

# EDTRIN GROUP LIMITED

ARBN 169 021 256

13 October 2014

Mr Ian Craig  
The National Stock Exchange of Australia Limited  
Suite 12  
415 Riversdale Road  
Hawthorn East, Victoria 3123

Dear Mr Craig

## APPLICATION FOR LISTING EDTRIN GROUP LIMITED

### 1. General

- 1.1 *Applicant:* EDTRIN GROUP LIMITED.  
ARBN 169 021 256
- Date of Incorporation:* 7 March 2014
- Place of Incorporation:* Samoa
- 1.2 The Applicant was registered  
as a foreign company on: 9 April 2014.
- 1.3 *Principal Registered Office:* c/- ASIACITI TRUST SAMOA LTD  
LEVEL2 LOTEMAU CENTRE  
VAEA CENTRE  
APIA, SAMOA
- 1.4 *Registered Office in Australia:* c/- Highgate Corporate Advisors Pty Ltd  
31 Highgate Cct  
Kellyville NSW 2157
- Address at which Registered holders is kept:*  
Boardroom Pty Ltd  
Level 8, 446 Collins Street  
Melbourne VIC 3000
- 1.5 The Applicant formerly requests to be admitted to the Official List of the National Stock Exchange of Australia Limited ("NSX") and for the quotation of its shares on the NSX.
- Nature of Securities:* Shares

Amount of Securities: 62,925,025

Class of Securities: CDI's representing Ordinary Shares

Voting Rights attached to the Securities: 1 vote per member on a show of hands, 1 vote per share on a poll

*Are the securities fully paid:* Yes

- 1.6 *Proposed methods by which the securities are to be brought to listing:* Information Memorandum – Offer document that does not require disclosure under Corporations Act

*Details of any proposed distribution of the securities:* Nil

- 1.7 *Estimated market capitalisation of the securities which listing is sought:* US\$629,250

- 1.8 *Estimate of net proceeds of the issue and the intended use of the proceeds:* US\$250,000

- 1.9 *The name of any other stock exchange on which any securities of the Company are listed or traded:* Nil

## 2. Share capital and ownership

- 2.1 *The designation title of each share:* CDI's representing Ordinary Shares

*Number of shares issued:* 62,925,025 CDI's

*The voting rights attached to each share:* 1 vote per member on a show of hands, 1 vote per share on a poll.

*The amount of fully paid up shares:* US\$629,250.25

*The shareholdings of directors and officers:* Graeme Coomber – 13,109,600  
Steven Maskell – 10,337,694

*Names of shareholders who own 5% or more of the shares:* Graeme Coomber  
13,109,600 CDI'S  
( 20.8%)

Steven Maskell  
10,337,694 CDI's  
( 16.4%)

2.2 *Register of Shareholders: Please see the attached Shareholders' Register*

### **3. Securities**

An outline of the principal terms of the *securities* the applicant wishes to *list*:

Each share entitles the holder thereof to one vote at the Company's general meeting. There are no limitations under the Articles of Association and under Samoan law on the rights of non-residents of Samoa or non-Samoan citizens to hold or vote on the company shares under Samoan law citizens or residents of Samoa may not hold shares or CDI's in the Company. None of the company shares carry any special rights. Upon the Company's liquidation winding up, holders of shares will be entitled to participate, in proportion to their respective nominal share capital in the Company held by them in any surplus assets remaining after payment of the Company's creditors.

### **4. History and nature of business**

Please refer to Chapters 1 and 2 of the Information Memorandum attached to this Application.

### **5. Tabulation of Balance Sheet**

The Applicant was established in Samoa under the Samoan international Companies Act, on 4 March 2014 and so does not have 3 years of trading history. A copy of its audited consolidated balance sheet as at 31 July 2014 will be provided as part of this Application. Accompanying this Application are copies of the Consolidated Financial Statements of Finpa New Media Pty Limited as at 31 December 2012 and 31 December 2013 which will be acquired by the Company on approval to list.

### **6. Edtrin Group Ltd**

See the consolidated balance sheet as at 31 July 2014 to be provided

### **7. Employees**

The total number of persons regularly employed by the Applicant is currently 2. Within the acquisition of Finpa New Media Pty Ltd this will increase to 11.

The number of persons regularly employed by the Applicant is not subject to seasonal fluctuations.

### **8. Child entities**

As a result of transactions relating to the acquisition of Finpa New Media Pty Ltd Finpa New Media Pty Ltd and its subsidiaries FinPa Australia Pty Ltd and FinPa Elearning Pty Ltd upon approval to list the CDI's on become subsidiaries of the Company.

### **9. Dividend record**

As at the date of this application there have been no dividends declared by the Applicant.

## **10. Properties**

[Neither the Applicant nor its child entities have properties either owned or leased].

## **11. Litigation**

As at the date of this Application there has been no litigation or claims of material importance made, or which is pending or threatening, against the Applicant or any of its subsidiaries.

## **12. Management**

12.1 *Names, residential addresses and descriptions of directors, proposed directors and management:*

**Graeme Coomber, Director and CEO – Gallinas, Hillhouse Lane, Sadberge, Darlington, County Durham, DL2 1SJ, United Kingdom**

**Steven Maskell, Director and COO - 7-117 Beach Road Hearne Bay, Auckland New Zealand**

For qualifications and expertise please refer to section 4.4 of the attached Information Memorandum.

12.2 *The nature of any family relationship between the persons mentioned in (1).*

*There are no family relationships between the persons mentioned in 12.1.*

12.3 A brief account of the business experience of each of these persons during the last five (5) years.

Please refer to page section 4 of the attached Information Memorandum .

12.4 *Are the directorships held by each director or proposed director in any publicly listed or traded companies.*

**No**

12.5 No director or proposed director has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy partition filed against him or any partnership in which he was a partner or any body corporate of which he was a director or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he has been a member, or any securities supervisory or regulatory body or any such event is pending.

**No**

### 13. No, bankers, etc.

- 13.1 *The names and addresses of the Applicant's sponsor, financial advisors, principle bankers, nominated adviser, share registrar/transfer agent and solicitors.*

Please refer to the Corporate Directory of the attached Information Memorandum.

The Nominated Advisor is Highgate Corporate Advisors Pty Ltd.

- 13.2 *The name, address and professional qualifications of the Applicant's Auditors.*

The Applicant's auditors are IQBAL YASIR & COMPANY – please see the Corporate Directory of the attached Information Memorandum.

### 14. Statement of non-compliance

*A statement of any requirements of the Listing Rules which cannot be met by the Applicant.*

Nil.

### 15. Declaration

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

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.

Yours faithfully

EDTRIN GROUP LIMITED



GRAEME COOMBER

Director 13 October 2014