offer information statement. This Information Memorandum will not be lodged with ASIC. ASIC takes no responsibility for the contents of this Information Memorandum.

## **Investment decisions**

This document is not, and should not be construed as, a recommendation or advice by the Company, or by any other person (not limited to any person named in this document) to invest in the Company now or at any time in the future. Any prospective investor should conduct his or her own investigations and analysis of the Company, its financial condition, the assets and liabilities of the business and its affairs generally including without limitation the contents of this document.

This document does not take into consideration the individual investment objectives, financial situation or particular needs of any particular person. Any prospective investor should take into account his or her own situation and consider seeking independent advice from suitably qualified professional sources before deciding whether or not to invest in the Company.

Application has been made and has been approved by NSX for the listing of the Company's issued securities on the NSX. The fact that the 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.

The NSX takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.

## **Unauthorised representations**

No person is authorised by the Company to give any information or make any representation that is not contained in the Information Memorandum or is not publicly disseminated through the official announcement platform of the NSX. Any information or representation not contained in this Information Memorandum may not be relied on as having been authorised by the Company, its Directors or any other person.

## **Exclusion of liability**

Nothing in this document is a promise or representation as to the future. Any prospective investor must make his or her own investigations and inquiries about the assumptions, uncertainties and contingencies which may affect the Company. Neither the Company nor any other person (not limited to persons named in this document) has authorised the making of any statement not expressly contained in this document.

## **Currency of information**

All information in this document is, unless otherwise specifically stated, current only as at the date of issue of this document and then only to the extent that relevant information is available at the time of compilation of this document.

The publication of this document does not create any implication that there will be, or has been, no change in the business or affairs of the Company as at the date of issue of this document. The Company may in its absolute discretion, update or supplement this document but is under no obligation to do so.

### **Forward looking statements**

This Information Memorandum may contain forward-looking statements concerning the Company's business, operations, financial performance and condition as well as the Company's plans, objectives and expectations for its business, operations and financial performance and condition. Any statements contained in this Information Memorandum that are not of historical facts may be deemed to be forward-looking statements.

You can identify these statements by words such as 'aim', 'anticipate', 'assume', 'believe', 'could', 'due', 'estimate', 'expect', 'goal', 'intend', 'may', 'objective', 'plan', 'predict', 'potential', 'positioned', 'should', 'target', 'will', 'would' and other similar expressions that are predictions of or indicate future events and future trends.

Any forward-looking statements are based on current expectations, estimates and projections about the Company's business and the industry in which the Company operates and management's beliefs and assumptions. Any forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company's control. As a result, any or all of the Company's forward-looking statements in this Information Memorandum may turn out to be inaccurate. Factors that may cause such differences include, but are not limited to, the risks described in the Section 6 under the heading 'Risk Factors'.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. These forward-looking statements speak only as at the date of this Information Memorandum. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks the Company describes in the reports to be filed from time to time with the NSX after the date of this Information Memorandum.

### **Rounding of numbers**

Some numerical figures included in this Information Memorandum have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures that preceded them.

## **Defined words and abbreviations**

Defined terms and abbreviations used in this Information Memorandum are defined in the Glossary.

## **Time**

All references to time in this Information Memorandum refer to Australian Eastern Standard Time unless stated otherwise.

## **Photographs and diagrams**

Photographs and diagrams used in this Information Memorandum that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Information Memorandum or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Information Memorandum are illustrative only. Unless otherwise stated, all data contained in graphs and tables is based on information available as at the date of this Information Memorandum.

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## LETTER FROM THE CHAIRMAN

Dear Investors,

AGRI Skylight Ltd ACN 611 470 010 (**Company** or **AGS**) is an Australian public company whose Shares are currently listed on the NSX under NSX code “AGS”.

This Information Memorandum has been prepared by the Company in compliance with Listing Rule 6.41 and for the purposes of the Company’s re-compliance with the requirements of Chapter 4 of the Listing Rules as if applying for a listing on the NSX (**Re-Compliance Listing Application**).

As announced by the Company to NSX in the Notice of Annual General Meeting dated 1 May 2023, the Company has entered a binding and conditional agreement to acquire a 49% interest in Ferlab (**Ferlab Transaction**). The NSX has determined that the Ferlab Transaction would represent a significant change to the nature and scale of the Company’s activities and that pursuant to Listing Rule 6.41 the Company must both obtain shareholder approval to the acquisition and re-comply with the requirements of Chapter 4 of the Listing Rules as if applying for a listing on the NSX.

At the Company’s Annual General Meeting held on Wednesday, 31 May 2023, the Company obtained shareholder approval for the Ferlab Transaction and the change in nature and scale of activities pursuant to Listing Rule 6.41.

Completion of the Ferlab Transaction and the issuance of the new Shares as approved by the Company’s shareholders at the Notice of Annual General Meeting dated 1 May 2023 was subject to and conditional upon NSX approving the Re-Compliance Listing Application. The NSX gave its approval of the Re-Compliance Listing on 9 January 2024.

Ferlab is a company incorporated in Malaysia which conducts agricultural manufacture, processing, wholesale and retail business operations based in Malaysia. Ferlab is principally focused on the manufacturing and supply of fertilizer products, equipment, accessories and related products under the name “GT Tiger” and the operation of a franchise of food convenience retail outlets under the name “V-Agromart”.

The Ferlab Transaction represents an exciting opportunity for the Company as we believe Ferlab has substantial growth potential and the ability to generate meaningful revenue for the Company by way of dividends.

Beyond the Ferlab Transaction, the Company intends to focus on finding businesses and opportunities in the agriculture, fertilizer and related import/export trading industries that are revenue generating and profit making. The Company’s goal is to acquire and consolidate complimentary businesses in the Asia Pacific region and eventually integrate them to become a regional agricultural supply chain and ecosystem.



This Information Memorandum contains detailed information about the Company, the industry in which the Company operates and its financial and operating performance. An investment in the Company is subject to a range of risks. The risks of investing in the Company are fully detailed in Section 6.1. I encourage you to read this document carefully and in its entirety before making any investment decision with respect to the Company.

If you have any questions about this Information Memorandum, please contact the Company or consult your licensed financial adviser, stockbroker or other professional adviser.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Michael Beer', with a stylized flourish at the end.

Michael Beer  
Chairman

## 1. INVESTMENT OVERVIEW

This information is a selective overview only and is not intended to provide full information for investors intending to invest in the Shares. Prospective investors should read this Information Memorandum in full before deciding whether to invest in the Shares.

Topic	Summary	For more information
Issuer of this Information Memorandum	AGRI Skylight Ltd ACN 611 470 010 a company incorporated in Western Australia, Australia.	Important Information Section
Purpose of this Information Memorandum	This Information Memorandum is issued in connection with the Company's re-compliance with the requirements of Chapter 4 of the Listing Rules.	Important Information Section
Reasons for listing on the NSX	<p>The Company's Shares are listed on the NSX.</p> <p>The Company is re-complying with the requirements of Chapter 4 of the Listing Rules as if applying for a listing on the NSX to:</p> <ul style="list-style-type: none"><li>• satisfy the requirements of the NSX pursuant to Listing Rule 6.41;</li><li>• maintain the listing of the Company's Shares on the NSX;</li><li>• provide the Company with a market for its Shares through listing on NSX;</li><li>• provide additional financial flexibility to pursue the Company's growth and business opportunities through improved access to capital markets;</li></ul>	Section 7.1(b)

Topic	Summary	For more information
	<ul style="list-style-type: none"> <li>provide the Company with increased ability to attract and retain high-achieving employees.</li> </ul>	
Nature of the Company's business and business model	<p>The Company is an investment company presently focusing on investment in a 49% interest in Ferlab. Ferlab is a company incorporated in Malaysia which conducts agricultural manufacture, processing, wholesale and retail business operations based in Malaysia.</p> <p>Ferlab is principally focused on:</p> <ul style="list-style-type: none"> <li>the manufacturing and supply of fertilizer products, equipment, accessories and related products under the name "GT Tiger"; and</li> <li>the operation of self-owned and third party franchised food convenience retail outlets under the name "V-Agromart" (of which Ferlab holds the franchise license in Malaysia).</li> </ul>	Section 2.1
The Company's corporate structure	<p>The Company was incorporated in Western Australia, Australia on 23 March 2016.</p> <p>The Company will hold 147,000 ordinary shares in Ferlab representing a 49% interest in all the shares issued in the company.</p>	Section 2.2
Sources of revenue generated by the Company	<p>The Company's future revenues will or may be derived from:</p> <ul style="list-style-type: none"> <li>distributions of income, in the form of dividends, arising from</li> </ul>	Section 2.4

Topic	Summary	For more information
	<p>the Company's equity interest in Ferlab; and</p> <ul style="list-style-type: none"> <li>the sale of assets and investments and interest on bank deposits.</li> </ul>	
Material contracts	<p>Share Sale Agreement between the Company and Teo Bee Thai dated 17 April 2023 with respect to the Company's acquisition of a 49% equity interest in Ferlab.</p> <p>The Shareholder Agreement between the Company, Ferlab and Teo (Vincent) Bee Thai, the holder of the remaining 51% interest in Ferlab.</p> <p>Convertible Note Agreement between the Company and a professional and sophisticated investor in Malaysia dated 14 December 2022.</p> <p>Director Service Agreements with the Company's Directors, Michael Beer, Matthew Leonard, Dr Koon Lip Choo and Teo Bee Thai.</p>	Section 2.6
Key risks of investing in the Company	<p>There are a number of risks associated with investing in the share market generally and in the Company specifically. Full details of these risks are set out in Section 6.</p>	Section 6
Financial position of the Company	<p>This Information Memorandum contains a reference to historical financial information of the Company for the past three financial years previously announced to NSX.</p>	Section 5

Topic	Summary	For more information
Directors of the Company	<p>Directors of the Company are:</p> <ul style="list-style-type: none"> <li>• Michael Beer (non-executive Chairman);</li> <li>• Koon Lip Choo (executive Director and CEO);</li> <li>• Matthew Leonard (non-executive Director); and</li> <li>• Teo (Vincent) Bee Thai (non-executive Director) (to be appointed pending application for Director Identification Number (Director ID)).</li> </ul> <p>Each Director's qualifications, work experience and shareholdings in the Company (if any) are set out in Section 4.</p>	Section 4.1
Shareholders of the Company	<p>As at the date of this Information Memorandum, the Company has only one class of shares on issue, namely ordinary Shares. Information on the top 20 shareholders of the Company, as at the date of this Information Memorandum, are set out in Section 3.</p> <p>The 6,000,000 ordinary shares in the Company to be issued to Teo (Vincent) Bee Thai will be subject to voluntary escrow for a period of 12 months commencing from the date of issue. No other shares in the Company will be subject to escrow.</p>	Section 3
Company's plans to declare dividend	Where possible in the future, directors may declare dividends after taking into account factors such as the	Section 3.6

Topic	Summary	For more information
	availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by directors.	

## 2. COMPANY AND BUSINESS OVERVIEW

### 2.1 Background

AGS was incorporated in 2016 and listed on NSX on 1 June 2017 as i-Global Holdings Limited with trading code “IGH”. The Company was initially established for the sole purpose of acquiring a 100% interest in i-Global Holdings Pte Ltd (a company incorporated in Singapore) (**IGH Singapore**), which held a 100% interest in both Avant Group Sdn Bhd (a company incorporated in Malaysia) (**Avant**) and i-Global Capital Limited (a company incorporated in the British Virgin Islands) (**IGC**) (together, the “**Group**”). The Group’s business operations focused on providing financial education seminars and training to investors interested in financial and capital markets.

Following a review of its operations and corporate structure, the Company disposed of its interests in both IGC and Avant in December 2017 and May 2018, respectively, effectively discontinuing the Group’s operations in this business segment. The Company subsequently disposed of its interest in IGH Singapore in December 2019.

In June 2018, the Company established a new business unit providing management and corporate consulting services to Australian and International clients with specific focus on corporate management consulting, business acquisitions and funding and corporate re-structuring.

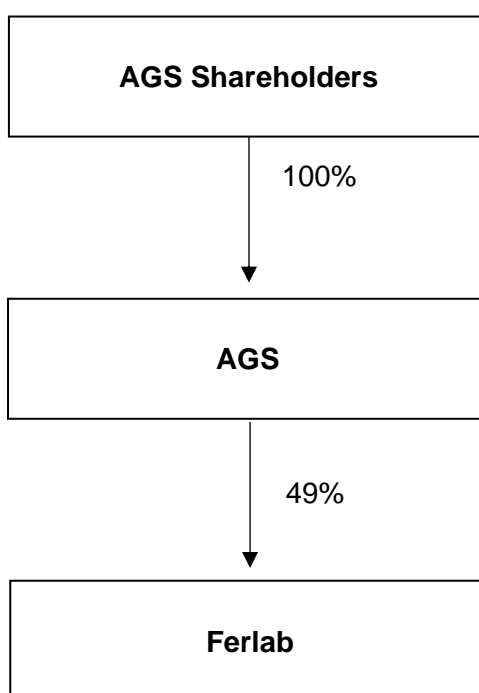
The Company will complete its acquisition of a 49% interest in Ferlab from its sole shareholder, Teo Bee Thai. Ferlab is a company incorporated in Malaysia and conducts agricultural manufacture, processing, wholesale and retail business operations based in Malaysia. Ferlab is principally focused on the manufacturing and supply of fertilizer products, equipment, accessories and related products under the name “GT Tiger” and the operation of a franchise of food convenience retail outlets under the name “V-Agromart”. As part of this transaction, the Company changed its name from “i-Global Holdings Limited” to “AGRI Skylight Ltd”.

The Company’s primary focus is on finding businesses and opportunities in the agriculture, fertilizer and related import/export trading industries that are revenue generating and profit making. The Company’s goal is to acquire and consolidate complimentary businesses in the Asia Pacific region and eventually integrate them to become a regional agricultural supply chain and ecosystem.

## 2.2 Corporate structure

The Company was incorporated in Western Australia, Australia on 23 March 2016.

Assuming the Company completes the Ferlab Transaction, the group corporate structure will be as shown in the diagram below.



## 2.3 Investment overview

- (a) The Company is an investment company presently focusing on its investment in a 49% interest in Ferlab, a company incorporated in Malaysia which conducts agricultural manufacture, processing, wholesale and retail business operations based in Malaysia. Ferlab is principally focused on the manufacturing and supply of fertilizer products, equipment, accessories and related products under the name "GT Tiger" and the operation of a franchise of food convenience retail outlets under the name "V-Agromart".
- (b) The Company has obtained confirmation from the Secretariat of Distributive Trade and Services Industry in Malaysia that it is not required to obtain approval from the Distributive Trade Committee of the Ministry of Domestic Trade and Consumer Affairs (**MDTCA**) with respect to the Company's acquisition of a 49% interest in Ferlab in accordance with the Guidelines on Foreign Participation in Distributive Trade Services in Malaysia issued by the MDTCA.



- (c) Ferlab's in-house fertilizer brand, "GT-Tiger", was first established by the Ferlab founders in 2013 and has been developed into a comprehensive line of fertilizer products that are sold and distributed throughout South East Asia to abroad spectrum of customers, including private and government sector purchasers.

As at the date of this Information Memorandum, Ferlab sells and distributes fertilizer products in Malaysia to approximately twenty (20) distributors and five hundred (500) farmers.

- (d) Ferlab commenced operation of its agricultural supplies retail shop "V-Agro Mart" in 2015, and has subsequently opened and operated several brick and mortar retail shops in Malaysia and Myanmar. In 2018, Ferlab was granted a Malaysian Franchise Licence with respect to "V-Agro Mart" and the company has since opened several franchise locations within the region.

As at the date of this Information Memorandum, Ferlab operates eight (8) "V-Agro Mart" retail shops and there are five (5) "V-Agro Mart" franchise stores under operation by various franchisees.

- (e) Ferlab derives its revenues from the following key business operations:

- (i) sale and distribution of fertilizer products, including external brands and its in-house brand, "GT-Tiger";
- (ii) franchising fees generated from the franchising of the "V-Agro Mart" retail stores;
- (iii) importation and distribution of fruits and vegetables; and
- (iv) sales generated by the "V-Agro Mart" retail locations owned and operated by Ferlab.

- (f) Ferlab currently holds the following registrations, licenses and permits in connection with the operation of its various business activities in Malaysia:

- (i) registration of Ferlab's franchise business operation granted by the Registrar of Franchises, Ministry of Domestic Trade and Consumer Affairs with effect from 10 July 2018;
- (ii) a Trade, Business and Industry licence issued by the Kajang Municipal Council permitting Ferlab to carry out its local business activities in the Kajang municipality;
- (iii) a licence granted by Jabatan Perlesenan dan Pembangunan Perniagaan of Dewan Bandaraya Kuala Lumpur (i.e. the Department

of Licensing and Business Development, Kuala Lumpur), permitting Ferlab to carry out business activities at Lot (Kiosk K10.07) 1st Floor, Block B Gleneagles Hospital Kuala Lumpur, Jalan Ampang 50450 Kuala Lumpur for the twelve (12) month period expiring 24 November 2024; and

- (iv) a Certificate of Registration for Food Premises issued by the Ministry of Health Malaysia with respect to Ferlab's business premises at Lot (Kiosk K10.07) 1st Floor, Block B Gleneagles Hospital Kuala Lumpur, Jalan Ampang 50450 Kuala Lumpur which remains valid for the period 14 November 2022 to 14 November 2025.
- (g) Ferlab is also progressing discussions with several Halal certified Australian suppliers for the potential importation and distribution of Australian beef and lamb within Malaysia. This opportunity could present an additional future stream of revenue for Ferlab.
- (h) The Company considers the agricultural, fertilizer and related import/export trading industries in the South Pacific region to be an exciting prospect and is actively focussed on finding complementary businesses and opportunities within the sector.
- (i) As the Company has been listed on the NSX Official List since 1 June 2017 and therefore subject to the disclosure requirements of a listed public company pursuant to the Listing Rules and Corporations Act, the Company refers any potential investor to the Company's historical disclosures announced to NSX which can be accessed on the Company's website or the Company's profile on the NSX website.

## 2.4 Industry Information

The Company is an investment company whose primary investment will be a 49% interest in Ferlab.

### ***Operations in Agricultural Industry***

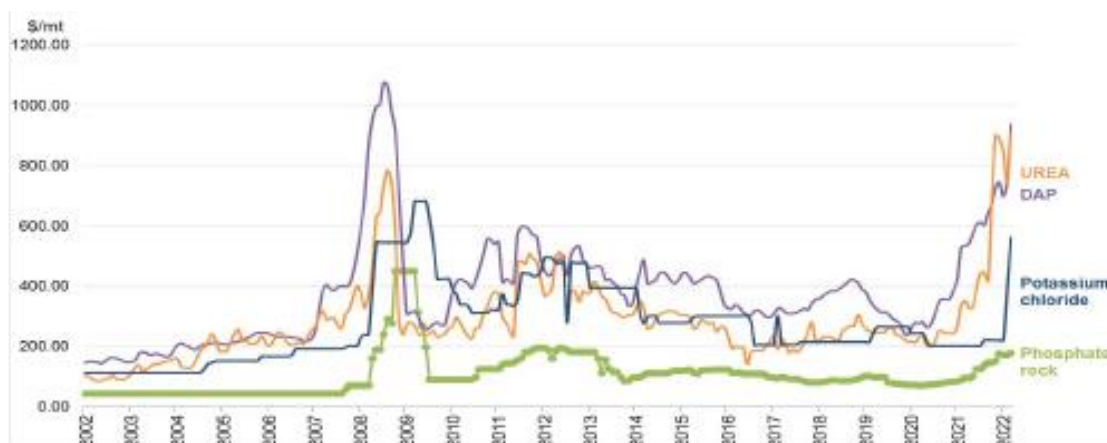
Ferlab conducts its business primarily within Malaysia's agricultural industry via the manufacture, wholesale, and retail of agricultural goods, specifically fertilisers and related products including pesticides. Malaysian demand for imported fertilisers and pesticides is strong, with neighbouring countries like China and Indonesia being major suppliers. In 2021, Malaysia's total import value for nitrogen, phosphate, and potassic fertilisers reached RM4.3 billion.<sup>1</sup>

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<sup>1</sup> 'How Fertiliser Price Was Affected by the Global Situation', *Prime Minister's Department of Statistics Malaysia* (2022, Newsletter) [https://www.dosm.gov.my/v1/uploads/files/6\\_Newsletter/Newsletter%202022/DOSM\\_BP\\_HPP\\_4\\_2022\\_Series%2036\\_compressed.pdf](https://www.dosm.gov.my/v1/uploads/files/6_Newsletter/Newsletter%202022/DOSM_BP_HPP_4_2022_Series%2036_compressed.pdf)

Recent increases in the prices of fertilisers has had a direct impact on the prices of fresh produce, including Malaysia's primary commodity, palm oil. Several factors contribute to the rise in fertiliser prices, including reduced supply from producing countries, increased costs of raw materials such as crude oil and natural gas, resulting in higher transportation costs, and fluctuating foreign exchange rates.

#### *Fertiliser Prices, 2002 - 2022*



Source: Bloomberg, World Bank

During 2022, the sales value of manufactured fertilisers and associated nitrogen in Malaysia witnessed an increase, reaching approximately RM5.86 billion, compared to approximately RM4.97 billion in the previous year.<sup>2</sup> Similarly, the sales value of manufactured pesticides and agrochemical products also experienced growth, reaching approximately RM4.11 billion in 2022, compared to approximately RM2.68 billion the previous year.<sup>3</sup> This indicates a positive market trend and increasing demand for agricultural inputs within Malaysia.

#### **Franchise and Retail Operations**

The franchise industry in Malaysia has experienced consistent growth over the years, making a substantial contribution to the country's economy. As per data released by the Malaysia Franchise Association (MFA), despite the challenges presented by the COVID-19 pandemic, the franchise sector in Malaysia expanded by 8% in 2020.<sup>4</sup> The sale value of the franchise industry is projected to increase to RM22.66 billion by 2025 from RM14.65 billion in 2020, with the number of franchise outlets opened year-on-year rising by 47% to 13,779 in 2021.<sup>5</sup> Furthermore, the Domestic Trade and Cost of Living (KPDN) Ministry is targeting a growth rate of 20% to 30% in the franchise industry

<sup>2</sup> 'Sales value of manufactured fertilizers and associated nitrogen in Malaysia from 2019 to 2022', *Statista* (1 March 2023, Newsletter) <https://www.statista.com/statistics/643235/sales-value-manufactured-fertilizers-associated-nitrogen-malaysia/>

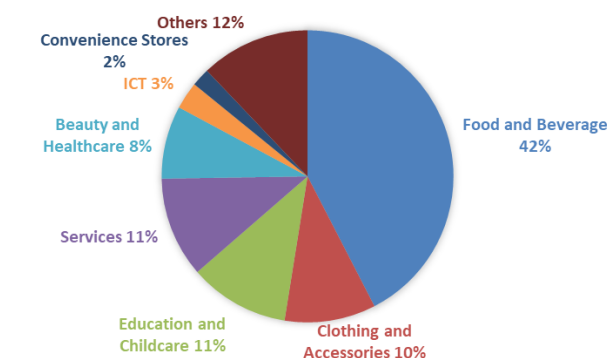
<sup>3</sup> As above.

<sup>4</sup> 'The Future of Franchising in Malaysia: Emerging Trends and Opportunities for Entrepreneurs', *Intellect Worldwide* (15 March 2023, Webpage) <https://www.intellect-worldwide.com/2023/03/15/the-future-of-franchising-in-malaysia-emerging-trends-and-opportunities-for-entrepreneurs/#:-:text=The%20franchise%20industry%20in%20Malaysia.by%20the%20COVID%2D19%20pandemic.>

<sup>5</sup> Bernama, 'Malaysia's franchise sales projected to increase to RM22.66 bln in 2025', *New Straits Times* (8 September 2022) <https://www.nst.com.my/news/nation/2022/09/829653/malysias-franchise-sales-projected-increase-rm2266-bln-2025>

for 2023.<sup>6</sup> The ministry remains optimistic about the sector's prospects, which serve as the driving force behind this target. This growth is anticipated to persist in the coming years, propelled by various factors such as the expanding middle class, a rising need for convenience, and the availability of funding.<sup>7</sup>

**MALAYSIAN FRANCHISING MARKET SHARE  
2018**



Source: U.S. Department of Commerce

## 2.5 Business model

- (a) The Company's future revenues will be derived from:
  - (i) distributions of income, in the form of dividends, arising from the Company's equity interest in Ferlab; and
  - (ii) the sale of assets and investments and interest on bank deposits.
- (b) The Company presently intends to continue to hold its shares in Ferlab as that company continues to expand upon its business operations including the manufacturing and supply of fertilizer products, equipment, accessories and related products and the operation and franchising of food retail outlets.
- (c) Any potential sale of the Company's shares in Ferlab will be undertaken at a time that the board believes maximises returns on the sale for shareholders.
- (d) The Company intends to focus on finding businesses and opportunities in the agriculture, fertilizer and related import/export trading industries that are revenue generating and profit making. The Company's goal is to acquire and consolidate complimentary businesses in the Asia Pacific region and

<sup>6</sup> Bernama, 'Ministry eyes 20-30pc growth for franchise industry in 2023', *New Straits Times* (1 January 2023) <https://www.nst.com.my/news/nation/2023/01/868166/ministry-eyes-20-30pc-growth-franchise-industry-2023>

<sup>7</sup> 'The Future of Franchising in Malaysia: Emerging Trends and Opportunities for Entrepreneurs', *Intellect Worldwide* (15 March 2023, Webpage) <https://www.intellect-worldwide.com/2023/03/15/the-future-of-franchising-in-malaysia-emerging-trends-and-opportunities-for-entrepreneurs/#:-:text=The%20franchise%20industry%20in%20Malaysia.by%20the%20COVID%2D19%20pandemic.>

eventually integrate them to become a regional agricultural supply chain and ecosystem.

## 2.6 Material contracts

- (a) Share Sale Agreement between the Company and Teo Bee Thai dated 17 April 2023 with respect to the Company's acquisition of a 49% equity interest in Ferlab. Refer to the Company's Notice of Annual General Meeting announced to NSX on 1 May 2023 for further details on the terms of the Agreement and ongoing obligations of the Company.
- (b) The Company's 49% equity interest in Ferlab will be governed by the Shareholder Agreement between the Company, Ferlab and Teo (Vincent) Bee Thai, the holder of the remaining 51% interest in Ferlab, which will be entered contemporaneously with completion of the Ferlab Transaction.
- (c) Convertible Note Agreement between the Company and a professional and sophisticated investor in Malaysia (**Noteholder**) dated 14 December 2022 with respect to the Company's issue of 300,000 convertible notes to the Noteholder with an aggregate face value of A\$300,000. Refer to the Company's announcement to NSX dated 11 January 2023 for further details of the terms of the Convertible Note Agreement.
- (d) Director Service Agreements between the Company and Michael Beer, Matthew Leonard and Dr Koon Lip Choo, respectively, each dated 9 March 2023. Refer to the Company's 31 December 2022 Annual Report to Shareholders announced to NSX on 31 March 2023 for further details on the terms of the Director Service Agreements.
- (e) A Director Service Agreement between the Company and Teo Bee Thai which will be entered on completion of the Ferlab Transaction.

## 3. SHAREHOLDING INFORMATION

### 3.1 Share class information

On completion of the Ferlab Transaction the Company will have only one class of shares on issue, namely ordinary Shares, the details of which are as follows:

	Number of Shares	Voting rights attached to the Shares	Market Capitalisation
<b>Ordinary Shares</b>	31,127,696	Each shareholder is entitled to one vote for each Share	\$2,178,939 <sup>1,2</sup>

*Notes:*

- 1. The NSX listed price per Share in the Company will be A\$0.07 (7 cents) per share.*
- 2. The Company's shares have not been traded since 29 July 2020 and so the current listed share price of \$2.50 (previously \$0.25 prior to completion of the 10:1 share consolidation completed in May 2023) does not accurately reflect the current market price for the Shares.*

*The proposed share price of \$0.07 per Share on completion of the Ferlab Transaction reflects the market price per share upon which the Company completed its most recent equity capital raising of \$140,000 from a third party professional and sophisticated investor. Refer to the Company's announcement to NSX dated 18 September 2023. In determining this price per Share, the placement investor and Company contemplated the net asset value and cashflow position of the Company after completion of the Ferlab Transaction.*

### **3.2 Top 20 shareholders**

On completion of the Ferlab Transaction the Company's top 20 shareholders will be as follows:

No	Name	Number of Shares	% of Issued Capital
1	KOON LIP CHOO	6,140,000	19.73%
2	VICTOR CHIONG WEI JENN	6,000,000	19.28%
3	TEO BEE THAI	6,000,000	19.28%
4	MICHAEL BEER (or related entity)	2,000,000	6.43%
5	ZULKIFLI BIN MOHD SHARIF	2,000,000	6.43%
6	MATTHEW LEONARD (or related entity)	1,800,000	5.78%
7	MR ENG YEO NYO	1,397,680	4.49%
8	MS CONSTANCE CHAI AI TAN	600,000	1.93%
9	MS ANGELINA CHIU LING TAY	585,120	1.88%
10	MUHAMMAD ZAKIYUDDIN BIN ABDUL AZIH	320,000	1.03%
11	ALICE HOO	250,000	0.80%
12	MR JUN XIONG CHUA	235,345	0.76%
13	MR ZHEN PENG LIM	230,000	0.74%
14	MR HOO KENG GOH	155,000	0.50%

No	Name	Number of Shares	% of Issued Capital
15	MR YOON CHON SUNG	146,280	0.47%
16	MS GRACE CHYE TEE TAN	146,280	0.47%
17	MR TAN WEE CHEAN	135,000	0.43%
18	TRAIEY LAM KIT YENG	100,000	0.32%
19	KHOO KAH YEN	100,000	0.32%
20	FUN PEI YIN	100,000	0.32%
21	YAP LENG ZHAO	100,000	0.32%

### 3.3 Analysis of shareholding

On completion of the Ferlab Transaction the distribution of the holders of the ordinary shares issued by the Company will be as follows:

Holding	Number of Holders	Number of Ordinary Shares	% of Issued Capital
1-1,000	3	520	0.00%
1,001-5,000	52	217,386	0.70%
5,001-10,000	22	184,365	0.59%
10,001-100,000	63	2,584,720	8.30%
100,001-9,999,999	17	28,140,705	90.40%
	<b>157</b>	<b>31,127,696</b>	<b>100%</b>

### 3.4 Non-Compliance with Listing Rule 3.9

On completion of the Ferlab Transaction, the total aggregate percentage of Shares in the Company held by Directors and “Substantial Shareholders” (as defined in the Listing Rules) (or their Associates, also as defined in the Listing Rules) will be approximately 76.91% and therefore the Company will not be in compliance with the free float requirements under Listing Rule 3.9.

As stated at sections 5.2 and 5.3, the Company intends to undertake future equity capital raisings in the near future in connection with several potential strategic target acquisitions which are currently being explored.

The new Shares issued as a result of the anticipated equity capital raisings, in addition to the issue of new Shares as scrip consideration which may be agreed with vendors in connection with the strategic acquisitions, will have the effect of diluting all Shareholders. It is therefore reasonable to anticipate that in the near future the share

capital structure of the Company will change such that the Company will meet and maintain the free float requirements contained in NSX Listing Rule 3.9 as a result of the aggregate number of shares in the Company held by Directors and Substantial Shareholders (and their associates) being diluted to below 75% of the total number of Shares on issue.

### 3.5 Restricted securities

The 6,000,000 ordinary shares in the Company to be issued to Teo Bee Thai in consideration for the Company's acquisition of a 49% interest in Ferlab remain subject to voluntary escrow from trading for a period of 12 months from the date of issue.

With the exception of the above, no other securities will be subject to any restriction conditions from listing on NSX.

### 3.6 Future Share Issuances

#### (a) Ferlab Consideration Shares

As announced by the Company on 31 May 2023, at the Company's Annual General Meeting which took place on 31 May 2023 the Company obtained shareholder approval for:

- (i) the issue of 6,000,000 Shares in the Company to Mr Teo Bee Thai as part of the upfront consideration payable for the Company's acquisition of the 49% interest in Ferlab (**Upfront Consideration Shares**);
- (ii) the grant of 11,000,000 performance rights to Mr Teo Bee Thai which remain subject to and conditional upon satisfaction of certain performance milestone conditions (**Performance Rights**); and
- (iii) the issuance of an additional 1,000,000 Shares in the Company to Mr Teo Bee Thai representing the first instalment of the deferred consideration payable to Mr Bee Thai (totalling 6,250,000 Shares) as part consideration for the Company's acquisition of the 49% interest in Ferlab (**1<sup>st</sup> Tranche Deferred Consideration Shares**),

pursuant to the terms of the Share Sale Agreement entered between the Company (as purchaser), Mr Teo Bee Thai (as vendor) and Ferlab on or around 17 April 2023 (**Ferlab Sale Agreement**).



### Upfront Consideration Shares

On completion of the Ferlab Transaction the Company will issue to Mr Teo Bee Thai a total of 6,000,000 Upfront Consideration Shares to be issued under the Ferlab Sale Agreement.

### Performance Rights

As previously disclosed by the Company, the Performance Rights granted to Mr. Teo Bee Thai remain subject to the following performance milestone and expiry conditions:

Milestone	No. Performance Rights to vest on achievement	No. Shares entitled to on vesting of Performance Rights
1. Ferlab achieving gross revenue of equal to or greater than A\$1,000,000 during H1 of 2023	2,500,000	2,500,000
2. Ferlab achieving gross revenue of equal to or greater than A\$1,000,000 during H2 of 2023	2,500,000	2,500,000
3. Ferlab achieving gross revenue of equal to or greater than A\$1,200,000 during H1 of 2024	3,000,000	3,000,000
4. Ferlab achieving gross revenue of equal to or greater than A\$1,200,000 during H2 of 2024	3,000,000	3,000,000
<b>TOTAL</b>	<b>11,000,000</b>	<b>11,000,000</b>

#### *Notes:*

- 1. In each case, the gross revenue of Ferlab is to be calculated and converted from Malaysian Rupiah (RM) to Australian Dollars (AUD) using the market conversion rate as at the relevant calculation date.*
- 2. The issuance of new Shares in the Company upon the exercise of the Performance Rights resulting from the achievement of the relevant milestone(s) remains subject in each case to the*

*Company obtaining all necessary shareholder and/or NSX approvals.*

3. *A reference to “H1” means the period 1 January to 30 June in the respective calendar year. A reference to “H2” means the period 1 July to 31 December in the respective calendar year.*
4. *For the avoidance of doubt, if Ferlab fails to achieve any milestone in the relevant period, the corresponding number of Performance Rights attached to that Milestone shall automatically lapse and Mr. Teo Bee Thai shall have no right or entitlement to be issued the corresponding number of Shares specified in the above table. The failure to achieve one milestone does not prejudice any other milestones which are achieved in the relevant time frames.*

Any Performance Rights which vest shall expire and lapse 3 months following the date of satisfaction of the relevant milestone. If a milestone is not achieved in the relevant period, the corresponding number of unvested Performance Rights which are conditional on that Milestone shall automatically lapse and Mr. Teo Bee Thai shall have no right or entitlement to be issued the corresponding number of Shares specified in the above table.

With respect to the period 1 January 2023 to 30 June 2023, the Company has received management accounts from Ferlab which indicate that the company generated gross revenue in excess of AUD\$1,000,000. The Company is awaiting receipt of audited financial statements from Ferlab so that it may verify satisfaction of the first milestone and subsequent vesting of the first tranche of 2,500,000 performance rights. The issue of any shares resulting from the vesting of the first tranche of performance rights remains subject to the Company obtaining all necessary shareholder and/or NSX approvals.

#### Deferred Consideration

Subject to the Company obtaining any necessary NSX or further Shareholder approvals, and in accordance with the terms of the Ferlab Sale Agreement, the Company intends to issue the 1<sup>st</sup> Tranche Deferred Consideration Shares to Mr Teo Bee Thai on or around the date that is six (6) months after completion of the Ferlab Transaction. At the Company’s Annual General Meeting which took place on 31 May 2023, the Company obtained shareholder approval to issue the 1<sup>st</sup> Tranche Deferred Consideration Shares to Mr Teo Bee Thai.

As previously disclosed by the Company, subject to the Company obtaining in each case all necessary shareholder and NSX approvals, Mr Teo Bee Thai shall be entitled to be issued a total of 6,250,000 additional new Shares (including the 1<sup>st</sup> Tranche Deferred Consideration Shares) in the following instalments:

Date of Issue	Number of Shares
Six (6) months after completion of the Ferlab Transaction	1,000,000
Twelve (12) months after completion of the Ferlab Transaction	1,000,000
Eighteen (18) months after completion of the Ferlab Transaction	1,000,000
Twenty-four (24) months after completion of the Ferlab Transaction	1,000,000
Thirty (30) months after completion of the Ferlab Transaction	1,000,000
Thirty-six (36) months after completion of the Ferlab Transaction	1,250,000
<b>TOTAL</b>	<b>6,250,000</b>

(b) **Convertible Notes**

At the Company's Annual General Meeting which took place on 31 May 2023, the Company also obtained shareholder approval ratifying issuance of the 300,000 convertible notes issued on 11 January 2023 (as announced by the Company on 11 January 2023) to a professional and sophisticated investor (**Convertible Notes**). The Convertible Notes have an aggregate face value of \$300,000 and are convertible into a total of 6,000,000 new Shares in the Company at a conversion price of \$0.05 (5 cents per share) (**Conversion Shares**).

The Company will issue 6,000,000 Conversion Shares to the investor on conversion of all 300,000 Convertible Notes.

(c) **Placement Shares**

As announced by the Company on 18 September 2023, the Company has received commitments to raise \$140,000 before costs via a two-tranche placement to a professional and sophisticated investor of 2,000,000 new Shares at a price of \$0.07 per Share.

The first tranche comprises \$78,306 for 1,118,654 Shares issued on 18 September 2023 under the Company's Listing Rule 6.25 capacity. The second tranche comprises \$61,694 for 881,346 Shares (**Second Tranche**). The issuance of the Second Tranche was approved at the Company's extraordinary general meeting which took place on 22 November 2023. The Company intends to issue the Second Tranche Shares simultaneously with completion of the Ferlab Transaction.

In connection with successful completion of the above share placement, the Company has agreed to issue 320,000 promoter shares to Muhammad Zakiyuddin Bin Abdul Azih (or their nominee) as consideration for services rendered in promoting the Company and introducing new investors. The issuance of these promoter shares was approved by the Company's shareholders at the Company's extraordinary general meeting which took place on 22 November 2023 (issue of 251,429 promoter shares approved). The balance 68,571 shares agreed to be issued to Muhammad Zakiyuddin Bin Abdul Azih (or their nominee) shall be issued under the Company's placement capacity.

For further information in relation to the placement, please refer to the Notice of Extraordinary General Meeting announced by the Company on 23 October 2023.

(d) **Conversion of Debt**

At the Company's AGM on 31 May 2023 (**AGM**), the Company obtained shareholder approval to issue Director, Koon Lip Choo (or his nominee), 5,700,000 new Shares in consideration for the conversion of part of the director loans owed to Koon Lip Choo (and/or his related entities) and convertible notes issued by the Company and held by Koon Lip Choo (and/or his related entities) in the aggregate amount of \$285,000 with each Share having a deemed issue price of \$0.05 per Share.

The Company and Koon Lip Choo have agreed that the Company will issue Koon Lip Choo (or his nominee) on completion of the Ferlab Transaction 4,400,000 of the 5,700,000 Shares approved at the AGM. The balance of the Shares approved at the AGM will be issued to Koon Lip Choo (or his

nominee) as and when agreed by them, in each case and at all times subject to the Company's continued compliance with its requirements under the NSX Listing Rules and the Corporations Act.

### **3.7 Dividend policy**

Any future determination as to the payment of dividends by the Company will be at the discretion of directors and after taking into account factors such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by directors.

## **4. DIRECTORS AND CORPORATE GOVERNANCE**

### **4.1 Directors**

The Directors of the Company and their relevant experience are set out below.

#### **(a) Michael Beer, Non-executive Chairman**

Mr Beer is a Chartered accountant and Chartered Secretary and is a principal at Beer and Co Pty Ltd, a corporate advisory firm which assists various companies in a range of commercial activities.

Mr Michael Beer keeps an Australian Financial Services Licence and is a Fellow of the Institute of Chartered Accountants, FCA. He has a wide range of auditing, managing and investment experience across various industries.

Mr Beer was or is appointed to various Managing Director, Secretary and Financial positions at the following companies: Beer and Co Pty Ltd, Hydra Light International Ltd and K2O Potash Corp. Ltd.

Also Mr Beer has held various senior positions as Accountant, Auditor and/or Financial Controller for British Petroleum Group and Price Waterhouse and Co.

#### **(b) Dr. Koon Lip Choo, Executive Director and CEO**

Dr Koon Lip Choo holds a PhD and Doctorate of Business Administration in Investment Psychology, an MBA from the University of California Los Angeles, and a Bachelor in Science (Applied Mathematics) from the National University of Singapore.

Dr Choo has been the executive director and CEO of the Company since March 2016. Dr Choo was previously a non-executive director of ASX listed company Golden Mile Resources Limited (ASX.G88), of which Dr Choo was a

co-founder. Dr Choo is also a director of several public unlisted and private companies which operate in the financial services and corporate advisory industries in Singapore and Malaysia

(c) **Matthew Leonard, Non-executive Director**

Mr Leonard is an accomplished and internationally proven business development professional. He has over 12 years of outstanding record of achievement in demanding, complex and highly competitive markets. He possesses expertise across advertising, marketing and media event management sector, with recent focus on linking opportunities with high-net-worth individuals throughout Asia.

Mr Leonard is a member of Golden Venture Capital, an Australian company which provides corporate advisory and consultancy services throughout Australia and international markets. As part of this work, Mr Leonard has assisted a number of companies with capital raising transactions throughout Asia and Australia. Matthew is an Executive Director of BPH Global Limited (ASX:BP8) (formerly Stemcell United Limited (ASX:SCU)), an ASX-listed company with business operations in Singapore, China and Australia. Within this role, Mr Leonard works closely on BPH Global's projects in both Singapore and Australia, including liaising with government bodies such as Invest Victoria and the Western Australian Government.

(d) **Teo Bee Thai, Non-executive Director (pending application for Director ID)**

Mr Vincent Teo is a founder and the current Managing Director of Ferlab. Mr Teo has been involved in the fertilizer production and supply industry in Malaysia since 2006.

Mr Teo commenced his sales career with Haiyasaki Corporation (Malaysia) selling fertilizer to major distributors in West Malaysia, before he moved to setting up and operating four (4) AgriStore agricultural supplies stores in Malaysia.

In 2012, Mr Teo established Kim Guan Thye Resources (a fertilizer trading company) and developed an in-house brand of premium grade fertilizers under the "GT-Tiger" brand name. In 2015, Mr Teo started supplying fertilizer to Government Sectors including PPK and State Government Estates.

Mr Teo, via Ferlab, is also the founder of the chain retail store brand "V-AgroMart". In 2018, Ferlab was granted a franchise licence by the Malaysian government with respect to Ferlab's "V-AgroMart" franchise business.

In 2017, Mr Teo expanded the Ferlab business into the international market, establishing a presence in Myanmar to cooperate with local universities to provide agricultural advisory services to sugarcane farmers and Government Estates.

In his position as Managing Director, Mr Teo continues to develop and expand upon Ferlab's various business streams.

## 4.2 Senior management

### Company Secretary

Mr Justyn Stedwell.

Mr Stedwell has over 15 years experience acting as an outsourced Company Secretary for ASX listed companies across various industries. He is currently the Company Secretary of Spendax Limited (ASX:SPX), BPH Global Ltd (ASX:BP8) and Lightning Minerals Ltd (ASX:L1M) and was previously Company Secretary of former ASX top 200 company Imugene Limited (ASX:IMU) for approximately 10 years. Mr Stedwell completed a Bachelor of Commerce (Management & Economics) at Monash University and a Graduate Diploma of Accounting at Deakin University. He is also a graduate of the Governance Institute of Australia.

## 4.3 Directors' and managements' interest in securities

Directors and the Company Secretary's interests at the date of this Information Memorandum are as follows.

Name	Role	Shares**
Michael Beer	Non-executive Chairman	2,000,000
Dr Koon Lip Choo	Executive Director and CEO	6,140,000
Matthew Leonard	Non-executive Director	1,800,000
Teo Bee Thai	Non-executive Director (pending application for Director ID)	6,000,000
Justyn Stedwell	Company secretary	Nil

\*\*Direct and indirect interests

## 4.4 Directors' and managements' interests and remuneration

The Company's Directors, Michael Beer, Dr Koon Lip Choo and Matthew Leonard, respectively, receive remuneration in consideration for their appointment, or continued appointment, to the AGS Board and provision of services to the Company pursuant to their respective Director Service Agreements with the Company, the

details of which are provided in the Directors' Report contained in the Company's Financial Statement for the year ended 31 December 2022 as announced to NSX on 31 March 2023.

Mr Teo Bee Thai does not receive any remuneration in respect of his position as non-executive Director of the Company. However, Mr Teo Bee Thai does receive remuneration with respect to his appointment, and continued appointment, as Managing Director of Ferlab.

Refer to section 7.2(m) of this Information Memorandum for further information with respect to each Director's remuneration.

#### 4.5 Related parties and related party transactions

For details of the Company's related party transaction(s), refer to:

- (a) pages 16, 45 and 46 of the Company's Financial Statement for the year ended 31 December 2022 (as announced to NSX on 31 March 2023);
- (b) pages 12 and 13 of the Company's Financial Statement for the half year ended 30 June 2023 (as announced to NSX on 13 September 2023); and
- (c) pages 15, 41 and 42 of the Company Financial Statement for the year ended 31 December 2024 (as announced to NSX on 15 March 2024).

#### 4.6 Corporate governance

- (a) The Company's board is cognizant of the need for a well-articulated and robust corporate governance framework and believes that good corporate governance is essential to the preservation and enhancement of Shareholder value.
- (b) The Company has adopted a NSX compliant constitution (**Constitution**).
- (c) The Company has also adopted a Board Charter, Board Protocol, Code of Conduct, Continuous Disclosure Policy and a Diversity Policy (**Policies**). It has also established an Audit Committee and Remuneration Committee (**Charters**).
- (d) Copies of the Constitution, Policies and Charters are available on the Company's website at <https://agriskylight.com/>.

The Board has previously used the ASX standard in relation to Corporate Governance. Further information in relation to these standards is contained in the ASX Corporate Governance Council's Principles and Recommendations, 4<sup>th</sup> edition, (**CG Recommendations**).



## 5. FINANCIAL INFORMATION

### 5.1 Financial Accounts

The audited financial statements of the Company for the last 3 financial years ending 31 December 2022 were announced to NSX on the following dates:

Year End	Date Announced to NSX
31 December 2021	31 March 2022
31 December 2022	31 March 2023
31 December 2023	15 March 2024

The audited financial statements of the Company for the half year ended 30 June 2023 was announced to NSX on 13 September 2023.

Copies of the relevant financial reports can be accessed at

<https://www.nsx.com.au/marketdata/company-directory/announcements/IGH/>

A summary of the Company's key financial information from the audited financial statements of the Company for the last 3 financial years ending 31 December 2023 is provided below:

	2023 \$	2022 \$	2021 \$
<b>For the year/period ended 31 December:</b>			
Loss from continuing operations	(72,508)	(123,622)	(203,273)
Profit from discontinued operations	-	-	-
<b>Net profit/(loss) for the year</b>	<b>(72,508)</b>	<b>(123,622)</b>	<b>(203,273)</b>
<b>As at 31 December:</b>			
Total assets	185,987	46,656	18,374
Total liabilities	986,690	833,466	645,829
<b>Net deficiency</b>	<b>(800,703)</b>	<b>(786,810)</b>	<b>(627,455)</b>

An extract of the Company's key financial information from the audited financial statements of the Company for the financial year ending 31 December 2023 is provided below:

## Statement of Financial Position

As At 31 December 2023

	Note	2023 \$	2022 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	8	5,039	1
Trade and other receivables	9	70,389	6,833
Other assets	10	110,559	39,822
<b>TOTAL CURRENT ASSETS</b>		<b>185,987</b>	<b>46,656</b>
<b>TOTAL ASSETS</b>		<b>185,987</b>	<b>46,656</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	11	197,243	153,716
Borrowings	12	789,447	679,750
<b>TOTAL CURRENT LIABILITIES</b>		<b>986,690</b>	<b>833,466</b>
<b>TOTAL LIABILITIES</b>		<b>986,690</b>	<b>833,466</b>
<b>NET ASSETS/(NET DEFICIENCY)</b>		<b>(800,703)</b>	<b>(786,810)</b>
<b>EQUITY/(NET DEFICIENCY)</b>			
Issued capital	13	2,499,415	2,447,510
Reserves	14	6,710	-
Accumulated losses	15	(3,306,828)	(3,234,320)
<b>TOTAL EQUITY/(NET DEFICIENCY)</b>		<b>(800,703)</b>	<b>(786,810)</b>

## 5.2 Working capital

As at 31 January 2024, the Company had cash resources of A\$64,804.51 available to it.

Noting that the Company is an investment holding company with relatively low overhead expenditure requirements, the Company considers these funds alone will not be sufficient for its operations for at least 12 months after completion of the Re-Compliance Listing Application and the Ferlab Transaction.

Notwithstanding the above, upon completion of the Ferlab Transaction, the Company:

- (a) intends to undertake a further capital raising to fund its working capital requirements and future strategic acquisitions which are disclosed section 2 of this Information Memorandum; and
- (b) intends to receive income in the form of distributions of profit from Ferlab and other entities which are the target of the Company's future strategic acquisitions.

### 5.3 Reduction of Borrowings

Contemporaneously with completion of the Ferlab Transaction the Company will reduce its borrowings by \$520,000 by converting the following liabilities into equity:

- (a) Director loans and convertible notes held by Dr Koon Lip Choo (or his related parties) totalling A\$220,000 will be converted into 4,400,000 new Shares at an issue price of \$0.05 per share; and
- (b) all of the 300,000 Convertible Notes issued to the professional and sophisticated investor (**Convertible Notes**) will be converted into 6,000,000 new Shares at an issue price of \$0.05 per Share reducing the Company's borrowings by \$300,000.

The above Share issuances were approved by the Company's shareholders at the Company's Annual General Meeting held on Wednesday, 31 May 2023.

Following completion of the Ferlab Transaction, and subject to the Company's ongoing compliance with the requirements under the NSX Listing Rules and the Corporations Act, the Company intends to further reduce its borrowings by converting an additional A\$65,000 in director loans and convertible notes held by Dr Koon Lip Choo (and/or his associated entities) into 1,300,000 new Shares at an issue price of A\$0.05 per share. The Company notes that these Share issuances were approved by the Company's shareholders at the Company's Annual General Meeting held on Wednesday, 31 May 2023.

Separately, Dr Koon Lip Choo has agreed to forgive liabilities owing from the Company to him (and/or his related entities) in the aggregate amount of approximately \$199,946 thereby reducing the Company's borrowings by that amount.

As disclosed in the Company's Financial Statement for the Half Year ended 30 June 2023, Dr Koon Lip Choo, Mr Wei Ming Goh and Mr Francesco Cannavo, authorised signatories of the respective entities to which the Company has balances payable to, have signed a letter of support confirming that, as the Company is currently in the midst of a significant transaction (i.e the Ferlab Transaction), all terms and conditions, including interest calculations, for the convertible notes, loans or similar agreements currently in place, have been put on hold from 1 October 2022 pending the completion of the Ferlab transaction. Those persons have further confirmed that the outstanding amounts will not be called upon before the completion of the Ferlab Transaction and that they will only call on the outstanding amounts when the Company is able to repay either in cash or conversion to equity.

In addition to the above, the Company intends to undertake an additional equity capital raising in connection with future strategic target acquisitions in the agriculture,

fertilizer and related import/export trading industries that are revenue generating and profit making. It is envisaged that these transactions, in addition to the Company's interest in Ferlab following completion of the Ferlab Transaction, will enable the Company to move towards a positive net asset position.

#### **5.4 Pro-Forma Balance Sheet**

The Company refers to the proforma Balance Sheet annexed to this Information Memorandum at Annexure A which has been prepared as at completion of the Ferlab Transaction.

#### **5.5 No prospective financial forecast**

- (a) No prospective financial forecast or projection is prepared for inclusion in this Information Memorandum because the Directors consider that 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.
- (b) Notwithstanding the above, this Information Memorandum includes, or may include, forward-looking statements which have been based on the Company's current expectations. These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from expected future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and environment in which the Company will operate in the future. Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements.
- (c) In light of these risks, uncertainties and assumptions, forward-looking statements in this Information Memorandum might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

### **6. RISK FACTORS**

#### **6.1 Introduction to Risk Factors**

- (a) This Section identifies the areas that are believed to be the major risks associated with an investment in the Company.
- (b) The Company's business is subject to risk factors, a number of which are beyond the Company's control. These risks may be both specific to the

Company's business activities and of a general nature. Individually, or in combination, these risks might affect the future operating performance and the value of an investment in the Company.

- (c) 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 the risks, both general and specific. Each of the risks set out below could, if they eventuate, have a material adverse impact on the Company's operating performance and profits.
- (d) Before deciding to invest in the Company, potential investors should read the entire Information Memorandum, and specifically consider the factors contained within this Section in order to fully appreciate the risks associated with an investment in the Company. You should carefully assess these factors in light of your personal circumstances and seek professional advice from your stockbroker, accountant, lawyer or other professional adviser before deciding whether to invest.
- (e) While these are not the only risks and uncertainties we face, management believes that the most significant risks and uncertainties are as set out below.

## **6.2 Risks specific to the Company**

The business activities of the Company are subject to risks, which may impact on the Company's future performance. There are also general risks associated with any investment. Investors should consider all of these risks before they make a decision whether or not to acquire Shares. In addition, investors should speak to their financial, legal or other adviser about these risks before making a decision to invest in Shares. The principal risk factors include, but are not limited to, the following.

### **(a) Ferlab**

Currently the Company's major investment is its investment in a 49% interest in Ferlab. Accordingly, there is a risk that should Ferlab's business not achieve sufficient returns, that there may be an adverse impact on the Company's share price and/or value.

Further, Ferlab is subject to its own risks in connection with its business operations which are both general in nature and specific to the company and the industries and jurisdictions in which it operates. This may cause the value of the Company's shares to be affected by any single adverse economic, political, or regulatory event in relation to Ferlab's operations. Currently, the Company's revenue is generated by activities related to, and expected dividends to be distributed by, Ferlab. Any adverse impact on Ferlab's

operations and financial performances may cause the Company's financial position to be affected.

**(b) Lack of Control over Investments**

The Company holds a 49% interest in Ferlab. The Company does not hold the majority shareholding in Ferlab, nor does it have absolute control of the Board. Thus, the Company may not be able to influence the decisions of Ferlab.

**(c) Reliance on Key Personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

**(d) Sovereign Risk**

The Company's operations will continue to include a focus on markets in Southeast Asia, including but not limited to Malaysia, Singapore and Indonesia. The economic growth in those and other Southeast Asian nations is expected to continue its upward trend in a stable manner.

Possible sovereign risks associated with operating in Southeast Asian nations include, without limitation, changes in the terms of legislation, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Group and the market price of the Company's Shares.

No assurance can be given regarding future stability in Southeast Asia or any other nation in which the Company may, in the future, have an interest.

**(e) Potential Acquisitions**

As part of its business strategy, the Company intends to make acquisitions of, or significant investments in, complementary companies or projects. Any such future transactions would be accompanied by the risks commonly encountered in making such acquisitions.

The Group may make acquisitions in circumstances where the Directors believe that those acquisitions support the Company's growth strategy. However, there can be no assurances that the Company will be able to identify, complete and integrate suitable acquisitions successfully.

Acquiring new businesses can place significant strain on management, employees, systems and resources. Acquired businesses may not perform in line with expectations and it may not prove possible to achieve the desired synergies on the integration of new businesses.

(f) **COVID-19 Impact**

Government restrictions placed due to COVID-19 and the world economic conditions caused by COVID-19 may adversely affect the Company's financial performance.

(g) **Future Capital Needs and Funding**

- (i) The future capital requirements of the Company will depend on many factors including its business development activities.
- (ii) Further funding may be required by the Company to support its activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain finance will adversely affect the business and financial condition of the Company and, consequently, its performance.

(h) **Dependence on General Economic Conditions**

In common with other companies, the Company may be affected by general economic conditions, including the level of interest rates, currency exchange rates, tax regulation and tax rates, global and national economic cycles, global and national political stability, employment rates, inflation, changing consumer demands and spending by customers. Any changes in government fiscal, monetary and regulatory policies of a government may also adversely affect the Company's business. In particular, the performance of the Company would be affected by the adverse changes in economic conditions as a result of the recent global financial crisis.

(i) **General Risks**

No assurance as to future profitability or dividends can be given, as they are dependent on future earnings and the working capital requirements of the Company's business. There can be no guarantee that the assumptions on which the planning or marketing strategies of the Company, or those upon which the Company has based its decisions to expand, will ultimately prove to be valid or accurate. The Company's strategies depend on various factors, many of which are outside the control of the Company.

**(j) Price and Liquidity for Shares**

- (i) An investment in Shares should be regarded as speculative. The price of Shares can rise or fall. A range of factors affecting stock markets generally, or industries in which the Company's business is operated, can affect it. Those matters are often beyond the control of the Company. In addition, liquidity in the trading of Shares (whether on the NSX or otherwise) can be affected by a range of matters beyond the control of the Company. Further, there is no guarantee of any return in respect of an investment in Shares, whether a return by way of profit or capital.
- (ii) In particular, the prices of listed stocks, in recent times, have been subject to large fluctuations, which, in some cases, may have been unrelated to the operating performance of the individual companies concerned. Such fluctuations may adversely affect the market price of Shares.

**7. ADDITIONAL INFORMATION**

**7.1 Details of the listing**

**(a) NSX listing**

The Company is a public company whose Shares have been listed on the NSX since 1 June 2017. The Company's NSX ticker code is "AGS".

In compliance with Listing Rule 6.41, the Company notified NSX of its proposed acquisition of a 49% interest in Ferlab prior to completing the transaction. The NSX subsequently determined that the Company's proposed acquisition would represent a significant change to the nature and scale of the Company's activities under Listing Rule 6.41 and that therefore the Company must prior to completing the acquisition both obtain shareholder approval of the transaction and re-comply with the requirements of Chapter 4 of the Listing Rules as if applying for listing on the NSX.

This Information Memorandum is issued in connection with the Company's re-compliance with the requirements of Chapter 4 of the Listing Rules as required under Listing Rule 6.41.

The Company's listing of its Shares on the NSX is in no way an indication of the merits of the Company or its Shares. The fact that NSX may admit the Company to the official list is not to be taken in any way as an indication of the merits of the Company or its Shares.



NSX does not take any responsibility for the contents of this document and makes no representations as to its accuracy or completeness and expressly disclaims any liability for any loss however arising from or in reliance upon any part of the contents of this Information Memorandum.

If the Company is admitted to the Official NSX list, any inconsistencies which may arise between the Constitution and the Listing Rules will be superseded by the Listing Rules.

**(b) Purpose of the Listing**

The Company's Shares are listed on the NSX.

The Company is re-complying with the requirements of Chapter 4 of the Listing Rules as if applying for a listing on the NSX to:

- (i) satisfy the requirements of the NSX pursuant to Listing Rule 6.41;
- (ii) maintain the listing of the Company's Shares on the NSX;
- (iii) provide the Company with a market for its Shares through listing on NSX;
- (iv) provide additional financial flexibility to pursue the Company's growth and business opportunities through improved access to capital markets;
- (v) provide the Company with increased ability to attract and retain high-achieving employees.

**(c) Information about NSX**

- (i) In February 2000, NSX became the second stock exchange to be approved under the then Corporations Act in Australia and is licensed under the Corporations Act. NSX is a fully operational and fully regulated stock exchange. NSX creates a market for a wide range of interests including alternative investments and traditional equity securities. Investments listed by NSX cover various areas of the economy that require a market platform. NSX is focused on listing small to medium-sized enterprises, as there is a great need for growth entities to have a capital market in which they can raise further capital and provide a mechanism for the transferability of shares or other listed interests.
- (ii) Additional information about NSX and the market which it operates can be obtained on its website ([www.nsx.com.au](http://www.nsx.com.au)).

(d) **Brokers**

On or about the date of this Information Memorandum, there are a limited number of brokers registered as participant brokers of NSX, and they are the only brokers who can execute trades on NSX. Full profiles of these participant brokers are available on NSX website under the 'Investing | Broker Directory' tab.

(e) **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 company, investors will be offered better protection because nominated advisers are required to make sure that companies meet the on-going requirements for listing on NSX and the requirements of the Act.

The Company has appointed internal representatives Michael Beer, non-executive Chairman, and Matthew Leonard, non-executive director, as its nominated advisers.

(f) **Restricted securities**

NSX may classify certain securities as being subject to the restricted securities provisions of the Listing Rules. In particular, directors, other related parties and promoters may receive escrow on securities held by them for up to 24 months from the date the Company's Shares are listed on NSX.

As the Company is currently listed on NSX where none of its securities are subject to restriction arrangements, it is not anticipated that any securities will be restricted following the Company's listing on NSX, with the exception of the Shares issued to Teo Bee Thai in part consideration of the Company's acquisition of Ferlab shares which are subject to a voluntary escrow period of 12 months from the date of issue.

## **7.2 Rights and liabilities attaching to Shares**

- (a) The Constitution currently complies with the NSX Listing Rules.
- (b) The rights and liabilities attaching to ownership of the Shares are:
  - (i) detailed in the Constitution of the Company which may be inspected during normal business hours at the registered office of the Company; and
  - (ii) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

- (c) A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not intended to be exhaustive and is qualified by the fuller terms of the Constitution. This summary does not constitute a definitive statement of the rights and liabilities of Shareholders. This summary assumes the Company is admitted to the official list of NSX.

(d) **Voting**

At a general meeting, every member present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, one vote for each fully paid Share held. On a poll, partly paid Shares confer a fraction of a vote pro-rata to the amount paid up on the Share.

(e) **Dividends**

Subject to the Listing Rules, the Act and the Constitution, the amount which the Directors from time to time determine to distribute by way of dividends, are divisible among the members in proportion to the amounts paid up on the Shares held by them.

(f) **Issue of shares**

Subject to the Constitution and the Listing Rules, the Directors have the right to issue shares, grant options over unissued shares to any person and they may do so at such times as they think fit, and on the conditions and the issue price they think fit. Such shares may have preferred, deferred or other special rights or special restrictions about dividends, voting, return of capital or otherwise, as the Directors think fit.

(g) **Variation of class rights**

Subject to the Corporations Act and the Listing Rules, the rights attached to any class of shares may, unless their terms of issue state otherwise, be varied:

- (i) with the written consent of the holders of 75% of the shares of the class; or
- (ii) by a special resolution passed at a separate meeting of the holders of shares of the class.

(h) **Transfer of Shares**

Subject to the Constitution, the Corporations Act, the Listing Rules and to the rights or restrictions attached to any shares or class of shares, holders of

Shares may transfer them by a proper transfer effected in accordance with the Listing Rules or an instrument in writing in any usual form or in any other form that the Directors approve.

(i) **General meetings and notices**

Subject to the Constitution, the Listing Rules, the Corporations Act and to the rights or restrictions attached to any shares or class of shares, each member is entitled to receive notice of and, except in certain circumstances, to attend and vote at general meetings of the Company and receive all financial statements, notices and other documents required to be sent to members under the Constitution or the Corporations Act.

(j) **Winding up**

Subject to any special or preferential rights attaching to any class or classes of shares, the Constitution, the Corporations Act and the Listing Rules, members will be entitled in a winding up to share in any surplus assets of the Company in proportion to the shares held by them.

(k) **Directors - appointment and removal**

The minimum number of Directors is 3 and the maximum is to be fixed by the Directors but may not be more than 10, unless the Company passes a resolution varying that number. Directors are elected at annual general meetings of the Company. Retirement will occur on a rotational basis so that any Director who has held office for 3 or more years or 3 or more annual general meetings (excluding any managing Director) retires at each annual general meeting of the Company. The Directors may also appoint a Director to fill a casual vacancy on the Board in addition to the Directors who will then hold office until the next annual general meeting of the Company.

(l) **Directors - voting**

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of a tied vote, the Chairman has a second or casting vote, unless there are only two Directors present or qualified to vote, in which case the proposed resolution is taken as having been lost.

(m) **Directors' remuneration**

The Directors, other than the Executive Directors, are entitled to be paid by such Directors' fees for their services as the Company in a general meeting, may from time to time determine. The Constitution also makes provision for

the Company to pay all expenses of Directors in attending meetings and carrying out their duties and for the payment of additional fees for extra services or special exertions.

As at the date of this Information Memorandum, the Company's Directors are entitled to the following remuneration pursuant to the terms of their respective Director Service Agreements entered with the Company (and as disclosed to NSX):

Name	Position	Remuneration
Michael Beer	Non-executive Chairman	A\$36,000 (excl GST) per annum  2,000,000 ordinary Shares with an aggregate deemed issue price of A\$100,000**.
Matthew Leonard	Non-executive Director	A\$36,000 (excl GST) per annum  1,800,000 ordinary Shares with an aggregate deemed issue price of A\$90,000**.
Koon Lip Choo	Executive Director (CEO)	A\$48,000 (excl GST) per annum  900,000 ordinary Shares with an aggregate deemed issue price of A\$45,000**.
Teo Bee Thai*	Non-Executive Director	Nil.

*\* Noting that Teo Bee Thai will be appointed a Director on completion of the Ferlab Transaction and will not receive any remuneration in respect of this appointment.*

*\*\* Shares to be issued on completion of the Ferlab Transaction.*

(n) **Alteration of share capital**

Subject to the Listing Rules, the Constitution and the Corporations Act, the Company may alter its share capital.

(o) **Preference shares**

The Company may issue preference shares including preference shares which are liable to be redeemed. The rights attaching to preference shares are those set out in the Constitution.

(p) **Variation of the Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of the Company. The Company must give at least 28 days' written notice of its intention to propose a resolution as a special resolution.

(q) **Share buy-backs**

The Company may buy back shares in accordance with the provisions of the Corporations Act.

(r) **Dividend plan**

The Constitution contains a provision allowing Directors to implement a dividend reinvestment plan.

### **7.3 Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to take independent financial advice about the taxation and any other consequences of investing in the Company.

### **7.4 Consents**

- (a) Written consents to be named in, or for the inclusion of attributed statements in this Information Memorandum, have been given and, at the date of this Information Memorandum, had not been withdrawn by the following parties:
- (i) Moray & Agnew Lawyers has given and has not withdrawn its written consent to be named in this Information Memorandum as Australian legal adviser to the Company in the form and context it is so named;
  - (ii) The Company's internal representatives, Michael Beer (non-executive Chairman) and Matthew Leonard (non-executive director) have given and have not withdrawn their written consent to be named in this Information Memorandum as Responsible Officers of the Company in the form and context it is so named;

- (iii) Connect National Audit Pty Ltd has given and has not withdrawn its written consent to be named in this Information Memorandum as auditor of the Company in the form and context it is so named; and
  - (iv) Automic Group has given, and has not withdrawn, its written consent to be named in this Information Memorandum as the share registry to the Company in the form and context it is so named.
- (b) No entity or person referred to above in Section 7.4 has made any statement that is included in this Information Memorandum or any statement on which a statement made in this Information Memorandum is based, except as stated above. Each of the persons and entities referred to above in this Section 7.4 has not authorised or caused the issue of this Information Memorandum, does not make any offer of Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Information Memorandum, except as stated above in this Section 7.4.

## **7.5 Litigation**

So far as the Company is aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material in which the Company is directly or indirectly concerned, which is likely to have a material adverse effect on the business or financial position of the Company.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

- 8.1** This Information Memorandum has been seen and approved by all directors who collectively and individually accept responsibility for this Information Memorandum and confirm, after having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Information Memorandum are fair and accurate in all material respects as at the date of this Information Memorandum, and that there are no material facts, the omission of which would make any statement in this Information Memorandum misleading.
- 8.2** Each director has consented to lodgement of this Information Memorandum with NSX and has not withdrawn that consent and has authorised this Information Memorandum for issue on the date of this Information Memorandum.

Signed for and on behalf of AGRI Skylight Ltd.



Michael Beer  
Chairman

## GLOSSARY

**A\$** means Australian dollars.

**ACN** means Australian Company Number.

**AEST** means Australian Eastern Standard Time.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 and the Australian Securities Exchange operated by it.

**Board** means the board of directors of the Company.

**Chairman** means chairperson of the Board.

**Company** or **AGS** means AGRI Skylight Ltd (ACN 611 470 010).

**Constitution** means the constitution of the Company (as varied).

**Corporations Act** means *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company, and **Director** means any one of them.

**Ferlab** means Ferlab Sdn. Bhd. (Registration No 201601041729) a private company with its liability limited by shares incorporated under the laws of Malaysia having its registered address at Idah Secretarial (KL) Sdn. Bhd., 18-2, Jalan 2/144, Kuchai Business Centre, Off Jalan King Lama, 58200, Kuala Lumpur, Malaysia.

**GST** has the meaning given in section 195-1 of the *A New Tax System (Goods and Services) Tax Act 1999* (Cth).

**Information Memorandum** means this document and any supplementary or replacement Information Memorandum in relation to this document.

**Listing Rules** means the listing rules of NSX.

**NSX** means the National Stock Exchange of Australia Limited (ABN 11 000 902 063).

**Official List** means the official list of entities that NSX has admitted and not removed.

**Re-Compliance Listing Application** means the Company's re-compliance with the requirements of Chapter 4 of the Listing Rules as if applying for a listing on the NSX.

**Section** means a section of this Information Memorandum.

**Share** means an ordinary fully paid share in the Company (and includes the Shares).



**Shareholder** means a holder of Shares.

**TFN** means Tax File Number.

## CORPORATE DIRECTORY

Company	Registered Office
<b>AGRI Skylight Ltd</b> ACN 611 470 010 NSX Code: AGS	‘Block Arcade’ Suite 324 Level 3, 96 Elizabeth Street Melbourne Victoria 3000
Company Website	
www.agriskylight.com	
Directors	
<b>Michael Beer</b> <b>Dr Koon Lip Choo</b> <b>Matthew Leonard</b> <b>Teo Bee Thai</b>	Non-Executive Director and Chairman Executive Director Non-Executive Director Non-Executive Director (Appointment Pending)
Secretary	
Justyn Stedwell	
Australian Legal Advisor	Nominated Advisor
Moray & Agnew Lawyers Level 6 505 Little Collins Street Melbourne VIC Australia 3000	Michael Beer, non-executive Chairman Matthew Leonard, non-executive Director as internal representatives of the Company.
Share Registry	Auditors
Automic Group Level 5 126 Phillip Street Sydney NSW 2000	Connect National Audit Pty Ltd Level 14 333 Collins Street Melbourne VIC 3000

## ANNEXURE A – PRO-FORMA BALANCE SHEET

Agri Skylight Limited  
Proforma Balance Sheet

	Balance Sheet @ 31 Dec 2023	Proforma Transactions	Proforma Balance Sheet @ 5 April 2024	Notes
	A\$	A\$	A\$	
<b>Current assets</b>				
Cash and cash equivalents	5,039	61,694	66,733	1
Trade and other receivables	70,389	(61,694)	8,695	1
Other assets	110,559	-	110,559	
<b>Total current assets</b>	<b>185,987</b>	<b>-</b>	<b>185,987</b>	
<b>Non-current assets</b>				
Investment	-	1,162,500	1,162,500	2
<b>Total non-current assets</b>	<b>-</b>	<b>1,162,500</b>	<b>1,162,500</b>	
<b>Total assets</b>	<b>185,987</b>	<b>1,162,500</b>	<b>1,348,487</b>	
<b>Current liabilities</b>				
Trade and other payables	197,243	(100,694)	96,549	1, 3
Loans and borrowings	789,447	(476,347)	313,100	4
<b>Total current liabilities</b>	<b>986,690</b>	<b>(577,041)</b>	<b>409,649</b>	
<b>Total liabilities</b>	<b>986,690</b>	<b>(577,041)</b>	<b>409,649</b>	
<b>Net Assets</b>	<b>(800,703)</b>	<b>1,739,541</b>	<b>938,838</b>	
<b>Equity</b>				
Issued capital	2,499,415	1,118,751	3,618,166	5
Reserves	6,710	855,790	862,500	4a, 6
Accumulated losses	(3,306,828)	(235,000)	(3,541,828)	7

<b>Total equity</b>	<b>(800,703)</b>	<b>1,739,541</b>	<b>938,838</b>
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**Notes to the Proforma Transactions:**

1. Issue of 881,346 ordinary shares at 7c each subsequent to receiving shareholder approval (Tranche 2 of September 2023 placement shares). The issue of shares will allow the \$61,694 relating to subscription monies to be released from the solicitor's trust account.
2. IGH will acquire a 49% interest in Ferlab, in exchange for the issuance of a total of 12,250,000 IGH shares for a deemed consideration of A\$612,500. Plus performance rights that will be granted which entitles him to up to 11,000,000 additional IGH shares over the course of 24 months post completion pending achievement of various milestones (valued at 5c per performance right, assuming that all milestones are achieved).
3. Movements in trade and other payables includes \$39,000 from the conversion of pre-existing loans and balances to ordinary shares as approved by the shareholders.
4. The total reduction in current loans and borrowings includes:
  - a. \$301,250 from the conversion of convertible notes (\$294,540 included in loans and borrowings and \$6,710 included in reserves) approved by the shareholders; and
  - b. \$181,000 from the conversion of pre-existing loans and balances to ordinary shares as approved by the shareholders.
5. Movement in issued capital includes the following:
  - a. Issue of 881,346 ordinary shares at 7c each subsequent to receiving shareholder approval (Tranche 2 of September 2023 placement shares);
  - b. Issue of 6,025,000 ordinary shares at 5c each on conversion of convertible notes subsequent to shareholder approval;
  - c. Issue of 251,429 ordinary shares at 7c each as promoter shares;
  - d. 6,000,000 shares on completion of the transaction at 5c each as part consideration of a 49% interest in Ferlab;
  - e. Issue of 4,700,000 new AGS shares to directors/management plus 250,000 new AGS shares issued to AGS advisors on the pre-transaction raise. These are all valued at 5c per share; and
  - f. Issue of 4,400,000 ordinary shares at 5c each to a director of AGS in respect of the conversion of pre-existing loans and balances due to him and his associated entities as approved by shareholders.
  - g. Net of capital raising fees of approximately \$30,100.

Additions to reserves of \$862,500 includes deferred consideration shares of 5 x 1,000,000 and 1 x 1,250,000 instalments of new ordinary shares every 6 months for 24 months following completion; as well as the performance rights relating to the entitlement of 11,000,000 additional AGS shares over 24 months pending the achievement of various milestones. These are all valued at 5c per deferred consideration share/performance right and is subject to shareholders approval or the achievement of set milestones.
7. Issue of 4,700,000 ordinary shares at 5c each to directors as approved by shareholders as per 5e above.