

# Red Ridge Group Limited



**NSX RELEASE**

**20 May 2025**

## **RRG SUCCESSFULLY COMPLETED THE NSX RE-COMPLIANCE PROCESS**

Red Ridge Group Limited (NSX:RRG) (the “Company”) is pleased to advise that the Company has successfully completed the re-compliance process with the National Stock Exchange of Australia (“NSX”).

A copy of the Form of Letter of Application and Information Memorandum is annexed to this announcement, marking the final step in satisfying the re-compliance requirements.

The release of this announcement was authorised by the Board and released by the Company Secretary.

### **For more information:**

**Red Ridge Group Limited**  
**Louisa Ho**  
**Company Secretary**

**T: +61 2 8005 6155**

**E: [enquiries@redridgeglobal.com](mailto:enquiries@redridgeglobal.com)**

# Red Ridge Group Limited



20 May 2025

Alex Sutton  
Admissions  
National Stock Exchange of Australia  
1 Bligh Street  
Sydney NSW 2000

## **RE: APPENDIX 1 FORM OF LETTER OF APPLICATION**

Red Ridge Group Limited (NSX:RRG) (the “Company”), hereby apply for admission to the Official List of and quotation for 879,628,556 ordinary fully paid shares (“Shares, or each a “Share”) on the National Stock Exchange of Australia (“NSX”) (the “Proposed Listing”). For this purpose, we enclose herewith the Information Memorandum (“IM”) the Company will issue in connection with the Proposed Listing.

In compliance with the terms of Appendix 1 of the NSX Listing Rules, we advise as follows:

### **(1) General**

**1. the name of the applicant and the date and place of incorporation;**

Red Ridge Group Limited (ACN 644 257 465).  
The Company was incorporated in Australia on 28 October 2020.

**2. if not incorporated in Australia, the date on which the applicant became registered under the *Corporations Act*;**

N/A

**3. the address of the principal registered office and the address of each office at which a share register is kept;**

The Registered Office is:

Level 12  
141 Walker Street  
North Sydney NSW 2060  
Australia

The Share Register address is:

Automic Pty Ltd  
Level 5, 126 Philip Street  
Sydney NSW 2000  
Australia

**4. a formal request for the listing of the securities in respect of which application is made, specifying the nature of the securities and the amount, class, the voting rights attached and whether they are to be fully paid;**

The Company hereby formally request for the listing of 879,628,556 fully paid ordinary shares, details of which are set out in Section 2.8 of the Information Memorandum.

**5. the proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities;**

The Company is proposing a compliance listing. As at the date of this application, the Company has 89 shareholders.

The Company does not propose to raise any capital twelve months after its listing on the NSX.

**6. the estimated market capitalisation of the securities for which a listing is sought;**

\$15,833,314.01

**7. an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and**

The Company is seeking a compliance listing on the NSX. Therefore, no proceeds will be raised from the compliance listing.

**8. the name of any other stock exchange on which any securities of the issuer are already listed and/or traded.**

The Company's securities are not listed on any other stock exchange.

**(2) Share Capital & Ownership**

1. Please refer to Section 2.8 of the Information Memorandum for the list in tabular form of:

- (i) the designation or title of each class of shares;
- (ii) the number of shares issued;
- (iii) the voting rights attached to each shares;
- (iv) the amount of fully paid up shares;
- (v) the shareholdings of the directors and officers of the issuer; and
- (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings.

The Company confirms that the current directors interests and undertakings lodgements are up to date, and that the substantial shareholder notices are also up to date, refer to Section 2.8(b) of the Information Memorandum.

**(3) Securities**

The Company is seeking a compliance listing on the NSX. Therefore, no proceeds will be raised from the compliance listing and no securities are being issued.

**(4) History and Nature of Business**

Refer to Sections 2 and 3 of the Information Memorandum.

**(5) Summary of Earnings**

Refer to Sections 2.7 and 3.4 of the Information Memorandum.

**(6) Tabulation of Balance Sheet**

Refer to Section 2.5 of the Information Memorandum.

**(7) Employees**

Refer to Section 2.3 of the Information Memorandum.

**(8) Child Entities**

Refer to Annexure A of the Information Memorandum.

## **(9) Dividend Record**

Refer to Section 2.8(d) of the Information Memorandum.

The payment of dividends by the Company in the future will depend on the Company's financial performance, working capital requirements and plans for future investment.

## **(10) Properties**

The Company currently has offices at the following addresses:

Suite 802 Building B,  
Rainbow Center No 3051 Hechuan Road  
Minhang, Shanghai, 201103  
China

Suite 904, Floor 9  
Peninsula Square 18 Sung On Street  
Hung Hom  
Hong Kong

The Registered Office of the Company in Australia is:

Level 12, 141 Walker Street  
North Sydney NSW 2060  
Australia

## **(11) Litigation**

As at the date of this letter, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material in which the Group is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Group.

In the last twelve months, there had been legal proceedings against the Company, refer to the NSX Announcements dated 13 May 2024, 22 May 2024 and 28 May 2024 for additional information.

## **(12) Management**

Refer to Section 2.3 of the Information Memorandum.

## **(13) Sponsors, bankers, etc.**

Refer to the Company's Corporate Directory in the Information Memorandum.

## **(14) Statement of non-compliance**

The Company confirms that no NSX Listing Rule waiver is required.

The Company is compliant with the free float requirement pursuant to the NSX Listing Rules Sections 2A, 3.9 and 6.20.

## **(15) Declaration**

A declaration, stated to be to the best of the issuer's knowledge, information and belief that:

1. save as specified in the application letter, all the qualifications for listing set out in Chapter 3 of Section IIA of the Listing Rules have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer the subject of the application;

2. all information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporations Act will be included; and
3. there are no other facts bearing on the issuer's application for listing which, in the issuer's opinion, should be disclosed to the Exchange.

Yours sincerely,



Mark Ng  
Executive Director  
Red Ridge Group Limited



**RED RIDGE GROUP LIMITED**  
**ACN 644 257 465**

**INFORMATION MEMORANDUM**

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT  
SHOULD BE READ IN ITS ENTIRETY.**

**NO OFFERS FOR SECURITIES ARE BEING ISSUED OR SOLD UNDER THIS DOCUMENT.**

# Important information

## General

This document is an Information Memorandum issued by Red Ridge Group Limited (ACN 644 257 465) (**RRG** or the **Company**) and is dated 20 May 2025. This Information Memorandum is not a prospectus or disclosure document, has not been lodged with the Australian Securities and Investments Commission (**ASIC**). ASIC takes no responsibility for the content of the Information Memorandum.

Application has been made for listing of the Company's securities on the National Stock Exchange of Australia (**NSX**). Listing of the Company's securities on the NSX is no way an indication of the merits of RRG or its securities. NSX takes no responsibility for the contents of this Information Memorandum 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.

## Purpose of this Information Memorandum

This Information Memorandum has been prepared for the sole purpose of the Company's listing on the official list of the NSX to inform the market as to the Company's disposition and circumstances.

The Company is not raising funds in connection with its listing on the NSX and accordingly, no offers are being provided to investors under this Information Memorandum.

## Information in this Information Memorandum

The information in this Information Memorandum is general information only. This Information Memorandum does not purport to be complete, accurate or contain all information which each recipient of this Information Memorandum may require.

The information in this Information Memorandum is based on facts and opinions at the time of its preparation, which may be subject to change.

RRG however will use reasonable endeavours to provide updated information to the market on its

website at <https://redridgeglobal.com/> or an addendum or update to this Information Memorandum, as and when it becomes aware of that information or realises that any information previously provided is or may reasonably be misleading. Upon request, the Company will provide a printed copy of that updated information free of charge. Any reference to money (including dollars and \$) in this Information Memorandum, is a reference to Australian currency. Images in this Information Memorandum are not assets of the Company unless otherwise indicated.

Each recipient of this Information Memorandum agrees and acknowledges that this information is general information only. No offers for securities are being made under this Information Memorandum, and accordingly, each recipient of this Information Memorandum acknowledges that it does not rely on the information set out in this Information Memorandum in making any investment decision whatsoever.

No person is authorised to give any information or make any representation in connection with the Listing other than as prescribed in this Information Memorandum. Any information or representation made to you by a person that is not contained in this Information Memorandum, cannot be relied upon as having been authorised by the Company.

## No Personal recommendation

This Information Memorandum contains general advice only and is not personal financial product advice. It has been prepared without taking into account your investment objectives, financial position or particular needs. You should obtain independent professional advice from your financial adviser, accountant or other professional adviser about how certain information may apply in respect of your personal circumstances.

## No performance guarantee

The Company, and its respective directors, officers and associates, do not guarantee the performance or success of the Company in any respect.

## Disclaimer as to information

None of the Company, the officers of the Company, any persons named in this Information

Memorandum with their consent, or any person involved in the preparation of this Information Memorandum, makes any representation or warranty (express or implied) as to the accuracy or likelihood of any forward-looking statement, except to the extent required by law.

To the maximum extent permitted by law, the Company does not, nor do any of its officers, employees or advisers, bear any responsibility or liability for any loss or damage, howsoever arising and whether foreseeable or not, which results from any person acting in reliance in whole or in part on any information in this Information Memorandum, or any information provided or made available in connection with any further enquiries.

### **Forward looking statements**

This information Memorandum contains 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 forwarding-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.

These 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. These 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.

### **Risks**

You should read this document in its entirety and, if in any doubt or should you have any questions, consult your professional advisers. There are risks associated with an investment in the Company. Refer to Section 4 for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

### **Defined terms**

A number of defined terms are used in this Information Memorandum. Unless the contrary intention appears, the capitalised terms have the defined meanings set out in the Glossary at the end of the Information Memorandum.

### **Further information**

For any queries in relation to this Information Memorandum, please contact the Company Secretary, Louisa Ho at [enquiries@redridgeglobal.com](mailto:enquiries@redridgeglobal.com).



# Corporate directory

## Directors and Management

### Name

Michael Pixley  
Vikram Rana  
Mark Ng  
Gregory Starr

### Position

Non-Executive Chairman  
Executive Director & CEO  
Executive Director  
Non-Executive Director

## Company Secretary

Louisa Ho

## Registered and Principal Office

Level 12  
141 Walker Street  
North Sydney NSW 2060  
Australia

Phone: +61 2 8005 6155

Email: [enquiries@redridgeglobal.com](mailto:enquiries@redridgeglobal.com)

Website: <https://redridgeglobal.com/>

**NSX Code:** RRG

## Legal Adviser\*

Steinepreis Paganin  
Level 14, QV1, 250 St Georges Terrace  
Perth WA 6000  
Australia

## Share Registry\*

Automic Pty Ltd  
Level 5, 126 Philip Street  
Sydney NSW 2000  
Australia

Phone: 1300 288 664 (within Australia)  
+61 2 9698 5414 (international)

Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

Website: [www.automicgroup.com.au](http://www.automicgroup.com.au)

## Auditor\*

Moore Australia Audit (WA)  
Level 15, Exchange Tower 2  
The Esplanade  
Perth WA 6000

\* These entities are included for information purposes only. They have not been involved in the preparation of this Information Memorandum.

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## Letter from the Executive Director & CEO

Dear Shareholder,

### **RE: RRG Listing on the official list of the National Stock Exchange of Australia Limited (NSX)**

On behalf of the directors of Red Ridge Group Limited (**RRG** or **Company**), I am pleased to write to you in respect of the proposed listing of RRG's securities on the official list of the NSX (**Listing**).

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. As announced by the Company to NSX in the Notice of General Meeting dated 4 October 2024, the Company has been working with Mr. Vikram J. Rana (Executive Director and controlling shareholder of the Company) to develop a new business opportunity for the Company which results in a significant change to the Group's principal business activities. The Company obtained shareholder approval for the significant change to the Group's principal business activities on 8 November 2024.

RRG provides sourcing, design and distribution of toys and arts & craft related products. By completing the re-compliance Listing, the Company's securities will continue to trade on a public stock exchange which will provide a number of benefits to the Company and its shareholders, each of which are set out in this Information Memorandum.

In summary, the Board considers that the benefits of the Listing include:

**Improving the Company profile:** due to being listed on a public stock exchange, the profile of the Company is likely to improve, and it will be more identifiable as a market listed entity.

**More transparency:** the Company's shareholders can take comfort in receiving prompt and up-to-date market information, which will be publicly available, including in respect of the Company's share price.

**Access to capital:** the Company may see an increase in avenues in obtaining additional funding, if that option ever becomes necessary.

**Increased trading:** companies listed on public exchanges see an increase in the liquidity in trading of the company's securities.

**Increased value and borrowing power:** the Company may see an increase in value which may also see a higher collateral value.

More detailed information regarding the Listing and the Company is set out in this Information Memorandum. You should read this Information Memorandum in its entirety.

If you have any questions, please contact the Company's at +61 2 9713 9495 or [enquiries@redridgeglobal.com](mailto:enquiries@redridgeglobal.com) or your professional financial advisor.

Yours sincerely,

Vikram Rana  
**Executive Director & CEO**  
**Red Ridge Group Limited**

# 1. Overview

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Set out below is a summary of information of the Company and the Listing which the Directors consider to be key. The information contained in this section is a summary only and is not intended to be exhaustive. This section should be read in conjunction with the other sections of this Information Memorandum as a whole.

## 1.1 Purpose of this Information Memorandum

The purpose of this Information Memorandum is to provide the market with information regarding the profile, business and affairs of the Company and its Subsidiaries in connection with the continued listing of the Company's securities on the official list of the NSX. This Information Memorandum also sets out information regarding the risks and benefits of the Listing and other information which the Board considers useful to the market.

Notwithstanding that the Company is already listed, it is not raising funds as part of the Listing, the NSX has requested, and the Company has agreed, for the Company to provide relevant information in respect of the Company, as contained in this Information Memorandum, to the market.

## 1.2 Reasons to list on the NSX

### (a) NSX background

Like the ASX, the NSX is an ASIC regulated tier one licensed stock exchange. The NSX uses the same CHESS platform as the ASX with the same SRN and HIN structure and offers access to the same share registries as the ASX.

The NSX's governance policies represent a smooth and fast path for growth in the Australian market while maintaining a high level of accountability, disclosure and rigor. The Listing Rules contain similar disclosure requirements to the ASX listing rules to ensure fair and efficient market for security holders.

### (b) General benefits of the Listing

If the Listing proceeds, the Company and its shareholders may see a number of benefits, including (but not limited to) the following:

#### (i) Improved Company profile

The profile of the Company is likely to improve. Companies which are listed on public securities exchanges are much more noticeable and identifiable than privately held, or public but non-listed, companies. Listed companies enjoy an increase in public image and branding as a result.

#### (ii) More transparency

The Company's shareholders can take comfort in being provided with prompt and detailed publicly available information in relation to the ongoing affairs of the Company. Companies listed on securities exchanges are generally held to a higher standard than private (or non-listed) companies. This includes, among other things, imposed obligations of public disclosure of all material information to the market and to follow fair trading practices.

This includes information relating to the price of the shares of the Company. The Company's shareholders will be able to determine the value of their shares from public share price information available.

(iii) Access to capital

The Company may see an increase in avenues to obtain additional funding, if that option becomes necessary in future. Most companies listed on securities exchanges are able to raise more affordable capital. By being listed on a public securities exchange, the Company may have easier access to capital due to an increase in the attractiveness of the Company to a wider investor community.

Additionally, the Company has found it much easier to conduct an equity raise, given the improved public profile and transparency of the Company.

(iv) Increased trading

Naturally, companies listed on public exchanges see an increase in liquidity in the trading of the company's securities since the listed securities are much more easily traded, and information in respect of the listed company is much more readily available.

(v) Increased value and borrowing power

The Company may see an increase in value of the shares of the Company which may also see a high collateral value. The perception of companies listed on public securities exchanges is generally of a higher regard than in respect of privately held or non-listed companies.

Financial institutions are generally more willing to lend against more reputable listed securities than unlisted securities.

### 1.3 Key risks

There are a number of risks that are associated with the Listing, some of which the Company is already exposed to (notwithstanding the non-completion of the foregoing events). As a summary, these risks relate to the following:

- (a) Product safety and efficacy;
- (b) Foreign exchange;
- (c) Reliance on key personnel;
- (d) Intellectual property;
- (e) Brand maintenance;
- (f) Market conditions; and
- (g) Listing may not get approved.

Refer to section 4 for detailed information.

## 2. Company Profile

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### 2.1 Overview

The Company was incorporated in Western Australia on 28 October 2020, as a public limited company. The Company has been experiencing losses in recent years due to the economic downturn in Hong Kong and China, as well as the tourism industry.

On 22 May 2024, the Company announced to the NSX that it had sold its entire equity interest in its wholly-owned subsidiary, Smart Auto Holding (HK) Limited, as well as its directly owned subsidiary, Grand Tour Bus Services Limited (the Group's primary operating subsidiary in Hong Kong), to an independent third party on 17 May 2024.

The Company has been assessing its long-term sustainability and had been actively seeking funding to support the Company and new business opportunities to revive the business. In 2023, the Company found an interested investor, Mr. Vikram Rana. The Company completed an entitlement offer on 18 June 2024, underwritten by Mr. Rana. Commensurate to the disclosures in the entitlement offer prospectus (announced to the NSX on 30 April 2024), the funds raised will be used to develop a new business and for working capital purposes.

The new business will include providing sourcing, design and distribution of toys and arts & craft related products, to US wholesale customers and brokers, online and offline suppliers of department stores and network chains, and the product source will be derived from China and India.

### 2.2 Organisational structure

The corporate structure of the Group is set out in Annexure A.

### 2.3 Management structure

The current management team, consisting of the executive directors, is currently in the process of organising all the groundwork to have the new customer contracts in place. The contracts are anticipated to be for US wholesale customers and brokers, online and offline suppliers of department stores and network chains, and the product source will be derived from China and India.

As at the date of this Information Memorandum, the Company's staffing arrangements are as follows:

- (a) RRG has 5 consultants/employees, being its 4 Directors and its Company Secretary; and
- (b) 3 local staff in Hong Kong for the accounting and administration centre of the business, and 1 senior finance manager for reporting purposes.

### 2.4 Directors & Officers of RRG

A summary of the Board, as at the date of this Information Memorandum, is set out below.

#### ***Vikram Jitendra Rana – Executive Director & Chief Executive Officer***

Mr. Vikram Rana specialises in producing arts & craft and licensed children's toys for international trade, serving customers in the United States, Middle East and European countries. He has extensive market experience and materials sourcing networks in China, India and other Asian countries.

### ***Mark Ng – Executive Ng***

Mr. Mark Ng is a member of CPA Australia and a practising member of Hong Kong Institute of Certified Public Accountants. Mr. Ng has over 20 years of experience in the financial services sector across Asia and in the management and governance of listed companies.

Mr. Ng has been involved in a number of IPOs and M&A activity on major stock exchanges (LSE, HKEX, ASX, NSX, SGX, TSX, NYSE). Mr. Ng is responsible for investment, corporate and financial management. He is also an executive director of Sanvo Fine Chemicals Group Limited, a company listed on the main board of the Hong Kong Stock Exchange and an executive director of Credit Intelligence Ltd (ASX:CI1).

### ***Michael Pixley – Independent Non-Executive Chairman***

Mr. Michael Pixley has 35 years merchant banking experience in Australia and Asian regions across a broad range of industries. Mr. Pixley is a non-executive director of Refresh Group Ltd (ASX:RGP) and Credit Intelligence Ltd (ASX:CI1). He has a Bachelor of Business Management from Curtin University, Perth, Western Australia.

### ***Gregory Starr – Independent Non-Executive Director***

Mr. Gregory Starr is a CPA and an experienced public company non-executive and executive director and company secretary. He has been involved in many IPOs, M&A transactions and acquisitions and debt and company restructures over the past 26 years.

In the past three years Mr. Starr has held executive and non-executive board positions on ASX listed companies, Diatrema Resources Limited (ASX:DRX), Investor Centre Limited (ASX:ICU), Candy Club Limited (ASX:CLB), Credit Intelligence Limited (ASX:CI1), Eastern Metals Limited (ASX:EMS), Kallium Lakes Limited (ASX:KLL), Openn Negotiation Limited (ASX:OPN) and Admiralty Resources Limited (ASX:ADY).

Mr. Starr brings significant corporate governance and investor relations experience in ASX, TSX and NSX listed companies to the Company's board.

### ***Louisa Ho – Company Secretary***

Ms. Louisa Ho is a lawyer by profession holding an LLB, Bachelor of Business (major in accounting) & Bachelor of Laws from the University of Technology Sydney and has been admitted as a lawyer of the Supreme Court of New South Wales.

Ms. Ho has extensive experience in assisting Boards in transitional periods, capital raising activities, corporate governance and compliance advisory with respect to the Corporations Act and the ASX listing rules. She is also currently the Company Secretary of Admiralty Resources NL (ASX:ADY), Cardiex Limited (ASX:CDX), Credit Intelligence Ltd (ASX:CI1), High Peak Royalties Limited (ASX:HPR), I Synergy Group Limited (ASX:IS3), Kalium Lakes Limited (ASX:KLL), Openn Negotiation Limited (ASX:OPN) and AHP Group Limited (SSX:88A).

## **2.5 Audited Financial Information**

The audited financial information (including the notes set out therein) of the Group have been prepared in accordance with recognised accounting principles of Australia, and in accordance with the accounting policies set out in those audited financial reports. For the annual report for year ended 31 March 2024, refer to the NSX release dated 26 June 2024.

The balance sheets of the Group as at 31 March 2022, 2023 and 2024 are presented below:

|   | <b>As at 31 March</b> |                     |                     |
|---|-----------------------|---------------------|---------------------|
|   | <b>2022<br/>A\$</b>   | <b>2023<br/>A\$</b> | <b>2024<br/>A\$</b> |
| <b>CURRENT ASSETS</b>                                     |                       |                     |                     |
| Cash and cash equivalents                                 | 49,603                | 34,855              | 18,595              |
| Trade receivables   | 1,522,257             | 939,826             | -                   |
| Prepayments, deposits paid and other receivables          | 1,254,693             | 1,693,612           | -                   |
| Inventories   | 3,138,666             | 3,429,304           | -                   |
| Assets held for sales                                     | -                     | -                   | 4,987,052           |
| <b>TOTAL CURRENT ASSETS</b>                               | <b>5,965,219</b>      | <b>6,097,597</b>    | <b>5,005,647</b>    |
| <b>NON-CURRENT ASSETS</b>                                 |                       |                     |                     |
| Plant and equipment                                       | 981,507               | 1,687,295           | -                   |
| Intangible assets   | 740,753               | 2,223,489           | -                   |
| Right-of-use assets                                       | 174,290               | 141,015             | -                   |
| Trade receivables   | -                     | 578,514             | -                   |
| Deposits paid   | 77,191                | 1,183,285           | -                   |
| <b>TOTAL NON-CURRENT ASSETS</b>                           | <b>1,973,741</b>      | <b>5,813,598</b>    | <b>-</b>            |
| <b>TOTAL ASSETS</b>                                       | <b>7,938,960</b>      | <b>11,911,195</b>   | <b>5,005,647</b>    |
| <b>CURRENT LIABILITIES</b>                                |                       |                     |                     |
| Trade payables  | 1,535,771             | 4,008,705           | -                   |
| Accruals and other payables                               | 247,507               | 602,443             | 128,424             |
| Contract liabilities                                      | 817,383               | 85,519              | -                   |
| Rental deposits received                                  | 235,679               | 569,175             | -                   |
| Amount due to a director                                  | 3,854                 | 333,158             | 588,038             |
| Lease liabilities   | 48,042                | 397,564             | -                   |
| Other borrowings  | 145,579               | 179,190             | -                   |
| Tax payables  | 394,484               | 154,803             | -                   |
| Liabilities directly associated with assets held for sale | -                     | -                   | 9,215,063           |
| <b>TOTAL CURRENT LIABILITIES</b>                          | <b>3,428,299</b>      | <b>6,330,557</b>    | <b>9,931,525</b>    |
| <b>NON-CURRENT LIABILITIES</b>                            |                       |                     |                     |
| Trade payables  | -                     | 264,646             | -                   |
| Lease liabilities   | 348,743               | 969,574             | -                   |



|   |                  |                  |                    |
|---|------------------|------------------|--------------------|
| Other borrowings                                      | 1,472,272        | 1,581,377        | -                  |
| Deferred tax liabilities                              | 172,605          | -                | -                  |
| <b>TOTAL NON-CURRENT LIABILITIES</b>                  | <b>1,993,620</b> | <b>2,815,597</b> | <b>-</b>           |
| <b>TOTAL LIABILITIES</b>                              | <b>5,421,919</b> | <b>9,146,154</b> | <b>9,931,525</b>   |
| <b>NET ASSETS/ (LIABILITIES) EQUITY/ (DEFICIENCY)</b> | <b>2,517,041</b> | <b>2,765,041</b> | <b>(4,925,878)</b> |
| Issued capital  | 4,338,758        | 6,860,318        | 6,860,318          |
| Reserves  | (2,131,042)      | (1,918,253)      | (2,118,192)        |
| Retained earnings/ (accumulated losses)               | 309,325          | (2,177,024)      | (9,668,004)        |
| <b>TOTAL EQUITY/ (DEFICIENCY)</b>                     | <b>2,517,041</b> | <b>2,765,041</b> | <b>(4,925,878)</b> |

## 2.6 Working capital

As at 19 May 2025, the group had \$1,627,540.00 available to it. As at the date of this Information Memorandum, the Group considers it has sufficient working capital for its current requirements. Therefore, the Company has no intention of raising additional funds for at least twelve months after its listing on NSX.

## 2.7 No prospective financial forecast

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, given the early stages of the new sourcing, design and distribution of toys and arts & craft related products business despite the business being developed from an existing business model.

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 an 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.

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.

## 2.8 Information about the structure of the Company

### (a) Capital structure

As at the date of this Information Memorandum the Company has the following securities on issue:

| Security                   | Number of securities |
|----------------------------|----------------------|
| Fully paid ordinary shares | 879,628,556          |

The Company has 89 Shareholders.

### (b) Substantial Shareholders

As at the date of this Information Memorandum, the Shareholders who hold a voting interest in the Company of 5% or more are as follows:

| Rank  | Holder name                       | Shareholding | % of Company issued share capital |
|-------|-----------------------------------|--------------|-----------------------------------|
| 1     | Vikram Jitendra Rana <sup>1</sup> | 618,421,417  | 70.30%                            |
| 2     | Other minority shareholders       | 261,207,139  | 29.70%                            |
| Total |                                   | 879,628,556  | 100%                              |

1. Mr. Vikram Jitendra Rana is an Executive Director and the Chief Executive Officer of the Company.

### (c) Directors' interest in Company Shares

The Directors' interests in the Company's shares are set out below.

| Director                          | Shareholding | % of Company issued share capital |
|-----------------------------------|--------------|-----------------------------------|
| Vikram Jitendra Rana <sup>1</sup> | 618,421,417  | 70.30%                            |
| Michael Pixley                    | Nil          | Nil                               |
| Mark Ng                           | Nil          | Nil                               |
| Gregory Starr                     | Nil          | Nil                               |

(d) **Summary of rights and liabilities attaching to the Shares**

All of the Shares currently on issue, rank equally with all other Shares on issue. The rights attaching to the Shares consist of a combination of the Company's constitution, statute and general law. The primary rights attaching to the Shares include the right to receive notices of meetings, attend and vote at meetings, receive non-cumulative dividends which are declared at the discretion of the Company and any surplus on winding up.

| Right                          | Description  |
|--------------------------------|--|
| <b>Voting rights</b>           | <p>Subject to any rights or restrictions attaching to any class or classes of shares, at general meetings of the members of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands in respect of their shareholding and has one vote for each partly paid Share held by the member equivalent to the proportion which the amount paid on the Share bears to the total amounts paid and payable on the Share.</p> <p>If two or more persons are jointly entitled to a Share, and more than one joint holder is present at any meeting, either personally or by attorney or proxy, the vote of the person present whose name stands first in the register of members in respect of that share shall be accepted to the exclusion of the other joint holders.</p> |
| <b>Meetings of members</b>     | <p>An annual general meeting of the Company must be held in accordance with the provisions of the Corporations Act.</p> <p>All general meetings other than an annual general meeting may be called by the Directors, a court or at the request of the Company's members with at least 5% of the total number of paid-up Shares as at the date of the request. Each member, director and auditor of the Company is entitled to notice of all general meetings.</p>  |
| <b>Dividends</b>               | <p>The Company does not currently have a dividend plan in place.</p>   |
| <b>Issue of further Shares</b> | <p>The Directors may issue shares or grant options over unissued shares to any person any on any conditions the Directors think fit.</p> <p>The shares may be issued on the terms and with the rights and restrictions (in respect of dividends, voting, return of capital, winding up, or otherwise), as the directors think fit.</p>   |
| <b>Transfer of Shares</b>      | <p>Holders of Shares may transfer those shares by a written transfer in any usual or common form or in any other form approved by the Board.</p> <p>The Board must not decline to register a transfer of a share except in certain circumstances.</p>  |

|                   |  |
|-------------------|--|
| <b>Winding Up</b> | <p>If the Company is wound up, and the property of the Company is more than sufficient to pay all of the debts and liabilities of the Company and the costs of winding up the Company, then the excess must be divided among members in proportion to the shares held by them, save that the amount of the excess that would distributed to the holder of a partly paid share must be reduced by the amount unpaid on that share at the date of the distribution.</p> <p>If the Company is wound up, the liquidator may, with the sanction of a special resolution of the members, divide among the Shareholders the whole or any part of the assets of the Company and determine how the division is to be carried out as between the members of different classes.</p> |
|-------------------|--|

## 2.9 Corporate governance

### (a) General policy

Shareholders can access the Company's current corporate governance policies, which were adopted after consideration of the size and nature of the Company, at the Company's online investor center, on the Company's website:

<https://redridgeglobal.com/corporate-governance/>

The corporate governance policies of the Company have been adopted in compliance with the latest edition of ASX's Corporate Governance Principles and Recommendations, and include the following:

- (i) Corporate Governance Plan;
- (ii) Board Charter;
- (iii) Corporate Code of Conduct;
- (iv) Audit and Risk Committee Charter;
- (v) Remuneration Committee Charter;
- (vi) Nomination Committee Charter;
- (vii) Performance Evaluation Policy;
- (viii) Continuous Disclosure Policy;
- (ix) Risk management Policy;
- (x) Trading Policy;
- (xi) Diversity Policy;
- (xii) Whistle-blower Protection Policy;
- (xiii) Anti Bribery and Anti-Corruption Policy; and
- (xiv) Shareholder Communications Strategy.

### 3. Future Plans for the Company

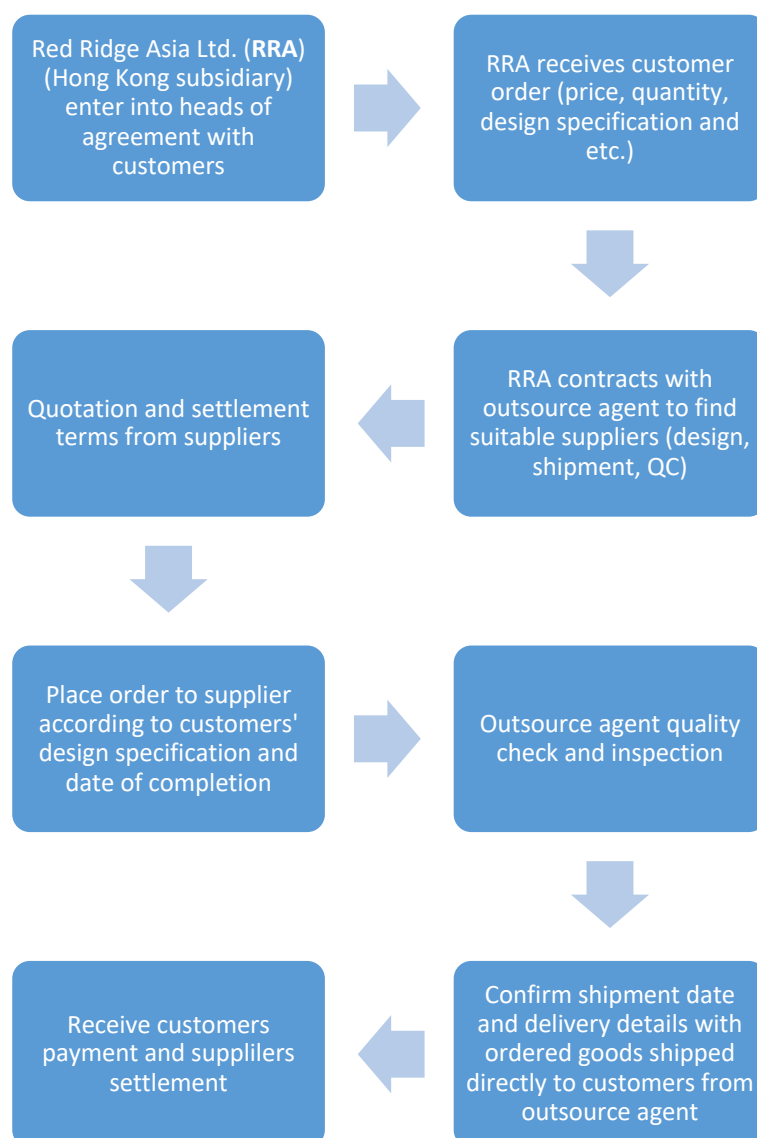
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#### 3.1 Overview

The Company has been working with Mr. Vikram Rana (executive director and controlling shareholder of the Company) to develop a new business opportunity for the Company which results in a significant change to Red Ridge Group's principal business activities. Mr. Rana specialises in producing arts & crafts and licensed children's toys for international trade, serving customers in the United States, Middle East and European countries. He has extensive market experience and materials sourcing networks in China, India and other Asian countries.

The Company has established Red Ridge Holding Ltd (a new offshore investment holding company to hold an operating subsidiary) and Red Ridge Asia Ltd (the operating subsidiary) to accommodate the new customer contracts sourced by Mr. Rana and his business team. The sourcing team in the operating subsidiary of the Group, Red Ridge Asia Ltd, will work with local manufactures (i.e. China, Malaysia, and India) according to customers' specifications and needs (design), and export to customers (i.e. USA) directly from the local suppliers. Red Ridge Asia Ltd will also be an operating centre for (i) sourcing, (ii) finance accounting, (iii) design, (iv) sales and marketing. All revenue and payment will be recorded and recognised in the books of this entity.

Process Diagram:



### 3.2 Future goals

The Company is looking to expand its current operations to provide its products to more customers around the world. The Company aims to achieve the following:

- (a) increase the brand awareness among customers in the area of sourcing, design and distribution of toys and arts & craft related products;
- (b) grow revenue by diversifying the customer base and enhance customer engagement;
- (c) increase profitability through maximising developed internal infrastructure and processes along with negotiating with existing partnership networks, whereby as sales volume grows, the Company will benefit from economies of scale.

### 3.3 Capital raising

The Company recently raised \$2.19 million in an entitlement offer, refer to NSX announcement dated 18 June 2024.

The Company may seek to conduct fund raising in the future in order to fund its ongoing operational requirements. The Company may seek to do this by way of additional debt financing or by way of issuing securities in the Company.

The Company does not currently have any intention to raise capital.

### 3.4 Material contracts

As at the date of this Information Memorandum, the Company has been working with its customers to secure contracts relating to the sourcing, design and distribution of toys and arts & craft related products.

On 2 October 2024, the Company announced via the NSX that it has secured its first order under the new customer contracts for the sale of stickers book and related products. The products are scheduled to be delivered by the end of November 2024, and the revenue from this order is expected to be received at the end of January 2025, which is 120 days from the invoice date.

The Company continues to work with its customers to secure more customer contracts.

## 4. Risks

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Activities in the Company and its controlled entity, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entity have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company or considering whether an investment in the Company is suitable for you. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

### 4.1 Risks relating to the Listing

#### (a) **Listing may not get approved**

There is no guarantee that the Company will be granted recompliance with Chapter 4 of the Listing Rules by the NSX, as if applying for a listing, notwithstanding its best efforts to complete the Listing.

### 4.2 Risks specific to the Company

#### (a) **Product safety and efficacy**

The reputation and commercial success of the Group hinges on the safety, and efficacy of its products. Serious or unforeseen health, safety, or efficacy concerns could result in reduced market acceptance, reputational damage, and potential liability claims. Any concerns regarding the health, safety, or efficacy of the Company's service are likely to diminish customer demand and adversely affect the Company's profitability.

#### (b) **Additional capital requirements**

The Company may require further financing in the future. It is also possible further capital may be required at an earlier stage if any risks, including those described in this Section 4 materialise. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy.

Debt financing, if available, may involve restrictions on financing and operating activities or the registering of security interests over the Company's assets. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all.

#### (c) **Control Risk**

Vikram Jitendra Rana is currently the largest Shareholder of the Company and has a relevant interest in 70.30% of the shares in the Company. Mr Rana's significant interest in the capital of the Company means that he is in a position to potentially influence the financial decisions of the Company, and his interests may not align with those of all other Shareholders.

(d) **Going concern risk**

The Company's financial report for the financial year ended 31 March 2024 includes a note on the financial condition of the Company as follows:

"The Group incurred a net loss of A\$7,490,980 for the year ended 31 March 2024 (comprising a loss for continuing operations of A\$1,859,052 and a loss for discontinuing operations of A\$5,631,928) and, as of that date, the Group had net current liabilities and net liabilities of A\$4,925,878. These conditions indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern."

Notwithstanding the 'going concern' qualification included in the annual report, the Directors believe that the Company will have sufficient funds to adequately meet the Company's current commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company.

(e) **Commercial Risks**

The Company may explore various corporate opportunities, such as acquisitions, licensing, or partnerships. There is no guarantee that any such opportunities can be finalised on commercially acceptable terms. Even if terms for licensing and partnerships are agreed upon, unforeseen factors related to the environment, technology, or market conditions may impede the performance of partners, distributors and collaborators in delivering contracted outcomes. Moreover, the future success of the Company hinges on market acceptance and client retention. This involves convincing prospective clients and partners of the efficacy of the Company's products and services.

(f) **Competition**

Rival product offerings by existing and new competitors as well as technology developments by competitors may have an adverse impact on the Company's business operations, financial performance and prospects as well as on the value and market price of the Company's shares. This risk may influence the Company's customer acquisition cost and customer lifetime value.

Furthermore, the industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operational and financial performance of the Company.

Many of the Company's competitors and potential competitors are larger and have greater brand name recognition, longer operating histories, larger marketing budgets and established customer relationships, access to larger customer bases and significantly greater resources for the development of their solutions. In addition, the Company may face potential competition from participants in adjacent markets that may enter its markets by leveraging related technologies and partnering with or acquiring other companies or providing alternative approaches to provide similar results.

(g) **Reliance on key personnel**

The Company depends on the expertise, experience and efforts of its executive officers and other key employees. A failure to attract and retain executive, business development, technical and other key personnel could reduce the Company's revenues and operational effectiveness.

There is continuing demand for relevant qualified personnel, and the Company believes that its future growth and success will depend up on its ability to attract, train and retain such personnel. There can be no assurance that the Company will maintain sufficiently



qualified personnel on a timely basis or that it will be able to retain its key management personnel.

An inability to attract or maintain a sufficient number of requisite personnel, particularly those with the requisite technical expertise, could have a material adverse effect on the Company's performance on or the Company's ability to capitalise on market opportunities or meet its stated objectives.

**(h) Intellectual Property**

A substantial part of the Company's commercial success will depend on its ability to maintain or as the case may be establish, and protect; its intellectual property, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

The Company may be forced to litigate to enforce or defend its intellectual property rights against infringement and unauthorised use by competitors, and to protect our trade secrets. In doing so, the Company's intellectual property may be put at risk of being invalidated, unenforceable, or limited or narrowed in scope. Further, an adverse result in any litigation or defence proceedings may place pending applications at risk of non-issuance. In addition, if any licensor fails to enforce or defend their intellectual property rights, this may adversely affect the Company's ability to develop and commercialise the Company's current and future products and prevent competitors from making, using, and selling competing products. Any such litigation could be very costly and could distract management from focusing on operating the Company's business.

**(i) Third party risk**

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and clients. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.

**(j) Unforeseen expenses**

The Company's cost estimates and financial forecasts include appropriate provisions for material risks and uncertainties and are considered to be fit for purpose for the proposed activities of the Company. If risks and uncertainties prove to be greater than expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

**(k) Future acquisitions, strategic investments, partnerships and alliances**

The Company may in the future seek to acquire or invest in, businesses, products or technologies that the Company believes could complement or expand its current client offerings, enhance its technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause the Company to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. The risks the Company faces in connection with such acquisition include:

- (i) encountering difficulties or unforeseen expenditures, in integrating the business, technologies, products, personnel or operations of a company that the Company acquires;
- (ii) an acquisition that disrupts the Company's ongoing business, diverts resources, increases expenses and distracts management;
- (iii) vendor disputes concerning the terms of any acquisition;

- (iv) the Company's use of cash to pay for acquisitions, which may limit other potential uses of its cash;
- (v) if the Company incurs debt to fund an acquisition, such debt may subject it to material restrictions on its ability to conduct its business; and
- (vi) if the Company issues a significant amount of equity securities in connection with acquisitions, existing shareholders may be diluted and earnings per share may decrease.

The occurrence of any of these risks could have an adverse effect on the Company's business, result of operations, financial condition or prospects.

(l) **Brand maintenance**

The Company believes that maintaining its brand in the consumer discretionary industry is important to maintain and growing its proposed use base.

This will depend largely on the Company's ability to provide useful and innovative products. The actions of external industry participants may affect the brand if users do not have a positive experience with the Company's offerings, operating, and management systems.

If the Company fails to maintain its brand, its business and operating results could be adversely affected.

(m) **Foreign exchange**

The Company will be operating in a variety of jurisdictions and as such, expects to generate revenue and incur costs and expenses in more than one currency. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's operations, results and cash flows. Any depreciation of currencies in foreign jurisdictions in which the Company operates (including Hong Kong) may result in lower than anticipated revenue, profit and earnings of the Company.

(n) **Climate**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

## 4.3 Industry risks

### (a) **Business Approvals, Permits and Licences**

The Company requires certain licences and approvals to conduct its business within the sourcing, design and distribution of toys and arts & craft related products industry. These licences are granted at the discretion of the relevant governmental and regulatory authorities, and respective licencing partners and the criteria for eligibility may change (although the Company considers this unlikely). The business activities of the Company are subject to the supervision of these authorities and licence partners which have the power to revoke previously granted licences or approvals or reject applications for new or extended licences or approvals.

If any activity of the Company fails to meet the requirements of applicable rules, regulations, or terms of the agreements, the Company may incur legal liabilities. In particular, if any entity in the Group fails to obtain the grant or renewal of any required licences or approval, the business activities of the affected entity and the Group as a whole may be interrupted, or, if the affected entity continues to operate without the necessary licences and approvals, it may be liable to penalties. Any interruption to the Company's business activities or potential penalties may have a material and adverse effect on the Company and its subsidiaries' business, net assets, financial condition and operational results.

As at the date of this Information Memorandum, the Company holds all necessary registration and licences under the laws of Hong Kong to operate its business, however there can be no assurance that the Company retains all such licences and registrations.

### (b) **Insurance**

Where reasonably able to do so, the Company intends to insure its officers, management and operations in accordance with industry practice and all legal requirements. In certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered (or fully covered) by insurance could have a material adverse effect on the business, financial condition and results of the Company.

### (c) **Government regulation risk**

The Company is subject to government regulation which may require it to obtain additional licenses and could limit the ability to provide services to its customers. Failure to obtain the required licenses (where such licenses are required), meet registration standards or comply with other government regulations, may affect the Company's ability to generate revenues from the goods and services provided, which could have a material adverse effect on the Company's business, financial condition and results of operations. Compliance with government regulations may also subject the Company to additional fees and costs.

### (d) **Customer experience risk**

The Company's business model relies on recurring service revenue arising from customers. Notwithstanding efforts placed on the customer experience, a poor experience may occur and may affect the repeat and growth of customer numbers.

### (e) **Management of growth and strategies**

There is a risk that management of the Company will not be able to implement the Company's strategies, particularly relating to growth. The capacity of the Company's management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

## 4.4 General risks

### (a) Economic risks

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business activities and potential exploration and development programs, as well as on its ability to fund those activities.

### (b) Force majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics or epidemics or quarantine restrictions.

### (c) Market conditions

Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to Shareholders.

### (d) Government and legal risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect its permits. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its permits. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(e) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

(f) **Unforeseen risk**

There may be other risks which the Directors are unaware of at the time of issuing this Prospectus which may impact on the Company, its operations and/or the valuation and performance of its Shares.

(g) **Contractual Disputes and General Litigation**

The Company is not currently involved in any litigation. However, the Company continues to be exposed to possible litigation risks including contractual disputes, intellectual property disputes, product liability claims, employee claims and potential disputes with major customers, contractors, former employees and business partners arising in the ordinary course of business or otherwise. In addition, the Company may be sued by third parties for alleged infringement or misappropriation of their proprietary rights or the Company may be involved in disputes with other parties in the future which may result in litigation. The outcome of litigation or a dispute cannot be predicted with certainty. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

## 5. Additional Information

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### 5.1 Statement from Directors

Each Director believes that the Company has sufficient working capital to carry out its commercial objectives.

### 5.2 Interests of Directors

Other than as set out in this Information Memorandum, no Director or proposed Director holds, or has held within the two years preceding lodgement of this Information Memorandum, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (c) as an inducement to become, or to qualify as, a Director; or
- (d) for services provided in connection with the formation or promotion of the Company.

### 5.3 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Information Memorandum, no:

- (a) person named in this Information Memorandum as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Information Memorandum;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Information Memorandum as a financial services licensee involved in the issue,

holds, or has held within the two years preceding lodgement of this Information Memorandum any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with the formation or promotion of the Company.

#### 5.4 Consent

Steinepreis Paganin as legal adviser has given its written consent to being named as the Legal Adviser to the Company in this Information Memorandum and has not withdrawn such consent prior to the date of this Information Memorandum.

Each of the persons named above as having given its consent to being named in this Information Memorandum:

- (a) has not authorised or caused the issue of this Information Memorandum;
- (b) does not make, or purport to make, except as described above in relation to that person, any statement in this Information Memorandum or any statement on which a statement in this Information Memorandum is based; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Information Memorandum, other than a reference to their name.

#### 5.5 Related party transactions

Other than the transactions as disclosed via the NSX, there are no other related party transactions as at the date of this Information memorandum.

#### 5.6 Legal proceedings

In the last 12 months, other than the legal proceedings as disclosed via the NSX on 13 May 2024 the Group has not been involved in any other legal or arbitration proceedings which have had, or could have, a significant and material adverse effect on the financial position of the Group, and none are threatened or pending.

#### 5.7 NSX Listing

There is no other information material to Shareholders in respect of the Listing that is known to the Company and has not previously been disclosed to the Shareholders.

## 6. Glossary of Terms

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### 6.1 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

|                               |  |
|-------------------------------|--|
| <b>\$</b>                     | means Australian dollars.  |
| <b>AASB</b>                   | means Australian Accounting Standards Board.   |
| <b>ASIC</b>                   | means the Australian Securities and Investments Commission.  |
| <b>ASX</b>                    | means ASX Limited ACN 008 624 691 and where the context permits the Australian Shares Exchange operated by ASX Limited.  |
| <b>Board</b>                  | means the Directors meeting as a board.  |
| <b>CHESS</b>                  | means ASX Clearing House Electronic Subregistry System.  |
| <b>Company</b>                | means Red Ridge Group Limited (ACN 644 257 465) and its Subsidiaries.  |
| <b>Constitution</b>           | means the constitution of the Company as at the date of this Prospectus.   |
| <b>Corporations Act</b>       | means <i>Corporations Act 2001</i> (Cth), as amended.  |
| <b>Directors</b>              | means the directors of the Company as at the date of this Information Memorandum.  |
| <b>Group</b>                  | means the Company and each of its Subsidiaries.  |
| <b>Information Memorandum</b> | means this document.   |
| <b>Listing</b>                | meaning given in section 1.1.  |
| <b>Listing Rules</b>          | means the listing rules of NSX.  |
| <b>NSX</b>                    | means National Stock Exchange of Australia Limited (ACN 000 902 063) or, where the context requires, the securities exchange operated by it on which Shares are quoted.                                    |
| <b>Section</b>                | means a section of this Information Memorandum.  |
| <b>Share</b>                  | means a fully paid ordinary share in the capital of the Company.   |
| <b>Shareholder</b>            | means a holder of Shares.  |
| <b>Subsidiary</b>             | means each company which is as at the date of this Information Memorandum, a subsidiary of the Company within the meaning of the Corporations Act, and <b>Subsidiaries</b> shall be construed accordingly. |



## 6.2 Interpretation

In this Information Memorandum:

- (a) headings are for convenience only and do not affect the interpretation of this Information Memorandum;
- (b) the singular includes the plural and vice versa;
- (c) words importing a gender include all other genders;
- (d) a reference to time is a reference to Sydney (Australian Eastern Daylight Time) time, unless otherwise stated;
- (e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it;
- (f) a reference to any instrument or document includes any variation or replacement of it;
- (g) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including by novation) and assigns;
- (h) another grammatical form of a defined word or expression has a corresponding meaning;
- (i) references to persons include corporations;
- (j) references in this Information Memorandum to paragraphs and sections are to paragraphs and sections in this Information Memorandum;
- (k) references in this Information Memorandum to appendixes are to appendices of this Information memorandum, which form part of this Information Memorandum;
- (l) the words 'include', 'including', 'for example' or 'such as' are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind; and
- (m) reference to **dollars** or **\$** or **cents** are to Australian currency.

## 7. Authorisation

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This Information Memorandum is used by Red Ridge Group Limited and its issue has been authorised by a resolution of the Board.

Each Director has consented to the lodgement of this Information Memorandum with the NSX and has not withdrawn that consent as at the date of this Information Memorandum.

Signed for and on behalf of Company by:



Vikram Rana  
Executive Director & CEO  
**Red Ridge Group Limited**

Dated: 20 May 2025

## Annexure A – Corporate Structure

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