

NANOPAC[®]
I N N O V A T I O N
LIMITED

SAMOAN REGISTRATION NO: (62933)

ARBN 169 020 580

INFORMATION
MEMORANDUM

Important Notice

This Information Memorandum is dated 11 June 2014

An Application will be made to the National Stock Exchange of Australia Limited for admission of the Company to the Official List and quotation of the CDI's which are subject to this Information Memorandum. The fact that the National Stock Exchange of Australia Limited may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities. The National Stock Exchange of Australia Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.

No offer is made under this document to persons who are citizens or residents of Samoa or who are located in Australia. No applications will be accepted for securities offered under this document by persons who are citizens or residents of Samoa or who are located in Australia.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any securities described in this document have not been and will not be, registered under the US Securities Act 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act 1933 and applicable US state securities law.

The distribution of this Information Memorandum in other jurisdictions may be restricted by law and persons who come into possession of this Information Memorandum should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Applicants should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Information Memorandum does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

No person is authorized to provide any information or make any representation in connection with the Offer which is not contained in this Information Memorandum.

Web Site – Electronic Information Memorandum

A copy of this Information Memorandum is available and can be downloaded from the Group website at www.Nanopacglobalcorporation.com.

Any person accessing the electronic version of this Information Memorandum for the purpose of making an investment in the Company must ensure it is lawful to do so in their jurisdiction. Persons who access the electronic version of this Information Memorandum should ensure that they download and read the entire Information Memorandum.

A copy of this Information Memorandum may be obtained free of charge by contacting the Company. If you have received this Information Memorandum as an electronic Information Memorandum, please ensure that you have received the entire Information Memorandum accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Information Memorandum or both. The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Information Memorandum.

Suitability of Investment & Risks

Before deciding to invest in the Company, prospective investors should read entirely this Information Memorandum and, in particular, the summary of the Group's business in section 5 and the risk factors in section 8. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest. Any investment in the CDI's of the Company should be regarded as speculative.

Definitions and Photographs

Certain terms and abbreviations used in this Information Memorandum have defined meanings, which are explained in the Glossary. Any assets depicted in photographs in this Information Memorandum are not assets of the Company unless otherwise stated.

DEFINITIONS AND GLOSSARY

Applicant means any person or entity applying for CDIs under this Offer.

Application means a valid application to subscribe for CDIs.

Application Form means an application form attached to and forming part of this Information Memorandum.

Board means the Board of Directors of the Company.

CDI means a CHESS Depository Interest with each CDI being a unit of beneficial interest in one corresponding Share registered in the name of CDN.

CDI Holder means a holder of a CDI.

CDN means CHESS Depository Nominees Pty Ltd ACN 071 346 506

CHESS means Clearing House Electronic Sub-register System.

Company or Nanopac means Nanopac Innovation Limited a company registered under the ICA with Samoan registered no 62933

Constitution means the Memorandum and Articles of Association of the Company.

Converting Shares means the "A" Class Convertible Shares on issue as at the date of this Information Memorandum.

Directors means the Directors of the Company as at the date of this Information Memorandum.

Offer means an offer to acquire 12,500,000 CDI's for the Offer Price.

Offer Price means US\$0.01 per CDI.

FSE means the Frankfurt Stock Exchange

Group means Nanopac and its subsidiaries.

ICA means the International Companies Act 1987 (Samoa).

Information Memorandum means this document.

Initial Holders means the holders of all of the issued capital in the Company as at the date of this Information Memorandum.

Listing Rules means the Official Listing Rule of the NSX.

NSX means National Stock Exchange of Australia Ltd.

Offer means the invitation to make Applications in the terms of this Information Memorandum and where appropriate, includes the allotment and issue of CDI's.

Official List means the official list of the NSX.

Share or Shares means a fully paid ordinary share in the capital of the Company.

Share Register, Share Registry, CDI Registrar or CDI Registry means Boardroom Pty Limited ACN 003 209 836.

CORPORATE DIRECTORY

DIRECTORS

DATD DR. CHENG KOK LEONG-CHAIRMAN
TONG TUNG KEN -CEO

SECRETARY

WESTCO SECRETARIES LTD
LEVEL 2 LOTEMAU CENTRE
VAEA STREET
APIA SAMOA

REGISTERED OFFICE - SAMOA

C/- ASIACITI TRUST SAMOA LTD
LEVEL 2 LOTEMAU CENTRE
VAEA STREET
APIA SAMOA

REGISTERED OFFICE - AUSTRALIA

C/- HIGHGATE CORPORATE ADVISORS PTY LTD
31 HIGHGATE CCT
KELLYVILLE NSW 2155
(612) 96296772

NOMINATED ADVISOR

HIGHGATE CORPORATE ADVISORS PTY LTD
31 HIGHGATE CCT
KELLYVILLE NSW 2155
(612) 96296772

AUDITOR

IQBAL YASIR & COMPANY
CHARTERED ACCOUNTANTS
RB-II, 2ND FLOOR,
FLAT NO.15,
AWAMI COMPLEX
USMAN BLOCK, NEW GARDEN TOWN,
LAHORE PAKISTAN
(REGISTERED IN SAMOA)

BANKER

MAYBANK BERHAD, 65 JALAN
SS2/19, 47000 PETALING JAYA
SERLANGOR, MALAYSIA

SOLICITOR

SP NG 7 ASSOCIATES
15A, JALAN BUNGA
TANJUNG 8
TAMAN PUTRA
68000 AMPANG
SELANGOR, MALAYSIA

CDI/SHARE REGISTRY

BOARDROOM PTY LIMITED
LEVEL 7, 207 KENT STREET,
SYDNEY NSW 2000

1 CHAIRMAN'S LETTER

Dear Investor

On behalf of the Board I am pleased to offer you the opportunity to become a CDI Holder in Nanopac Innovation Limited.

Nanopac was recently established as the parent company of the Nanopac Group of companies.

The Nanopac Group started in 2001 and is principally engaged in the research & development, manufacturing, distributing and servicing of nanotechnology materials and products. Since inception, Nanopac has successfully penetrated into the challenging Nanotechnology business world.

The Group's major strength lies in its Research & Development in the area of Nanotechnology where it has acquired the right to use patented technology to produce nano materials through a patented synthesis process and in turn, the nano materials can be turned into either unfinished products for industrial use or final products for consumer market.

The Group has now identified a new opportunity to manufacture Nano Solar Cells (NSC). This is an advanced Technology for solar energy generation and is the new 3rd generation solar cell. The Nano Solar Cells can be used to power products such as notebook computers, hand phones, outdoor lights in restaurants, hospitals or hotels. As such the Company anticipates there will be a high demand for the Nano Solar Cells.

In light of this, Nanopac is moving to establish production facilities for the manufacture of Nano Solar Cell (NSC) panels and for the future development of the state of the art flexible NSC Solar Cells. The Group has all the required technology, technical know-how, technology partners and related business skills to start this new business venture.

The Company intends to list its CDI's on the NSX and then in the near future list on the Frankfurt Stock Exchange where with access to European markets it will raise additional capital to fund the establishment of the production facilities for NSC products.

On behalf of the Directors, I invite you to consider this opportunity to participate in Nanopac's future. This Information Memorandum contains detailed information about the Offer and I encourage you to read it fully.

I look forward to welcoming you as a CDI Holder.

Yours sincerely,

Chairman

2 DETAILS OF THE OFFER

2.1 Description of the offer

This Information Memorandum invites investors to apply for a total of 12,500,000 CDIs.

The Offer is for the issue of 12,500,000 CDIs at the Offer Price of US\$0.01 per CDI.

Each CDI entitles its holder to one underlying Share. All Shares represented by CDIs offered under this Information Memorandum will rank equally with the existing Shares already on issue in the Company, and entitle the holder to one to vote per Share held.

The 12,500,000 CDIs and the underlying Shares will represent 25% of the 50,000,000 issued Shares in the Company at the completion of the Offer. In addition to the 37,500,000 Shares held by the Initial Holders, they also hold 20,000,000 Converting Shares. The Converting Shares will not be listed on NSX until they convert into Shares. See Section 8.6 for rights attaching to the Converting Shares.

2.2 What are CDI's?

The Company is incorporated in Samoa which does not recognize the CHESS system of holding securities or electronic transfer of legal title to shares. To enable companies such as Nanopac to have their securities cleared and settled electronically through CHESS, depository interests called CHESS Depository Interests (CDIs) are issued. CDI Holders receive all of the economic benefits of actual ownership of the underlying shares. CDIs are traded in a manner similar to shares of Australian companies listed on the NSX.

CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI Holders. Shareholders cannot trade their Shares on NSX without first converting their Shares into CDIs.

Each CDI represents one underlying Share. The main difference between holding CDIs and Shares is that CDI Holders hold the beneficial ownership in the Shares instead of the legal title. CDN, a subsidiary of the Australian Stock Exchange Limited (ASX), will hold the legal title to the underlying Shares. The Shares underlying the CDIs will be registered in the name of CDN and will be held on behalf of and for the benefit of the CDI Holder. CDIs will be CHESS approved from the date of official quotation in accordance with the Listing Rules and the ASX Settlement Operating Rules. The Shares underlying the CDIs will rank equally with the Shares currently on issue in the Company. A summary of the key rights attaching to CDIs and shares is set out under the headings "Rights and Obligations Attaching to Shares" and "Rights of CDI Holders" in Sections 8.4 and 8.5.

CDI Holders can choose to have their CDIs converted to a direct holding of Shares, however, if they do so they will no longer be able to trade on NSX. Similarly, subject to any restrictions under applicable law, holders of Shares may choose to convert their Shares to CDIs to enable them to trade on NSX.

2.3 Purpose of the offer and use of proceeds

The key purposes of the Offer are:

- to pay the costs of listing the Company on the NSX;
- to broaden the Company's Shareholder base and improve liquidity;
- to allow the Company to achieve a listing on the FSE to provide access to European capital markets in order to strengthen the Company's balance sheet and fund the growth opportunity provided by the manufacture of Nano Solar Panels;
- to provide additional working capital.

Once listed on the NSX the Company intends to seek to raise up to an additional US\$ 30,000,000 on the FSE for the following Group purposes:

	USD\$
Factory Construction	5,000,000
Assembly and Production Line Equipment	12,000,000
Marketing and Distribution	500,000
Working Capital	12,500,000

The Company anticipates these additional Securities will be offered at a minimum of US\$1.00 each.

2.4 Ownership and Escrow

There are 37,500,000 fully paid Ordinary Shares and 20,000,000 Converting Shares on issue as at the date of this Information Memorandum. These Shares were issued to the Initial Shareholders in consideration for the sale of Nanopac (M) Sdn Bhd to the Company. Details of the agreement for sale of the shares can be found in section 8.1.2

The Initial Holders will at the time of listing on the NSX hold 75% of the Ordinary Shares and all of the Converting Shares in the Company upon the Offer closing successfully and thereby control 82.14% of all votes in general meeting. As such, assuming full subscription under this Offer, the Initial Holders will be in a position to pass ordinary and special resolutions, including resolutions to appoint or remove Directors and amend the Constitution.

Of the Shares issued to the Initial Shareholders 26,250,000 Ordinary Shares and 11,200,000 Converting Shares were issued to Dato 'Dr Cheng Kok Leong is a director of the Company.

The CDIs held by the Initial Holders will be subject escrow for between 6 months and 24 months after quotation as determined by the NSX.

The ownership structure of the Company at completion of this Offer will be as follows:

	ORDINARY	CONVERTING
Shares currently on issue	37,500,000	20,000,000
Shares represented by CDI's under this Offer	12,500,000	NIL
Total Shares on issue following the Offer	50,000,000	20,000,000
Full amount to be raised under the Offer	US\$125,000	NIL
Offer Price per CDI	US\$0.01	NIL

All of the Converting Shares will convert into Shares upon the raising of a minimum US\$ 30,000,000 provided the NSX spread requirements are maintained, otherwise only such number of the Converting Shares that can be issued without breaching the NSX spread requirements will convert at that time with the remaining converting when the NSX spread requirements are not breached. Assuming all Converting Shares convert and US\$ 30,000,000 has been raised at US\$1.00 per Share the capital of the Company will be as follows:

	ORDINARY	CONVERTING
Shares on issue following close of this Offer	50,000,000	20,000,000
Shares offered at US\$1.00 on FSE	30,000,000	Nil
Ordinary shares issued on conversion of Converting Shares	20,000,000	Nil
Total Shares on issue following raising of US\$30,000,000 on FSE	100,000,000	Nil

2.5 Timetable of the offer

Opening Date of the Offer ¹	11 June 2014
Closing Date of the Offer ²	18 June 2014
Allotment of CDI's under this Information Memorandum	27 June 2014
Quotation of CDI's on the NSX	1 July 2014

¹The Company reserves the right to close the Offer early or later as indicated above without prior notice.

²The Company reserves the right to alter any of the dates relating to the Offer without notice. Investors are encouraged to submit their Applications as soon as possible after the opening of the Offer.

2.6 Applications

An Application Form may only be distributed with, attached to, or accompany a complete and unaltered copy of this Information Memorandum. Application Forms included with or accompanying this Information Memorandum contains a declaration that the investor has personally received the complete and unaltered Information Memorandum prior to completing the Application Form.

The Company will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete copy of this Information Memorandum or if it has reason to believe that the Application Form has been altered or tampered with in any way.

3. ANSWERS TO KEY QUESTIONS

Question	Response	Where to find more information
Who is issuing this Information Memorandum?	Nanopac Innovation Limited Samoan Registered Number 62933. Nanopac Innovation is the parent company of the Nanopac Group.	Section 4
Who is NANOPAC LTD and what does it do?	<p>Nanopac Innovation is the parent company of the Nanopac Group.</p> <p>The Nanopac Group principally engaged in the research & development, manufacturing, distributing and servicing of nanotechnology materials and products.</p> <p>The Group has now identified a new opportunity to manufacture Nano Solar Cells (NSC). This is an advanced Technology for solar energy generations and is the new 3rd generation solar cell. The Nano Solar Cells can be used to power products such as notebook computers, hand phones, outdoor lights in restaurants, hospitals or hotels.</p>	Section 4
What is the Offer?	The Offer is for the issue of 12,500,000 CDI's each of which represent one ordinary share in Nanopac. The Shares underlying the CDIs to be issued under this Offer will represent 25% of the Ordinary Shares in Nanopac and 25% of the securities listed on NSX immediately following completion of the Offer.	Section 2.1
What is the Offer Price?	US\$0.01 per CDI	Section 2.1

What is the number of Shares on issue?	<p>Prior to the Offer, there were 37,500,000 Ordinary Shares and 20,000,000 Converting Shares on issue. Only CDIs will be quoted on the NSX. The existing Shareholders intend to convert their Ordinary Shares to CDIs prior to the CDIs being admitted to the Official List of the NSX. On completion of the Offer, there will be 50,000,000 Ordinary Shares represented by 50,000,000 CDI's and 20,000,000 Converting Shares on issue.</p> <p>The Company intends to apply to the NSX for 50 million CDIs to be quoted on the Official List of the NSX. The Converting Shares will not be listed until they convert to Shares.</p>	Section 2.4
Who can invest?	The Offer is only open to eligible investors and is not made to citizens or residents of Samoa, residents of Australia or the United States of America.	
Is the Offer underwritten?	No.	
What are the benefits of investing in the Company?	<p>The benefits of investing in the Company include the following:</p> <ul style="list-style-type: none"> • Proven track record since 2001 • Ongoing profitable and award winning businesses • Exciting new opportunity for the manufacture of Nano Solar Cells • Strong Management Team 	Section 4
What are the key risks of investing in the Company?	<p>The key risks of investing in the Company include:</p> <ul style="list-style-type: none"> • Insufficient funds and cash flow to supports the operations and research and development. • Lack of experienced engineers • Achieving volume and timeliness of sales to ensure sustainable cash flow for continuing operation and objectives. 	Section 6
What is the financial position of the company ?	Nanopac is the parent company of the Nanopac Group. The Group has been operating since 2001 and is profitable. The Group had in cash as at 30 April 2014 and achieved a profit of US\$152,823 for the period to 30 April 2014.	Section 5
Who are the Directors of the Company?	<p>The Directors of the Company are:</p> <p>Dato' Dr. Cheng Kok Leong - CHAIRMAN</p> <p>Tang Tung Kun-CEO</p>	Section 4.3

How will the proceeds of the Offer be used?	The Company intends to use its funds and the funds raised from the Offer to pay the costs of listing the Company's CDIs on the NSX and then dual listing on the FSE as well as for working capital. The Company will seek up to US\$30,000,000 after listing on FSE	Section 2.3
Will the Company pay dividends?	The Company's focus will be on generating capital growth and has no immediate plan to declare or distribute dividends.	
Where will the CDIs be quoted?	An application will be made to the NSX. The Company intends to dual list on FSE after listing on NSX.	
How can I obtain further advice?	By speaking to your accountant, stockbroker or other professional advisor.	

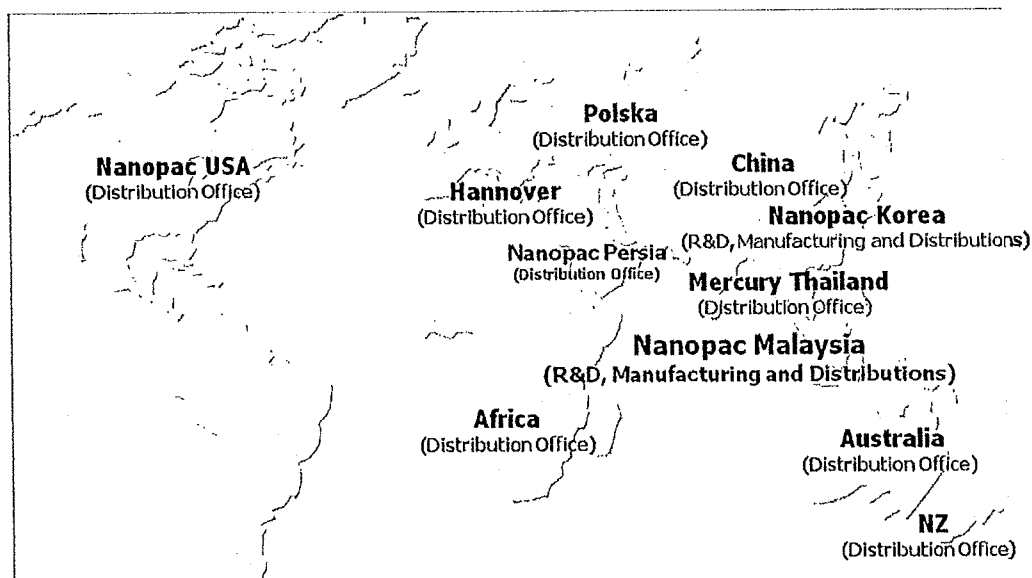
4. PROFILE OF NANOPAC

4.1 Overview

The Nanopac Group started in 2001 and it's principally engaged in the research & development, manufacturing, distributing and servicing of nanotechnology materials and products. Since inception, Nanopac has successfully penetrated into the challenging Nanotechnology business world.

The Groups major strength lies in its Research & Development in the area of Nanotechnology where it has acquired patented technology to produce nano materials through a patented synthesis process and in turn, the nano materials can be turned into either unfinished products for industrial use or final products for the consumer market.

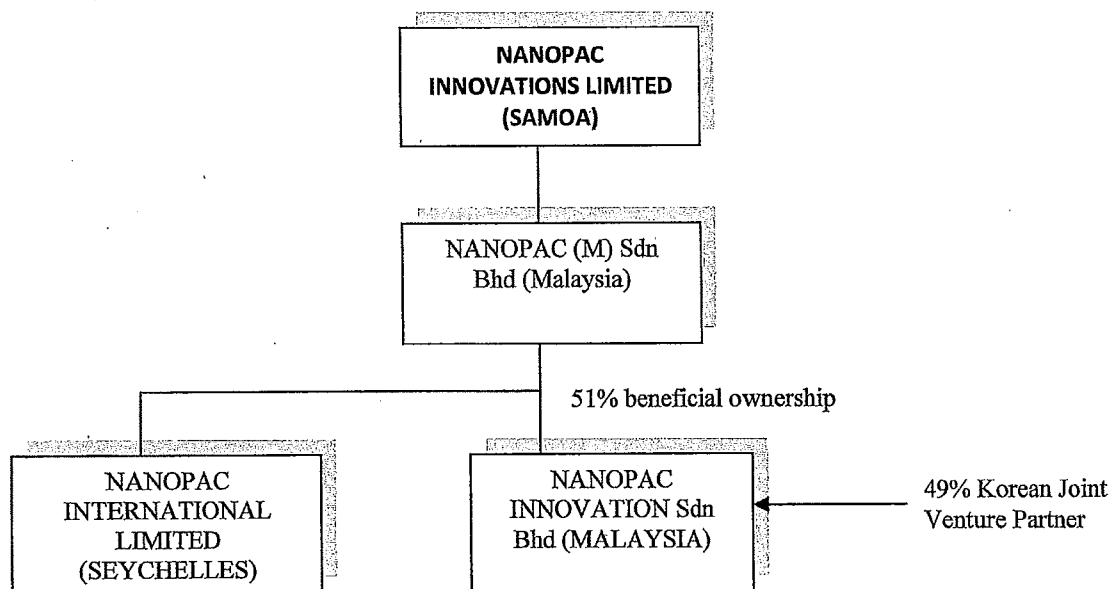
The Group has established a global market distribution network for its range of products. The Group adopted a synergistic business alliance approach in the implementation of market penetration and strategic manufacturing facilities were setup through either joint venture or technology acquisition. The map below shows the marketing network channels that the Group has established for the distribution and promotion of its products.



The Group has now identified a new opportunity to manufacture Nano Solar Cells (NSC). This is an advanced technology for solar energy generations and is the new 3rd generation solar cell. The Nano Solar Cells can be used to power products such as notebook computers, hand phones, outdoor lights in restaurants, hospitals or hotels. As such the Company anticipates there will be a high demand for the Nano Solar Cells.

In light of this, Nanopac is moving to establish production facilities for the manufacture of Nano Solar Cell (NSC) panels and for the future development of the state of the art flexible NSC Solar Cell. The Group has all the required technology, technical know-how, technology partners and related business skills to start this new business venture.

4.2 Corporate Structure



4.3 Board of Directors

Dato' Dr. Cheng Kok Leong

Executive Chairman

Cheng Kok Leong is the founder of Nanopac Malaysia Sdn Bhd . He is currently the chief executive officer. Mr Cheng is a technopreneur and has more than 18 year's experience in starting up and managing companies. Nanopac established the first Nanotechnology Product manufacturing plant in Malaysia. It was granted Pioneer Company status in 2004 and was recognised as one of Malaysia's 100 fastest growing companies. Mr Cheng was previously CEO and co-founder of DAG Autosonic Sdn Bhd and Digi Sun Technologies Sdn Bhd.

Tang Tung Ken

Chief Executive Officer

Tan Tung Ken was educated at SMK (L) Bukit Bintang School, Kuala Lumpur, Malaysia and passed Malaysian Certificate of Education, after which he pursued his education in Business

Administration at the Asia Pacific Institute of Information Technology and obtained his Higher Diploma.

Prior joining Nanopac he was attached to UFG SEA SDN BHD as co-founder. That company's main activities are involved in trading and investment. He is a person with ability to learn is, hardworking has good interpersonal skills.

With good knowledge and experience in production and factory operations he is currently overseeing the production and factory operations of Nanopac.

4.4 Management

Chief Research and Development Officer - Dr. Lee Tai Kyu, is a Korean. He holds a PhD in chemical engineering from the University of New Mexico, USA and Masters of Science and Bachelor of Science in Chemical Engineering from Yonsei University, Korea. From 1989 to 2001, he was appointed as a lecturer and a joint professor in various Korean universities.

In 1998, he was posted as the Head of Photocatalysis and Photoelectrochemistry Research Centre and subsequent to that, he was elected as Director of the New and Renewable Energy Research Department of Korean Institute of Energy Research ("KIER").

Chief Project/ Technical/ Manufacturing Officer – Mr Woo Sug Yoon is a Korean, who has 12 years' experience in synthesis of Nanotechnology materials including Nano Solar materials and Nano Functional materials. He obtained his Master of Science in Chemical Engineering from Yonsei University.

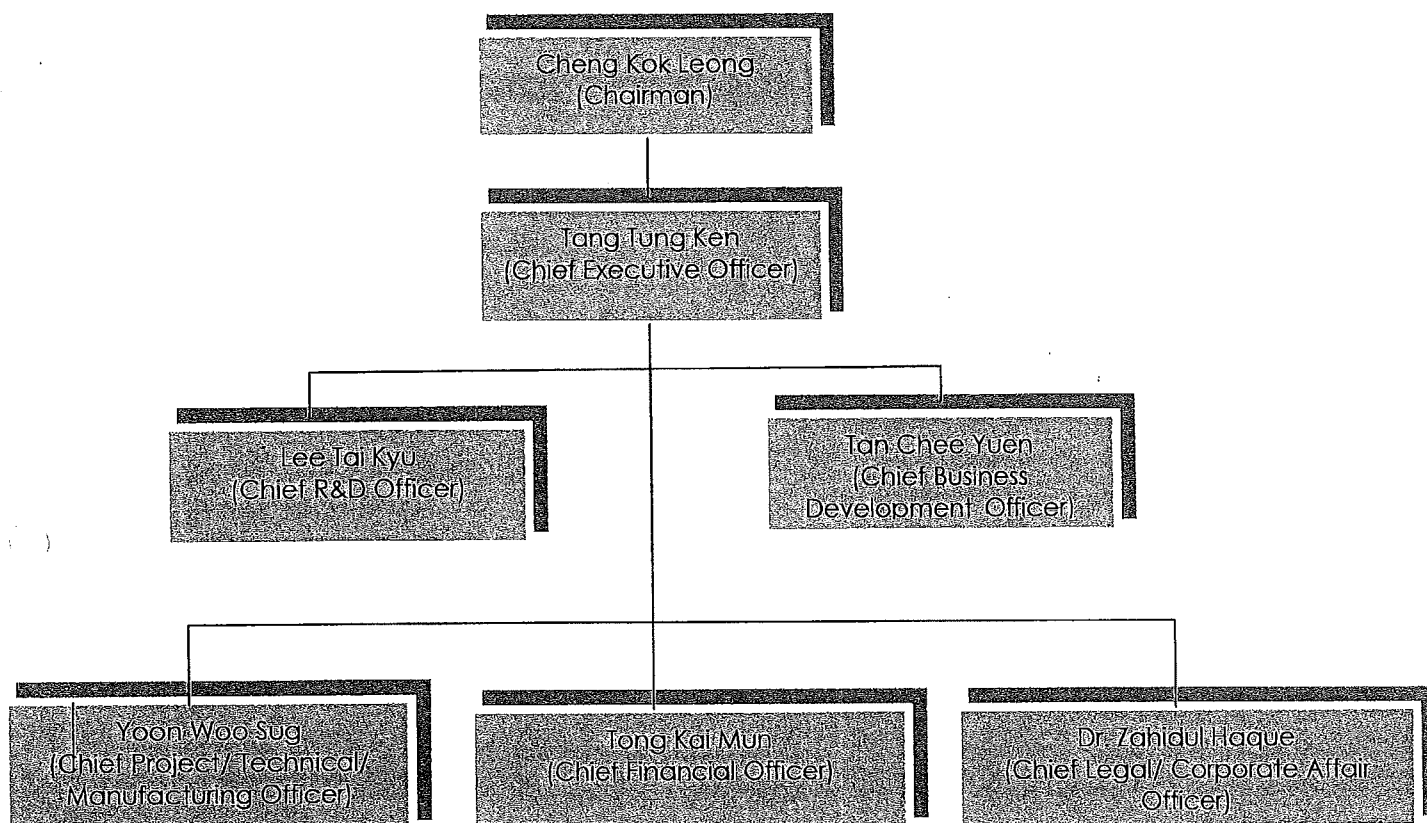
Chief Legal/ Corporate Affair Officer – Dr. Zahidul Haque is the Advisor of the H.E Ambassador of the Republic of Guinea in Malaysia. He is also President of the Royal Academy of the United Nations for the Whole Asia.

Prior to that, he has lectured at University of Newcastle, Victoria University, The SEISA University, The Monash University, The Z.H.Sikder Womens Medical College and Hospital, Bangladesh Medical College and Hospital, Northern Medical College and Hospital, Centre for Medical Education (CMU), Mandy Dental College and Hospital, Jeffrey Institute of science and Technology. He also worked at the UNDP project and Bangladesh Flying Academy & General Aviation for couple of years. He taught courses in Medicine and business administration for 10 years.

Chief Finance Officer – Tong Kai Mun – a Charter Accountant with more than 25 years' experience in the accounting field. He has over 15 years experiences as Financial Controller with Mun Loong Berhad, a listed company in Malaysian Stock Exchange.

Chief Business Development Officer – Tan Chee Yuen - graduated from Western Michigan University major in Finance and General Business. He has more than 18 years' experience in Business Development. Prior to joining Nanopac he was attached to Naza Group of Companies, a listed company in Malaysian Stock Exchange as General Manager overseeing the Motor Vehicle division.

NANOPAC INNOVATION LTD MANAGEMENT TEAM CHART



4.5 Products

The major revenues of the Group for the past 7 years are from its sophisticated technology that meets the HVAC markets and hygiene markets.

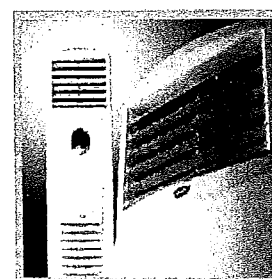
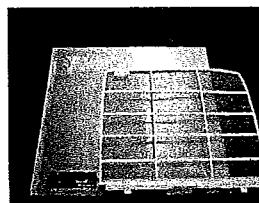
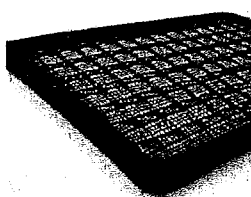
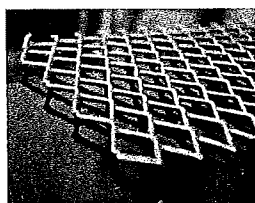
The following shows the products that are currently commercialized successfully.

HVAC Filter Kit Fabrication Technology for Automotive, Industrial HVAC system and Consumer Electronics

Indoor air quality/clean room application technology.

Air Conditioning System.

Air Handling Unit (AHU), Fan Coil Unit (FCU)



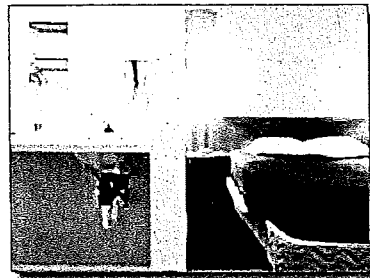
Commercial Application for Anti-Bacteria, Anti-Fungus, De-Odor and De- VOC (Volatile Organic Compound)



Public Transport



Hospital



Hotel



Automotive

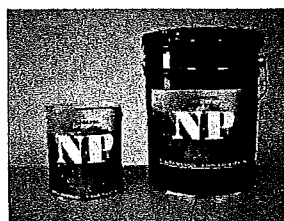
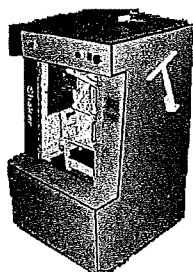


Elevator/Public Access Area

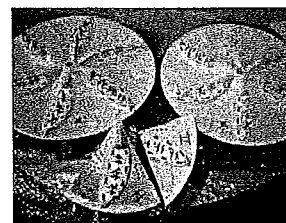
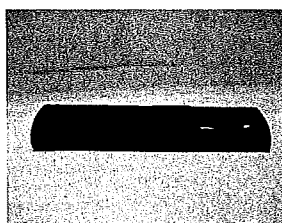


Decontamination ward

Anti-Fungal / Anti-Bacteria Paint



Nano Hybrid Polymer Materials for Anti Bacterial Functions



Nano-Hygiene Fabric Applications



Curtain



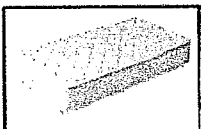
Blanket



Carpet



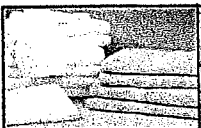
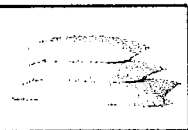
Bath rugs



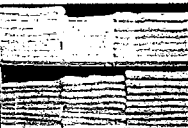
Mattress and mattress pad



Pillow and pillow case



Towel

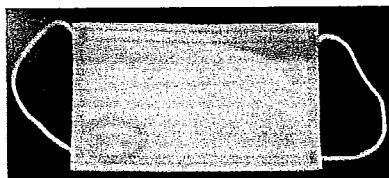


Fabric uses nanotechnology tiny molecules that permanently attach to fibers without clogging the fabric weave to add superior performance characteristics.

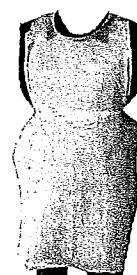
Benefits:

- hygiene purposes: anti-bacteria, anti-virus, anti-fungus, de-odor, de-VOC and resistant to mildew / dustmite.
- allows fabric breathable naturally.
- offers static protection.
- retains fabric natural softness.
- comfortable.
- increase durability of fabric.

Nano-Hepa Face Mask / Latex Glove / PE Apron



Sterilized 99.9% bacteria captured



Nano Hygiene Products



Gold and Nano Silver Soap

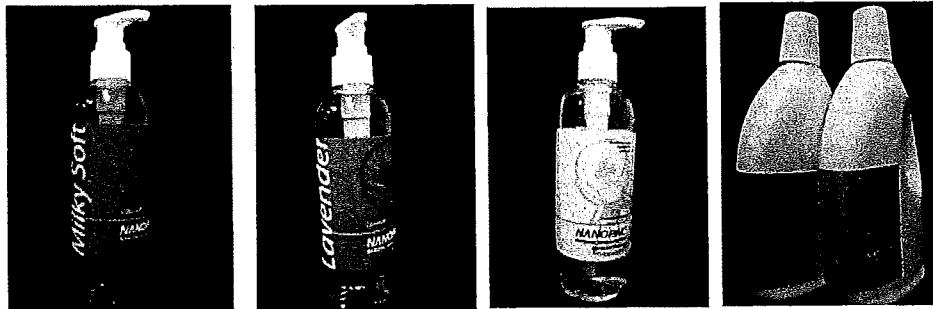


Before



After 6 months Nano

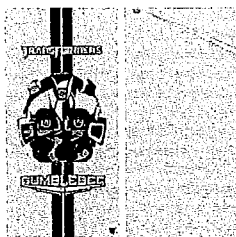
Nano Hygiene Ware – Nano Hand Soap, Hand Sanitizer, Detergent and Fabric Softener.



Licensed Transformer 3 merchandise product using Nanopac's Nano Materials for Shower Gel and Shampoo

TF3 - MERCHANDISE 2011

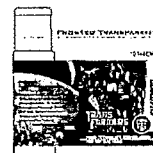
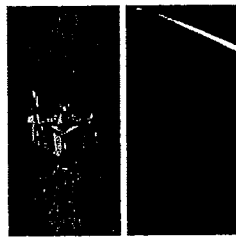
TF3 BATH TOWEL



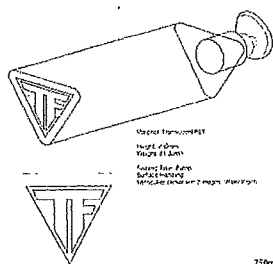
TF3 TOILETRY SET + BAG

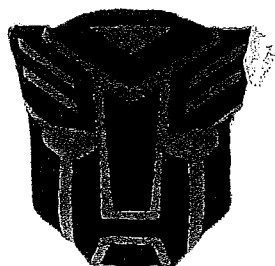
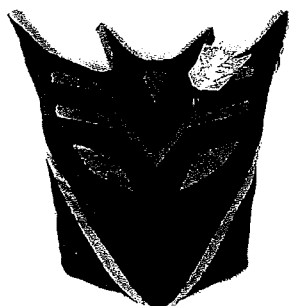


TF3 3D-DISPENSER



TF3 - 3D LENTICULAR TOILETRY SET





Transformer 3 Licensed Merchandise Anti-bacterial Cushion and Towel

4.6 Partners and Clients

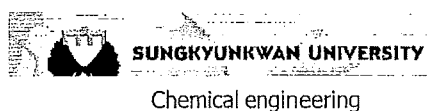
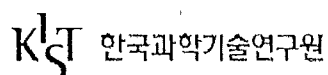
To maintain competitive edge and constantly strive for improvements, NANOPAC has established a long term relationship with several well-known organisations to collaborate in the search for new and advanced technologies. Below are some of these technology partners which have collaborated successfully with the Nanopac Group.



CALTECH



Environmental Engineering



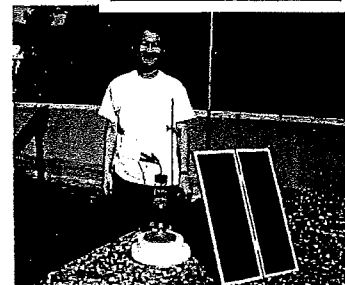
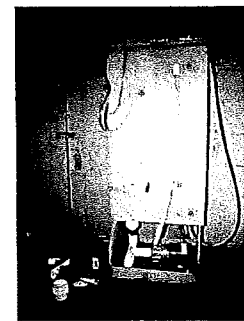
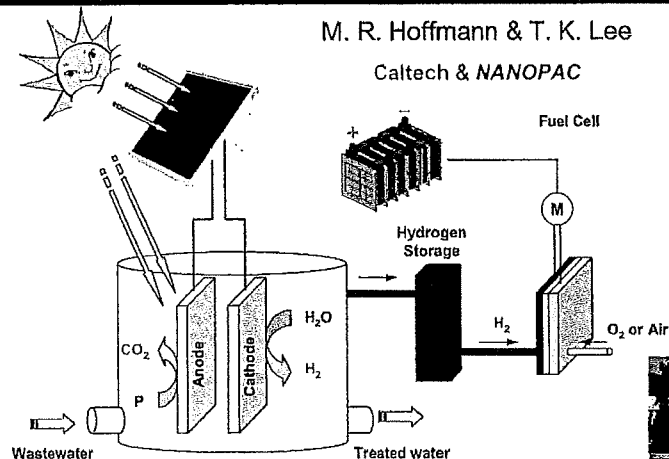
The Group's technology has been successfully developed and sold to several multi-national companies including:



4.7 Future Strategy and Growth Prospects

NANOPAC has been investing and performing product development in the area of renewable energy for the past few years to maintain its competitiveness through spin off technology. New technologies have been successfully developed and are in the process of pre-commercialization – Solar Water Splitting Technology for wastewater treatment and Nano Solar Cell Modules a new generation of solar cell panel. These research and development projects were carried out successfully in collaboration with Caltech, California, USA and Korean Institute Science and Technology (KIST).

Demonstration of Solar Water Splitting Combined with Wastewater Treatment ; PEC



As part of the expansion plan, the Group intends to commercialize two of its newly developed technologies as mentioned above through a newly setup joint Venture Business. The Group will be initially focus on the Nano Solar Cell Project. The new joint venture business would be mainly focus on promoting the following business activities.

- a. Establishing commercialised for producing the newly developed Nano Solar Cell (NSC) module.
- b. Promoting and distributing new Nano Solar Cell (NSC) module.
- c. Carrying out further Research & Development on Flexible Nano Solar Cell module.

Background / History of Technology

Due to the rapid depletion of fossil fuels bringing along serious environmental problems much attention has been drawn to developing renewable energy source for growing energy demands. An environmentally friendly source of energy is using solar cells utilizing the solar radiation to make electricity directly. In this field, conventional inorganic Photovoltaic generation system has been dominating the market for half a century. These systems rather commonly found in water heating generation system as well as in some of small consumer electrical systems. However, with recent technology advancements: more and more photovoltaic generation systems have been developed to achieve Green Building Index compliance. Due to higher market demand, this has resulted in a scientific race for developing higher efficiency and lower cost of photovoltaic generation systems.

In terms of energy conversion efficiency and long-term reliability, the mainstream solar cells at present are silicon-based. For the sake of promoting the extent to which photovoltaic generation is used in the future, the challenge is to reduce the material and process costs significantly from the current levels. Crystalline silicon solar cells are used in large quantities, but have an unstable cost factor, namely price fluctuations due to material supply. The problem with amorphous silicon solar cells is low energy conversion efficiency. Non-silicon compound semi-conductors are under development. However these materials have essential problems, including resource depletion and toxicity in the long term.

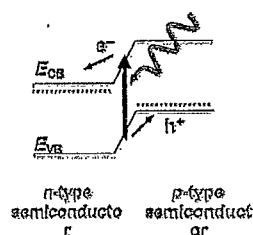
The Company's Technology

In 2010, Nanopc developed a novel NSC that does not use conventional materials or toxic materials or depleting materials. It was developed using cost-effective modules by developing a low-cost method of depositing Nano Hybrid material in an array on either ITO (Indium Tin Oxide) or FTO (Fluoride doped Tin Oxide). Nanopac has the knowledge and technical know-how to build the commercial manufacturing line that is believed to produce 2 MW capacity at 40% reduced costs comparable to a silicon production line per megawatt.

TYPES OF SOLAR CELLS

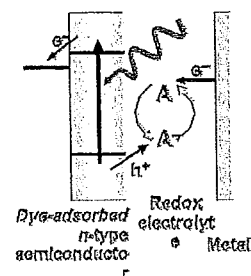
太阳能电池的基本式样

Inorganic *pn* Junction Solar Cell
无机合成太阳能电池



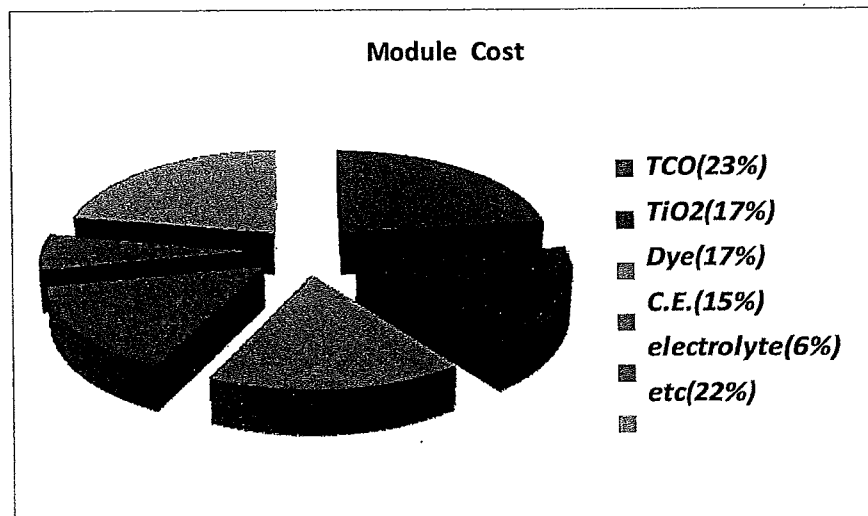
Si, CIS, CdTe
Efficiency: high Cost: very high
高价高致

Nano Solar Cell
Nanopac 纳米光能电池

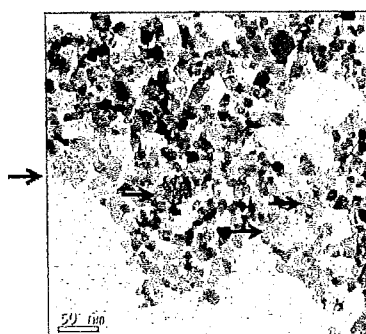


Dye-TiO₂
Efficiency: high Cost: low
低价高致

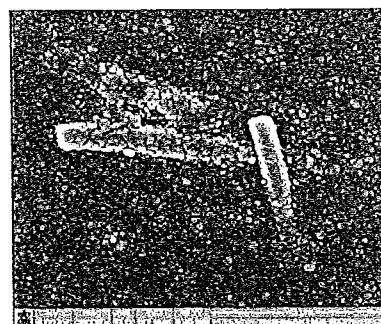
The main novelty of the Company's technology lies in its break through development of Nano Hybrid Paste / Nano Ink which are the main raw materials to produce NSC modules.



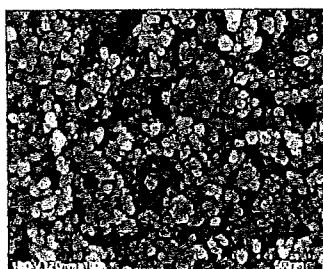
TEM/SEM photos of various Nano TiO₂ paste/nano-ink



SEM image of solvent based hybrid TiO₂ paste
(heat curing temp. ~500°C)



SEM image of spray nanoink film with nanorod



SEM image of blunder free TiO₂ paste
(heat curing temp. ~150°C)



TiO₂ film coated by spray on curvature type of glass
(size : 300X300mm, thickness:3mm, TiO₂ thickness : 7μm)

Advantages of Technology

The Company's technology development is due to the inherent advantages that are present in them:

- Capable of production in a simple way. The solar cells and panels can be produced in a simple way in open air with no complexities needed as in thin-film solar cells. Novel thin-film technologies such as cadmium telluride or copper-indium-gallium-selenide cells require additional deposition of these materials onto glass or metal substrates in numerous steps. This can be eliminated in the Company's NSC because there are no complex layers of materials sandwiched between the electrodes. This contributed to a significant cost reduction of 1/5 to 1/10 as compared to silicon solar cells.
- Colourable, transparent. The use of dye and its wide selection allow colour cells and transparent cells and thus can be used in different applications. For example, NSCs could be designed such that transparent solar cells could serve as a replacement for window panels in buildings.
- Flexible thin structure. Using aggregates of fine particles of photoelectric conversion materials, the solar cells can be formed as flexible thin films.
- Generation characteristics insusceptible to the incident angle and intensity of the sunlight. Generation characteristics can be maintained even in a weak light conditions, such as under faint light in the morning and evening and even indoors. It can also generate using artificial lights.
- Lighter weight. Plastic substrates can be used to reduce the weight of solar cells and panels. With these advantages, Nano solar cells can be installed in locations where appearance is important and other solar cells are hardly applicable, such as the glass panes and inner and outer walls of a building, the sunroof and outer panels of an automobile, and the enclosure of a cellular phone. This allows the creation of new markets with expanded demand.
- Safe and non-toxic. The use of natural materials offers an added advantage because the Nano Hybrid Material, dyes and iodine used in NSCs are non-toxic in nature.
- Cheap raw material. The materials such as Nano Hybrid Material, dyes and iodine are abundantly available in the market. Ruthenium is the material used in the dye complex in

very little concentrations.

This is different from thin-film solar which uses toxic elements such as cadmium and tellurium in small quantities.

4.8 Target Markets

Nanopac intends to target 3 immediate markets for its range of NSC applications upon operational of its production facilities.

- a. Building Integrated Photovoltaic 1 (BIPV 1): Indoor application curtain wall, decorative table lamp, emergency lighting, etc.
- b. Electronics: Power supply for electrical product like notebook, cell phone, sensor, outdoor lightings, etc. This application will be focused on embedded application, built-in power source for standby power and maintenance free.
- c. Military: NSC application for defence industry solely for outdoor application like portable power pack for communication devices and lighting requirements.

The above mentioned marketing segments will allow Nanopac to immediately, launch its products to customers who currently adopting conventional systems.

In subsequent years, marketing would be focused on customised applications for the automotive sector. This market segment would require high skill of customization to meet the industry requirement. Main challenges would be on developing different nano paste and printing skill to meet the complexity of the glass curvature.

Roll-out / Marketing Strategies

Nanopac will focus on the technology aspects of NSC as we believe that we have a lead on competitors. The Company does not believe that many manufacturers of solar cells can provide the same kind of technology with low cost and high efficiency.

Apart from focusing on product quality that produces good results and reviews, we will showcase our offerings through collaborative work with building owners, hotel owners, restaurants and others. We will of course build image and awareness through consistently coming out with products using superior technologies. Our strategic partnerships will also be leveraged to the full as we are business partner with few big multi-national companies in Malaysia, SE Asia and potentially throughout the world. Other than this, we will be participating

actively in Renewable Energy road shows and exhibition to promote our NSC system especially Government to Government program and International Trade programs.

Target Market Segment Strategy

Electronic: The strategy is to promote and sell to all major electronic producers like Sony, Panasonic, Hitachi, Sanyo, Samsung, LG, etc. The Company will develop customized and unique NSC system to meet their product marketing campaign. Licensing of the technologies is an alternative option to be considered if there is a guaranteed volume of sales.

Military: This market segment would have to be entered directly by itself as there will be many customized requirements. Furthermore, it is a highly confidential and closed industry.

Building Integrated Photovoltaic I: Same strategy as Electronic market segment. We will directly promote and sell customised NSC to all makers of this market segment. Licensing would also be another option to be considered if provided with a guaranteed volume of purchase.

Building Integrated Photovoltaic II: In here we will be adopting licensing and joint venture with building material makers to incorporate NSC in their products. At the same time, we will have to work closely with Architect and M&E consultants to promote our NSC systems. Major target customers would be Government and private building owners like hotels, hospitals, factories, and restaurant..

Competitor Analysis

In terms of competition, there is no existing history data for comparison on mass production of NSC system as this is a newly developed technology and it is at the early stage where no mass production facilities are in place yet.

The only comparison data available is the conventional Photovoltaic system.

On the other hand, Nanopac is presently the leader in producing environmental friendly NSC main raw material like water based nano paste, terpeneol based paste, Inkjet nano-ink, and Spray nano-ink.

5. FINANCIAL INFORMATION

This section contains the Audited Balance Sheet of Nanopac Innovation Limited of Samoa for the period from incorporation to 30 April 2014. The Audit was conducted in accordance with International Accounting Standards by a Samoan Registered Auditor.

6. RISK FACTORS

An investment in Nanopac involves a number of risks which are specific to the Company or the Group and also of a general nature. This section describes the material risks that may affect the operating and financial performance of the Company and the value of an investment in the Company. It is a summary only and should not be considered exhaustive. Some of these risks can be mitigated through the use of appropriate safeguards and actions, but some are outside the control of the Company and cannot be mitigated. As a consequence, the Company does not make any guarantee that it will achieve its stated objectives and there is no guarantee of a return of capital or of income.

Recipients of this Information Memorandum should carefully consider the following risks, as well as the other information contained in the Information Memorandum before making a decision to apply for Shares. Before deciding to trade in the CDIs, Shareholders and prospective investors should read the entire Information Memorandum, consider at least the following risk factors in light of their personal circumstances and investment objectives (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser.

The operating and financial performance and position of the Company, the value of CDIs and the amount and timing of any dividends that the Company may pay will be influenced by a range of factors. Many of these factors will remain beyond the control of the Company and the Directors. Accordingly, these factors may have a material effect on the Company's performance and profitability which may cause the market price of CDIs to rise or fall over any given period.

Specific risks

- Lack of experienced engineers in nanotechnology and its applications.
- Requirement for constant funding to fuel Research and Development projects. Moreover, the long lead times involved in moving from concept to commercialization necessitate considerable long-term commitment to projects.
- Achieving volume and timeliness of sales to ensure sustainable cash flow for continuing operation and objectives
- Timing and selection of launching new technologies/products

Selection of timing to launch new technologies/products is crucial especially to market acceptance. Too early will not generate any good sales response and too late will result in losing market shares.

- Resistance to new technology

Lack of awareness of Nanotechnology benefits and potential was the main reasons to consumer are reluctant to adopt new technology

- Government regulation

There is not standardization of regulation on Government policy especially on safety. Policy are different

from country to country relates to Nanotechnology safety.

The Company has identified the following factors mitigate some of the risks stated above :

- Proper project management and streamline cost if necessary. Set project priorities and adopt SWOT analysis on project priorities.
- Market survey on new technologies/products prior to launching and seek possible marketing synergy with potential marketing partners.
- Constantly create technologies/product awareness by participating exhibition, expo and conferences
- Continuously involved in International Standardisation Organisation (ISO) program on regulating the standards and helps to influence government on adoption of these standards. Hold regular dialogs with government related agency on safety standards.

General Risk Factors

➤ Economic factors

The operating and financial performance of the Nanopac Group is affected by a number of general economic factors which are outside the control of the Company such as inflation, currency fluctuation, interest rates, consumer and business spending and employment rates. Adverse movements in these economic factors may adversely affect the operating and financial performance of the Company.

➤ Government policy changes

Government policies are subject to review and changes from time to time. Such changes are likely to be beyond the control of the Group and may adversely affect its operating and financial performance. At present, the Company is not aware of any reviews or changes that would materially affect its business. However, there is the potential for government reviews and policy changes which may affect the Company's operations.

➤ Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of

an investment in the Company.

7. HOW TO INVEST

7.1 How to Invest

Applications to subscribe for CDIs can only be made by completing and lodging an Application Form attached to this Information Memorandum.

Instructions on how to apply are set out below and in the Application Form attached to this Information Memorandum.

Applications must be for at least 200,000 CDIs (US \$2,000). Applications for more than 200,000 CDIs must be in multiples of 100,000 CDIs (US \$1,000).

All CDIs under the First Tranche Offer are to be issued at a price of US\$0.01 per CDI payable in full on Application.

No brokerage or stamp duty is payable by Applicants.

Applications for CDIs pursuant to this Information Memorandum must be made using an Application Form attached to this Information Memorandum. Applications should indicate that the Application is for CDIs under the First Tranche Offer.

Payment for the CDIs must be made in full at the First Tranche Offer Price of \$0.01 per CDI.

Completed Application Forms should be sent to Nanopac (M) Sdn Bhd at C-7-3 BLOCK C 3RD FLOOR SETIAWALK PERSIARAN WAWASAN BANDER PUSAT PUCHONG 47100, PUCHONG SELANGER MALAYSIA by 5pm (Kuala Lumpur time) on the Closing Date together with cheques for the Application moneys. Cheques should be made out to Nanopac (M) Sdn Bhd. Alternative Applicants may deposit funds to the following account attaching a copy of the deposit receipt to their completed Application:

Nanopac (M) Sdn Bhd

Maybank Berhad

SS2Branch

Petaling Jaya, Selangor , Malaysia

Account: 712731001239 (US\$CurencyAccount)

Swift Code MBBEMYKL

7.2 Allotment and Issue

Allotment and issue of the CDIs offered by this Information Memorandum will take place as soon as practicable after the Closing Date and in compliance with ICA and the Listing Rules. Prior to the allotment of CDIs pursuant to this Information Memorandum, all application monies shall be held by the Company on trust.

The Directors reserve the right to allot CDIs in full for any Application or allot any lesser number or to decline any Application. Where the number of CDIs allotted is less than the number applied for, or where no allotment is made, the surplus Application monies (excluding interest) will be returned by cheque to the Applicant within seven (7) days of the allotment date.

Applicants must not assume that CDIs, or any number of CDIs, will be issued to them in response to their Application or in relation to a First Tranche Offer or Second Tranche Offer. The Company reserves the right to reject Applications or to scale back the number of CDIs offered in respect of an Application. The Company will reject any Application where the Applicant has an address in Australia, the United States or Samoa. Before purporting to deal with any CDIs in anticipation of issue to the Applicant, each Applicant must satisfy themselves as to the number of CDIs to which they have become entitled.

7.3 Subscription

The total amount to be raised under this Information Memorandum is US\$125,000

If US\$125,000 has not been raised within 4 months after the date of issue of this Information Memorandum, the Company shall repay (without interest) as soon as practicable all money received from Applicants for the CDIs.

7.4 Opening and Closing Dates

Submission of Applications may be made on or after the Opening Date. Application Forms duly completed with full payment of Application monies must be received by 5.00 p.m. Kuala Lumpur time on the Closing Date. The Company reserves the right to close the Offer early or extend the Closing Date at its discretion without notice.

7.5 NSX Listing

Application will be made to the NSX, for official quotation of the Company's CDIs to be issued under this Information Memorandum on the Official List of the NSX. No CDIs will be issued pursuant to this Information Memorandum unless such permission is obtained from the NSX.

If application to list on the NSX is not made, or if the CDIs issued pursuant to this Information Memorandum, are not listed for quotation within six months after the date of this Information Memorandum, all application monies will be refunded (without interest) as soon as practicable.

If the NSX admits Nanopac to the Official List, that fact is not to be taken in any way as an indication of the merits of Nanopac or of the CDIs now offered for subscription. The NSX, its officers and employees, take no responsibility for the contents of this Information Memorandum.

7.6 CHESS – Clearing House Electronic Sub-Register System

The Company will apply for admission to participate in the Clearing House Electronic Sub-Register System (CHESS) in accordance with the Listing Rules and ASX Settlement Operating Rules (Settlement Rules). CHESS is operated by the ASX Settlement Pty Ltd (ASXS), a wholly owned subsidiary of Australian Securities Exchange Ltd, in accordance with the Listing Rules and the Settlement Rules. On admission to CHESS, the Company will operate an electronic issuer sponsored sub-register and electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of securities.

Under CHESS, the Company will not issue CDI certificates to successful applicants. Instead, successful applicants will receive a holding statement, which sets out the number of CDIs that have been allocated to them pursuant to this Information Memorandum. If the CDI Holder is broker sponsored, ASXS will send a CHESS statement.

A holding statement (whether issued by the Company or CHESS) will also provide details of a CDI Holder's Holder Identification Number (HIN) (in the case of a holding on the CHESS sub-register) or Securityholder Reference Number (in the case of a holding on the issuer-sponsored sub-register).

Following distribution of these initial holding statements to all CDI Holders, a holding statement will only routinely be provided to a CDI Holder at the end of any subsequent month during which the balance of the CDI Holder's holding of CDIs changes.

7.7 Privacy

When you complete an Application Form, please note you are providing personal information to the Company, either directly or via the CDI registry. The Company collects, holds and will use that information to assess your Application, service your needs as a CDI Holder, facilitate distribution of payments and corporate communications to you as a CDI Holder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the CDI register, bidders for your CDIs in the context of takeovers, regulatory bodies, authorised securities brokers, print service providers, mail houses and the Company CDI registry.

Please note you can access, correct and update the personal information that we hold about you or an associated entity. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Information Memorandum.

Collection, maintenance and disclosure of certain personal information is governed by legislation and certain rules such as the Settlement Rules. Please note also that if you do not provide the information required on the Application form, the Company may not be able to accept or process your Application.

8. ADDITIONAL INFORMATION

8.1 Material Contracts

The descriptions of the Material Contracts in this sub-section do not purport to be complete and are qualified in their entirety by reference to the full terms of the Material Contracts. Apart from the matters mentioned below there are no contractual arrangements considered to be material for the purposes of this Information Memorandum and the Offer.

A summary of the material terms of each of the above contracts is set out hereunder:

8.1.1 Nanopac Acquisition Agreement

On 8 April 2014, the Company and the then shareholders in Nanopac (M) Sdn Bhd entered into an agreement, whereby the Company acquired all of the issued capital in Nanopac (M) Sdn Bhd.

In consideration the Company agreed to issue 37,500,000 fully paid Ordinary Shares and 20,000,000 converting Shares at par of US\$0.01 each.

8.1.2 Nanopac IP Arrangements

Dato' Dr. Cheng Kok Leong is the inventor of the patented Nano technology used by the Company: The patent is registered in his name. He is also the registered owner of the TradeMark "Nanopac". On 28 April 2014 Dato' Dr. Cheng Kok Leong formally licensed the use of the patented technology, the trademark and all related intellectual property to Nanopac (M) Sdn Bhd for nil consideration.

The Licence is a world-wide licence for 10 years and allows the Group to use the intellectual property for the manufacture, distribution and sale of products. The rights extend to future develop for enhancement of the IP including Nano Solar Cell manufacturing.

The licence may be sub-licensed to other parties.

The Group is required to maintain the registrations of the intellectual property.

8.2 Restriction Agreements

Nanopac has entered into a restriction agreement in the form set out in the NSX Listing Rules as per the requirements of the NSX with various CDI Holders in respect of 37,500,000 CDIs.

The restriction agreement provides that the CDI Holder will not apply for the CDIs held by him to be traded on the NSX for a period of 12 months after the date of listing.

Further restriction agreements may also be entered into by any other persons or entities as may be determined appropriate by the NSX. The terms of such agreements are entirely at the discretion of the NSX and similarly any CDIs

the subject of such restriction agreements will not be traded on the NSX for such period as may be determined appropriate by the NSX in its discretion.

8.3 Rights and Obligations Attaching to Shares

The ordinary shares which are represented by the CDIs to be issued pursuant to this Information Memorandum will rank equally in all respects with the Company's existing ordinary Shares.

The rights, privileges, liabilities and restrictions attaching to Shares are set out in the Constitution of the Company.

Share Capital

The share capital in the Company consists of ordinary shares and converting shares. All existing issued ordinary Shares and shares underlying the CDIs to be issued pursuant to this Information Memorandum are of the same class and rank equally in all respects.

Voting Rights

Subject to any rights for the time being attached to any class or classes of shares and provided no amount due and payable in respect of a call is unpaid, (at present there are no partly paid shares or unpaid calls) at a general meeting of the Company every holder of Shares present in person or by proxy, attorney or representative has one vote on a show of hands, and on a poll, one vote per Share.

Dividend Rights

Subject to the rights of holders of shares issued with any special preferential or qualified rights, the profits of the Company which the Directors of the Company may from time to time determine to distribute by way of dividend will be declared and paid according to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited), on the shares in respect of which the dividend is paid. Any amount paid up on a Share during the period in respect of which a dividend is declared only entitles the holder of that Share to an apportioned amount of that dividend as from the date of payment.

Rights on Winding-up

Subject to the Company's Constitution and any special rights attaching to any class of Shares, Shareholders will be entitled in a winding up to share in any surplus assets of the Company in proportion to the Shares held by them.

Transfer of Shares

Subject to the Company's Constitution and the International Companies Act 1987 (Samoa), the Company's Shares are freely transferable.

Creation and Issue of Further Shares

The allotment and issue of any new shares is at the discretion of the Board. Subject to any restrictions on the allotment of shares imposed by the Company's Constitution, or the International Companies Act 1987 (Samoa), the Board may issue those new Shares on such terms and conditions, and with rights and privileges, as the Board from time to time may determine.

Variation of Rights

At present the Company has only ordinary shares on issue. If shares of another class are issued, the rights, privileges and restrictions attaching to the shares may be altered with the sanction of a special resolution passed at a separate general meeting of the holders of the shares, or with the written consent of at least three quarters of the holders of the shares.

General Meetings

Each holder of shares is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the International Companies Act 1987 (Samoa) and the Listing Rules.

Buy Back

The Company may buy shares in itself in accordance with the International Companies Act 1987 (Samoa) on the terms and at the times determined by the Board.

Calls on Shares

Where shares are issued as partly paid (at present there are none) the Directors may make calls upon the holders of those shares to pay the whole of or a portion of the balance of the issue price. If a shareholder fails to pay a call or instalment of a call, then subject to the Corporations Act and the Listing Rules the shares in respect of the call may be forfeited in accordance with the Company's Constitution.

Unmarketable parcels

Subject to certain conditions the company may sell unmarketable parcels on issue as agent for the holders of those parcels. Shareholders will be provided with 6 weeks' notice enabling them to elect to retain their shares, the shares may be sold and the proceeds held in trust on behalf of the Shareholder.

8.4 Rights of CDI Holders

With the exception of voting rights CDI Holders have the equivalent rights as holders of ordinary Shares whereby the security is registered in their own name. This means that all economic benefits such as dividends, bonus issues, rights issues or similar corporate actions flow through to the CDI Holder as if the CDI Holder were the legal owner.

The ASX Settlement Operating Rules require the Company to give notices to CDI Holders of general meetings of shareholders. The notice of meeting must include a form permitting the CDI Holder to direct CDN to cast proxy votes in accordance with the CDI Holder's written directions. CDI Holders cannot vote directly at Shareholder meetings.

The CDI Holder must convert their CDIs into certificated shares prior to the relevant meeting in order to vote at the meeting in person.

8.5 Converting from a CDI to a Share

CDI Holders may at any time convert their holding of CDIs (tradeable on NSX) to certificated Shares:

1. for CDIs held through the issuer sponsored sub-register, contacting BoardRoom in Australia directly to obtain the applicable request form. The removed holding would then be registered into the same address that appeared on the Australian CDI register; or
2. for CDIs held on the CHESSE sub-register, contacting their controlling participant (generally a stockbroker), who will liaise with BoardRoom in Australia to obtain and complete the request form.

Upon receipt of a request form, the relevant number of CDIs will be cancelled and Shares will be transferred from CDN into the name of the CDI Holder and a registered share certificate be issued. This will cause your Shares to be registered on the certificated Samoan Register of Members and trading will no longer be possible on NSX.

A holder of Shares may also convert their Shares to CDIs, subject to any escrow arrangements, by contacting BoardRoom or their stockbroker (or applicable controlling participant). In this case, the Shares registered in the Shareholder's name will be transferred to CDN and a holding statement in respect of the CDIs will be issued to the CDI Holder. The CDIs will be tradeable on NSX.

8.6 Rights attaching to 'A' Class Convertible Shares.

Each Convertible Share has no rights to dividends but rank equally in all other respects with Ordinary Shares. The 'A' Class Convertible Shares will automatically convert into Ordinary Shares following the raising of a minimum of US\$30 million in additional share capital unless the holders of the 'A' Class Shares would hold greater than 75% of the Ordinary Shares on issue in which case only such numbers as would mean the holders would hold no more than 75% of the Ordinary Shares on issue would convert with the remainder converting only when the 75% threshold is no longer met. The 'A' Class Convertible Shares will not be listed on any stock exchange. No additional 'A' Class Convertible Shares other than those on issue at the date of this Information Memorandum can be issued.

8.7 Samoan Corporate Law

Nanopac is incorporated in Samoa as an international company under the *International Companies Act 1987* (Samoa) (the "ICA") and is subject to the laws of Samoa. The following section set outs some of the laws and regulations concerning shares in a company incorporated in Samoa.

This summary is provided as a guide only. You should seek your own professional advice in relation to the corporate law provisions in Samoa.

1. Restrictions on Membership

Under the ICA no natural person who is a citizen or resident of or domiciled in Samoa and no company incorporated or registered under the *Companies Act 1955* (Samoa) except a trustee company may be a shareholder of an international company such as Nanopac .

2. Powers of Company

An international company such as NANOPAC INNOVATION LIMITED has all the powers of a natural person unless specifically excluded by the company's Memorandum and Articles of Association.

3. Authorised Shares and Issue of Shares

Subject to the ICA and to the Company's Memorandum or Articles of Association, an international company shall have the power to issue shares having par value or no par value or a combination of both. The shares may be divided into one or more classes, with such rights and preferences as are provided for in the articles. The minimum issued capital is one share of no par value or one share of par value. Shares may be expressed in any currency.

4. Alterations of share capital

The ICA provides that an international company may, by special resolution, alter its memorandum and articles of association to:

- increase its share capital by the creation of new shares of par value or shares having no par value;
- consolidating or dividing its share capital or consolidating and reducing its share capital;
- converting ordinary or preference shares with par value into shares with no par value and vice a versa;
- cancelling shares that have not been taken or agreed to be taken or which have been forfeited;
- changing the denomination of the currency of the shares.

5. Reduction of Share

Subject to its Memorandum and Articles of Association, an international company may reduce its share capital by passing a special resolution of shareholders.

6. The Directors

The minimum number of directors for an international company such as NANOPAC INNOVATION LIMITED is one. The directors may be natural persons or subject to the Company's Memorandum and Articles of Association, bodies corporate. The directors need not be residents of Samoa nor, subject to the Memorandum and Articles of Association, is there any share qualification.

8. Company Secretary

An international company must appoint a company secretary who must be a resident of Samoa. The company secretary can be a natural person or a body corporate.

9. Annual General Meetings

An international company must hold its first annual general meeting within 18 months of the date of its incorporation and thereafter within six months of the end of its financial year.

10. Extraordinary General Meetings

Notwithstanding anything in the Memorandum and Articles of Association, the directors of an international company must convene a meeting of shareholders upon receiving a requisition of not less than 10% of the paid up capital to be held as soon as practicable but not later than 2 months after receipt of the requisition.

11. Financial Statements

There is no requirement under an ICA to lodge accounts, however, an international company must keep such record as the directors consider necessary to reflect the financial position of the company.

12. Taxation

Companies incorporated under the ICA are not liable to pay income or corporate tax in Samoa.

8.8 Litigation

The Company is not currently involved in any litigation or arbitration and is not aware of any threatened litigation or pending arbitration by or against it that is material.

8.9 Communication and Continuous Disclosure

Communication to CDI Holders

The Board aims to ensure that CDI Holders are informed of all major developments affecting the Company's state of affairs. Information will be communicated to CDI Holders through NSX announcements, the Company's annual report, annual general meeting, half and full year results announcements and the Group's website, www.nanopacinnovation.com.

Continuous disclosure

All relevant information provided to the NSX will be posted immediately on the Group's website, www.nanopacinnovation.com, in compliance with the continuous disclosure requirement

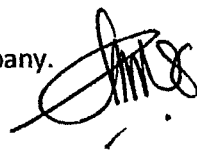
8.10 Statement of directors

The Directors report that after due enquiries by them, in their opinion, there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Information Memorandum.

.11 Authorisation

This Information Memorandum is authorized by a resolution of the directors of the Company who consent to its lodgment with the NSX and its issue.

Signed by a director of the Company.



Dated: 11 June 2014

NANOPAC INNOVATION LTD
SAMOAN Reg. No.62939 ARBN 169 020 580

Before completing this Application Form, you should read the Information Memorandum dated 11 June, 2014 and the instructions overleaf.
PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE NEXT PAGE.

A I/We apply for

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CDIs in **NANOPAC INNOVATION LIMITED** at US \$0.01 per CDI or such lesser number of CDIs which may be allocated to me/us by the Directors.

B I/We lodge full application monies of

\$								
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First Name (PLEASE PRINT)

Surname (PLEASE PRINT)

[illegible]

D Postal Address (PLEASE PRINT)

Street Number

Street

[illegible]

Suburb/Town

State

Post code

Date: _____												Page: _____			Page: _____		

E Contact Name

Telephone number – Business hours

															(<table border="1"><tr><td></td><td></td></tr></table>)										

E-mail address[illegible]

F CHEQUE DETAILS

Drawer

Bank

BSB

Amount of cheque

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Declaration and Statements:

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the terms and conditions set out in the Information Memorandum and by the Constitution of the Company;

I/We acknowledge that the Company will send me/us a paper copy of the Information Memorandum free of charge if I/we request so during the currency of Offer;

I/We authorise the Company to complete and execute any documentation necessary to effect the issue of CDIS to me/us; and

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for CDIS in Nanopac Innovation Limited and that no notice of acceptance of the application will be provided.

THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE INFORMATION MEMORANDUM DATED 11 JUNE 2014.

HOW TO COMPLETE THE APPLICATION FORM

Applications must be made on the Application Form attached to this Information Memorandum. Please complete all relevant parts of the Application Form using BLOCK LETTERS.

- A) Enter the NUMBER of CDIs you wish to apply for. The application must be for a minimum of 1,000 CDIs and thereafter in multiples of 1,000 CDIs
- B) Enter the TOTAL AMOUNT of application money payable. To calculate the amount, multiply the number of CDIs applied for by US \$0.01
- C) Enter the FULL NAME(S) of all legal entities that are to be recorded as the registered holder(s). Use correct forms of registered name (see below). Applications using the wrong form of name may be rejected.
- D) Enter the POSTAL ADDRESS for all communications from the Company. Only one address can be recorded.
- E) Enter a CONTACT NAME and TELEPHONE NUMBER(S) of a person the share registry can speak to regarding any queries they may have on the Application.
- F) Enter the details of cheque(s) accompanying the Application Form in payment of application monies.

DECLARATION AND STATEMENTS

Before completing the Application Form the Applicant(s) should read the INFORMATION MEMORANDUM dated 11 June 2014. The Applicant(s) agree(s), June upon and subject to the terms of the Offer, to take any number of CDIs equal to or less than the number of CDIs indicated on the Application Form that may be allotted to the Applicants pursuant to the Offer and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the Application will be provided by the Company prior to the allotment of CDIs. Applicants agree to be bound upon acceptance by the Company of the Application.

If your Application Form is not completed correctly, it may still be treated as valid. The Company's decision as to whether to treat your Application as valid, and how to construe, amend or complete it shall be final.

There is no requirement to sign the Application Form.

PAYMENT

Applications for Shares must be accompanied by the application money of US\$0.01 per CDI (in Australian currency). Cheques should be made payable to "Nanopac (M) Sdn Bhd Limited.

Alternatively funds may be deposited directly into the account set out in section 7.1 of the Information Memorandum.

LODGING OF APPLICATIONS

Applications should be lodged at the address set out in section 7.1 of the Information Memorandum.