

Currently
i-Global Holdings Limited (NSX:IGH)
ACN 611 470 010

to be renamed to
AGRISKYLIGHT LIMITED



Important Information and Disclaimer

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About Agri Skylight

i-Global Holdings Limited (NSX:IGH) (to be renamed, and hereinafter referred to as “Agri Skylight Limited”) is an investment holdings company seeking to focus on agriculture, fertilizer and food retail businesses.

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



Key Highlights – Proposed Acquisition of 49% Interest in Ferlab

- ▶ Agri Skylight Limited has entered a non-binding term sheet to acquire a 49% interest in Ferlab Sdn. Bhd. (a company incorporated in Malaysia).
- ▶ Ferlab conducts agricultural manufacture, processing, wholesale and retail business operations based in Malaysia.
- ▶ Ferlab is principally focused on:
 - (a) the manufacturing and supply of fertilizer products, equipment, accessories and related products under the name “GT Tiger”; and
 - (b) 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).
- ▶ Ferlab is revenue-generating (more than A\$2 million for FY2022) and profit-making.



Overview: Ferlab Sdn. Bdh.



FERLAB SDN BHD
GT-TIGER
V-AGRO MART

- ▶ FERTILISER TRADING (2012) & GT-TIGER (2013)
- ▶ FARMING & OFFTAKE
- ▶ MINIMART (2015)
- ▶ V-AGRO MART FRANCHISING (2018)
- ▶ FRUITS/VEGETABLES IMPORT (2022)



About FERLAB SDN BHD (201601041729)

2012 **KIM GUAN THYE RESOURCES** incorporated in 2012 to conduct Malaysian fertilizer trading business

2013 Kim Guan Thye Resources created in-house fertilizer brand – “**GT-TIGER**”

2015 Kim Guan Thye Resources penetrated into Government Sector and established agricultural supplies retailing shop – “**V-AGRO MART**”

2016 The V-Agro Mart business is restricted for franchising and “**FERLAB SDN BHD**” is established

2017 Expanded business into international market. The first footing in Myanmar was successfully built and developed

2018 Granted Malaysian Franchise License with respect to “V-Agro Mart” in July 2018

Ferlab & V-Agro Mart

Fresh to Consumer; Great for Farmers



V-Agro Mart @ Johor & Pahang



V-Agro Mart @ Klang Valley



FERLAB
the emerged agricultural force

AGRI
SKYLIGHT

Product Trademark owned by Ferlab: GT-Tiger



Key Financial Info: Ferlab Sdn Bhd

Ferlab Income Sources

- ▶ FERTILISER TRADING
- ▶ V-AGRO MART FRANCHISING
- ▶ FRUITS/VEGETABLES IMPORT (Starting October 2022)
- ▶ RETAIL FOOD KIOSKS IN KEY LOCATIONS

To date, Ferlab has already achieved more than RM5 million for the 2022 calendar year.

- ▶ 2022 H2 Projected Revenue: A\$1 million
- ▶ 2023 H1 Projected Revenue: A\$1 million
- ▶ 2023 H2 Projected Revenue: A\$1.2 million
- ▶ 2024 H1 Projected Revenue: A\$1.2 million

(Exchange rate: AUD 1 = MYR 3)

The above projections are estimates only and subject to a number of assumptions and contingencies. There is no guarantee that Ferlab will achieve the above projected revenues.

Current Capital Structure: Agri Skylight Limited

Agri Skylight Limited	No. of Shares
Ordinary Shares	74,577,000

Current Convertible Note raising will be

600,000 Convertible Notes with a face value of A\$1.00 per Note convertible into 120 million shares at A\$0.005 per share*

to raise up to A\$600,000 for

- (a) Corporate Activities - 30%
- (b) Funding for Ferlab Activities - 30%
- (c) Working Capital - 40%

* Conversion of all the Convertible Notes to new shares in Agri Skylight Ltd remains subject to the company obtaining all relevant shareholder approvals. The Company has been advised by its major shareholder, Dr Koon Lip Choo (and his related entities), that he intends to vote in favour of the conversion of the Convertible Notes issued to new investors into new shares at the relevant shareholder meeting.



Post-Transaction Capital Structure

Following completion the current capital raising, and prior to completion of the Ferlab transaction, the Company intends to undertake the following transactions:

- (a) 10:1 share consolidation reducing the total number of shares from 74,577,001 to 7,457,700
- (b) Conversion of part of the convertible notes and director loans held by Dr Koon Lip Choo (and/or their related entities), and other existing director loans, to the value of A\$452,800 into 9,056,000 ordinary shares at an issue price of A\$0.05 per share

Subject to the Company obtaining all necessary NSX and shareholder approvals, the capital structure post completion of the Ferlab transaction is intended to be as follows:

	No. of Shares	Equity%
Existing Agri Skylight Shareholders (post 10:1 consolidation)	7,457,700	17.88%
Conversion of existing convertible notes/director loans to shares	9,056,000	21.71%
Directors / Management / Advisors	4,950,000	11.87%
Ferlab Vendor (first tranche consideration shares)	8,250,000	19.78%
Conversion of capital raising notes to shares (A\$600K)	<u>12,000,000</u>	<u>28.77%</u>
<u>Total</u>	<u>41,713,700</u>	<u>100%</u>



Pro-Forma Balance Sheet - Post-Transaction



	Adjusted 31 Oct 2022	Proforma Transactions	Proforma 15 Feb 2023	Notes
	A\$	A\$	A\$	
Current assets				
Cash and cash equivalents	(36,779)	534,000	497,221	
Trade and other receivables	-	6,000	6,000	
Other assets	105	-	105	
Total current assets	(36,674)	540,000	503,326	
Non-current assets				
Investment	-	1,162,500	1,162,500	1
Total non-current assets	-	1,162,500	1,162,500	
Total assets	(36,674)	1,702,500	1,665,826	
Current liabilities				
Trade and other payables	-	-	-	
Loans and borrowings	287,800	(287,800)	-	2
Total current liabilities	287,800	(287,800)	-	
Non-current liabilities				
Loans and borrowings	165,000	(165,000)	-	2
Total non-current liabilities	165,000	(165,000)	-	
Total liabilities	452,800	(452,800)	-	
Net Assets	(489,474)	2,155,300	1,665,826	
Equity				
Issued capital	2,431,819	1,652,800	4,084,619	3
Reserves	-	750,000	750,000	4
Accumulated losses	(2,921,293)	(247,500)	(3,168,793)	
Total equity	(489,474)	2,155,300	1,665,826	

Note: The average expenses of IGH are expected to be circa \$12,300 per month.

Notes to the Proforma Transactions:

1. Agri Skylight will acquire a 49% interest in Ferlab, in exchange for the issuance of a total of 12,250,000 Agri Skylight shares for a deemed consideration of A\$612,500. Plus performance rights that will be granted which entitles the vendor to up to 11,000,000 additional Agri Skylight 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).
2. The total reduction in current and non-current loans and borrowings of \$452,800 relates to the subsequent conversion of convertible notes from the conversion of pre-existing loans and balances to ordinary shares (subject to shareholder approval).
3. Movement in issued capital includes the following:
 - a) 8,250,000 shares on completion of the transaction at 5c each as part consideration of a 49% interest in Ferlab;
 - b) Issue of 4,700,000 new Agri Skylight shares to directors/management plus 250,000 new Agri Skylight shares issued to Agri Skylight advisors on the pre-transaction raise. These are all valued at 5c per share; and
 - c) The conversion of 1,052,800 convertible notes arising from the pre-transaction raise and the conversion of pre-existing loans and balances to new Agri Skylight shares (subject to shareholder approval).
 - d) Net of capital raising fees of approximately \$60,000
4. Additions to reserves of \$750,000 includes deferred consideration shares of 4 x 1,000,000 instalments of new shares every 6 months for 24 months following completion; as well as the performance rights relating to the entitlement of 11,000,000 additional Agri Skylight 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.

Ferlab Vendor: Deferred Consideration and Share Performance Milestones

- (a) Deferred Consideration: The Ferlab vendor will be issued an additional 4,000,000 Agri Skylight deferred consideration shares by way of 4 equal 6-monthly instalments of 1,000,000 shares each subject to the Company in each case obtaining all necessary shareholder and NSX approvals.
- (b) Performance Rights: The Ferlab vendor will also be granted Performance Rights entitling it to be issued up to an additional 11,000,000 Agri Skylight shares in 4 tranches subject to and conditional upon the achievement of the below business performance milestones for the 2022 and 2023 financial years

Performance Milestones for Ferlab	No. of Shares
Revenue \geq A\$1mil during H2 2022	2,500,000
Revenue \geq A\$1mil during H1 2023	2,500,000
Revenue \geq A\$1.2mil during H2 2023	3,000,000
Revenue \geq A\$1.2mil during H1 2024	3,000,000
<u>Total</u>	<u>11,000,000</u>

Corporate Information

Agri Skylight Limited (currently named i-Global Holdings Limited ACN 611 470 010, listed on NSX (NSX.IGH))

- ▶ Chairman: Michael Beer
- ▶ Directors: Dr Koon Lip Choo, Matthew Leonard & Vincent Teo Bee Thai
- ▶ Company Secretary: Justyn Stedwell
- ▶ Legal: Phillip Grundy & Cristian Apolloni (Moray & Agnew)
- ▶ Audit: George Georgiou (Connect National Audit)
- ▶ Address: Level 6, 505 Little Collins Street, Melbourne VIC 3000 Australia

Ferlab Sdn Bhd (Malaysia 201601041729 / 1212671-X)

- ▶ Executive Director: Vincent Teo Bee Thai
- ▶ Non-Executive Director: Dr Koon Lip Choo
- ▶ Address: 10-2, Jalan Damai Perdana 1/8A, Bandar Damai Perdana, 56100 Cheras, Kuala Lumpur, Malaysia



Management Intro

► Non-Executive Chairman, Michael Beer

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

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

Michael was or is appointed to various Managing Director, Secretary and Financial positions at the following companies: Aphrodite Gold Ltd, Beer and Co Pty Ltd, Brunswick Ltd, Hydra Light International Ltd, Intersuisse and Phillip Capital, ION Ltd, Johnson Taylor Potter Corporate Finance Ltd, TNT Mines Ltd, Range River Gold Ltd and K2O Potash Corp. Ltd.

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

Management Intro

► Non-Executive Director, Dr Koon Lip Choo

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 (Agri Skylight) 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.



Management Intro

► Executive Director, Matthew Leonard

Accomplished and internationally proven business development professional. Over 12 years of outstanding record of achievement in demanding, complex and highly competitive markets. Possess expertise across advertising, marketing and media event management sector, with recent focus on linking opportunities with high net worth individuals throughout Asia. Effective collaboration and a relentless passion for driving positive business results has been an integral part of his consistent over delivery.

Mr Leonard is a member of Golden Venture Capital which provides corporate advisory and consultancy services. In this role, Mr Leonard has assisted a number of companies to raise capital throughout Asia and Australia.

Mr Leonard is also a consultant to Stemcell United Limited, an ASX listed company (ASX.SCU). Within this role, Mr Leonard works closely with the company on its projects in both Singapore and Australia, including liaising with government bodies such as Invest Victoria and the Western Australian Government.

Management Intro

- ▶ **Vincent Teo (to be appointed Executive Director of Agri Skylight on completion of the Ferlab acquisition)**
(Managing Director and Founder of Ferlab Sdn Bhd)

In 2006, Vincent started his sales career with Haiyasaki Corporation (Fertilizer Company), selling fertilizer to most of the key dealers in West Malaysia. He then moved on to be the Manager of AgriStore (a One-Stop Agricultural Supplies Shop), setting up and operating 4 AgriStores in Malaysia.

In 2012, he established Kim Guan Thye Resources (Fertilizer Trading Company) and created an in-house brand "GT-Tiger" (Premium Grade Fertilizer with special formulas). In 2015, he started supplying fertilizer to Government Sectors and State Government Estates. Thereafter he also created a Chain Store Brand "V-agro Mart" (taking the Offtake Channel from Farmer's Products). He also entered into Fruits and Vegetable markets, supplying bananas to MBG Fruits (a big food retail brand in Malaysia) and supplying Coconut and Coconut Milk to Econsave Hypermarkets.

In 2018, Franchise licence was granted to Ferlab to offer facilities to franchisees. Ferlab under Vincent's management is invited by MaTrade (Malaysia government agency in pushing local businesses abroad) to represent Malaysia to participate in exhibition in Australia, China and Indonesia to promote the V-agro Mart franchise concept.

In 2019, New Generation of "V-agro Mart" start to open more aggressively and was setting up a JV company with China Shopping Malls to supply Malaysia Quality Food Products.



Timetable for 49% Ferlab Acquisition

- ▶ 14 October 2022: Execution of Term Sheet (Completed)
- ▶ November 2022: Commercial Due Diligence (Completed)
- ▶ 18 November 2022: Legal Due Diligence on Ferlab (Completing Soon)
- ▶ 30 November 2022: Share Placement / Capital Raising
- ▶ 2 December 2022: Entering Binding Share Purchase Agreement (Completing Soon)
- ▶ December 2022: Issue Notice of Meeting to existing Shareholders
- ▶ January 2023: Hold EGM
- ▶ January 2023: Lodge Formal Application Letter and Information Memorandum with NSX
- ▶ 28 February 2023: Acquisition Transaction Completion



A Closing Note...

Agri Skylight is raising up to A\$600,000 by issuing Convertible Notes convertible into 120,000,000 new shares at A\$0.005 per share (prior to the proposed 10:1 share consolidation)*.

The valuation of the company on a fully diluted basis assuming completion of the Ferlab transaction is as follows:

- ▶ Pre-Money: 297,137,000 shares @ A\$1.49 million
- ▶ Post-Money (A\$600K): 417,137,000 shares @ A\$2.08 million

Note: The above figures are pre 10:1 consolidation

Agri Skylight and Ferlab are concurrently looking for more acquisition opportunities in the agriculture and fertilizer space.

With the future acquisition of underlying businesses like Ferlab and with similar revenue-generating and profit-making nature, the Company intends to distribute dividends regularly.

* Conversion of all the Convertible Notes to new shares in Agri Skylight Ltd remains subject to the company obtaining all relevant shareholder approvals. The Company has been advised by its major shareholder, Dr Koon Lip Choo (and his related entities), that he intends to vote in favour of the conversion of the Convertible Notes issued to new investors into new shares at the relevant shareholder meeting.



Thank You

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More about FERLAB...

Research Partners

FGV



[Felda Agricultural Services S/B]

FERLAB
the emerged agricultural force



CERTIFICATE No. : PF170725/2017
 Date of Issue : 29/11/2017

FELDA AGRICULTURAL SERVICES SDN BHD (353791-M)
FELDA ANALYTICAL LABORATORY
 Pusat Penyelidikan Pertanian Tun Razak
 26400 Bandar Tun Abdul Razak Jengka
 Pahang Darul Makmur.
 Tel.: 09-4718301/302/303 Fax: 09-4718253/4717013

STANDARDS
 MALAYSIA
 CERTIFIED LABORATORY
 MS ISO/IEC 17025
 TESTING
 SAMM NO. 190

TEST CERTIFICATE – FERTILISER ANALYSIS

Customer : ASIAN WORKS CONSTRUCTION S.B
 Address : No.4547, Jalan Beaulera Temenggong
 : Taman Bukit Bendera
 : 78000 Mentakab
 : Pahang Darul Makmur.

Batch No. : PF170725/2017B
 Date Received : 10/11/2017

Condition When Received: _____
 Reference: _____

SAPUDIN HIN SHUKOR
 M 1550278107
 CHEMIST
 APPROVED SIGNATORY

No.	Sample Description	Total-N (%)	P ₂ O ₅ (%)	K ₂ O (%)	MgO (%)	Citric Acid (%)	SO ₄ (%)	Cu (ppm)	Fe (ppm)	Mn (ppm)	Zn (ppm)
001	K PLUS RED – 10/5/25/24Tt	10.0	5.6	26.6	1.9	4.4	3.4	44	1660	414	22
002	K PLUS GREEN – 15/10/15/24Tt	15.1	9.6	16.0	2.3		6.3	76	1722	434	14

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Collaboration between FASSB & Ferlab S/B:

- ❖ Conduct Leaf Samplings and Soil Tests in oil palm plantations.
- ❖ Regular Fertilizer Lab Test.
- ❖ Agronomic Advisory Services for oil palm plantations.



Research Partners



[Department of Land Management]



Collaboration between UPM & Ferlab S/B:

- ❖ Conduct Trial Pots and Researches on Ferlab fertilizers.
- ❖ Set up Technical Support Teams to serving the franchise stores and farmers.
- ❖ To offer Ferlab franchise business priority to UPM Graduates Students.



Collaboration between M7-UPM-FERLAB



- ❖ M7 Plantation Berhad, a Malaysia Management Company focusing on investments in the Agricultural and Food Production sector, specifically Musang King D197 variety. M7 is developing a project called Durian Valley, spanning 10,000 acres in Gua Musang, Kelantan.
- ❖ M7-UPM-FERLAB, will form a collaboration team to do research on the Cultivation of Tropical Fruits, Farms & Fertilizers Management, myGap and Halal Certificate.
- ❖ M7 to provide Capital and Land; UPM to do Research; and Ferlab to customize Fertilizers based on requirements. The research outcomes will share among these 3 entities.

Signing MOU with KLSFFA

[Kuala Lumpur and Selangor Fruit Farmers' Association]



The Footing In Myanmar



[Signing MOU with Super One Group]



Warehouses & Factories

Port Klang & Bidor



Trainings



Exhibitions



Regular Clients & Farms Visits



V-agro Mart

Products & Services

- ✓ Agro Franchising
- ✓ Agro Investment

- ✓ Agricultural Supplies
- ✓ Fruits & Vegetables



KPDNHEP
Kementerian Perdagangan Dalam Negeri
Koperasi Dan Kepenggunaan

Certified Franchisor by KPDNHEP



PERBADANAN NASIONAL BERHAD



KPDNHEP - Franchise



PNS

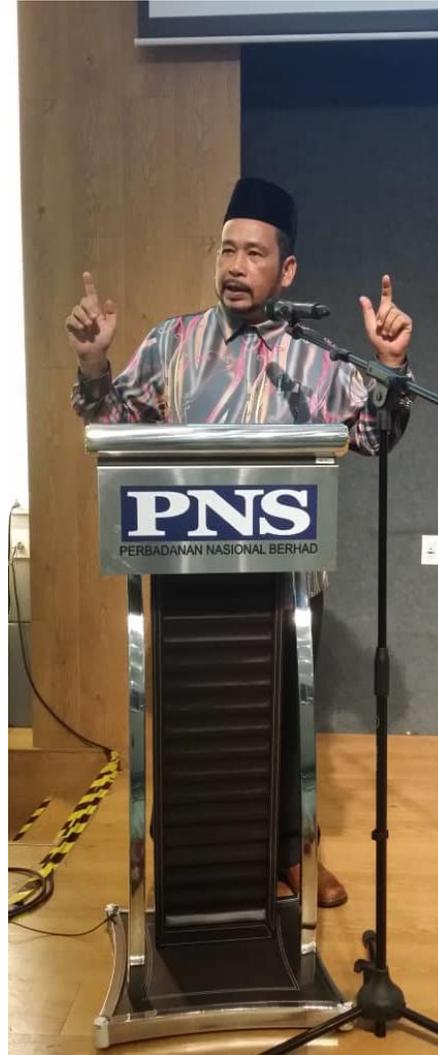


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 **AGRI**
SKYLIGHT

Melbourne Franchise Expo



Jakarta Franchise Expo



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China - Asean Expo



Letter of Support from Organizations



[Pertubuhan Peladang Negeri (PPN)]

- ❖ PPN Selangor, PPN Kedah, PPN Kelantan, PPN Pahang, PPN, Perak, PPN Negeri Sembilan, KPT Terengganu



[Pertubuhan Peladang Kawasan (PPK)]

- ❖ PPK Hulu Selangor, PPK Hulu Langat, PPK Kuala Selangor, PPK Gombak, PPK Kuantan, PPK Sri Kerdau, PPK Maran, PPK Temerloh Barat, PPK Pulau Tawar, PPK Jerantut, PPK Tembeling, PPK Pahang Tengah, PPK Gua Musang, PPK Kuala Krai, PPK Kangkung, PPK Bachok, PPK Jerangau, PPK Kuala Berang, PPK Kuala Lipis, PPK Jerai, PPK Bentong



[Koperasi Gagasan Ekonomi Melayu Bhd]

