



TG AGROSOLUTIONS LIMITED

A.C.N. 603 108 925

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Date: 27 December 2014

National Stock Exchange of Australia Limited

Suite 1.2
415 Riversdale Road
Hawthorn East
VIC 2123

Attn: Mr Ian Craig

Dear Sir,

RE: PROPOSED LISTING ON THE NATIONAL STOCK EXCHANGE OF AUSTRALIA LIMITED
- TG AGROSOLUTIONS LIMITED (ACN 603 108 925) ("TGA AUSTRALIA" or the "Company")

TGA Australia is proposing to apply for the listing of and quotation for all its ordinary fully paid up shares on the National Stock Exchange of Australia Limited.

In furtherance there, we set out below the relevant requested information of our Company for your kind consideration:

1. General

- (1) the name of the applicant and the date and place of incorporation;

TG AGROSOLUTIONS LIMITED (ACN 603 108 925) is a company incorporated in Australia and registered in Victoria on 28 November 2014.

- (2) if not incorporated in Australia, the date on which the applicant became registered under the Corporations Act;

Not applicable.

- (3) the address of the principal registered office and the address of each office at which a share register is kept;

The registered office of the Company is located at Level 7, 207 Kent Street, Sydney NSW 2000.

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

We formally request listing of the Company's fully paid ordinary shares ("Shares").

The 252,000,000 Shares on issue by the Company are Fully Paid Ordinary Shares having the rights set out in the Constitution of the Company. The holders of Shares in the Company are entitled to one vote per share in a General Meeting on any matter that can be voted upon by the Shareholders. The holders of Shares have no pre-emptive or other rights to subscribe for additional Shares. All issued Shares are fully paid. Refer to Section 5 of the Information Memorandum for further information on the rights attaching to the Shares.

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

The Company is proposing a compliance listing. As at the date of this application, the Company has 59 shareholders.

No new capital was raised or available to the Company as a result of this listing. The listing of the Shares may have favourable consequences for the Company's shareholders who may wish to trade their shares through a stock exchange. The Listing of the Shares on the NSX may also provide access to an efficient facility for executing any future transactions in Shares of the Company.

- (6) the estimated market capitalisation of the securities for which a listing is sought;**

<i>Total shares on issue and to be quoted</i>	<i>252,000,000 shares</i>
<i>Estimated market price per share</i>	<i>AUD 0.35</i>
<i>Estimated market capitalization</i>	<i>AUD 88,200,000.00</i>

- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and**

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

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

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

2. Share capital and ownership

- (1) A list in tabular form of:**

- (i) the designation or title of each class of share;**

The Company has one class of shares on issue being fully paid ordinary shares. However, it is anticipated that a number of its shares will be subject to NSX imposed escrow. Accordingly, for listing purposes, the Company will effectively have two classes of shares being fully paid ordinary shares and fully paid ordinary shares escrowed for 12 months or 24 months, depending on the relationship of the shareholder to the Company.

(ii) the number of shares issued;

252,000,000 fully paid ordinary shares are currently on issue of which, the Company anticipates, 63,204,450 will be escrowed for 12 months and 107,216,650 will be escrowed for 24 months.

(iii) the voting rights attached to each share;

All Shares have the same voting right. Each Share has one vote.

(iv) the amount of fully paid up shares;

252,000,000 Shares.

(v) the shareholdings of the directors and officers of the issuer; and

Please refer to Section 9 of the Information Memorandum.

(vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings.

Name	Shares	%
Yap Foot Loy	60,000,000	23.81%
Tong Gee Pun	34,043,625	13.51%
Tan Lai Choo	20,000,000	7.94%
Wong Kok Kee	19,830,825	7.87%

(2) A list in tabular form of the names of all shareholders of the issuer including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.

A list of shareholders is enclosed as **Appendix 1** if this letter of application.

3. Securities

An outline of the principal terms of the securities the applicant wishes to list.

The Company is proposing to list all its ordinary shares on issue being 252,000,000 fully paid ordinary Shares. The rights attaching to the Shares are summarised in Section 5 of the Information Memorandum.

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the issuer for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the issuer and its child entities, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method

of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

Please refer to Sections 4, 5, 9, 10, 11 and 12 of the Information Memorandum.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has subsidiaries, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

Please refer to Section 12 of the Information Memorandum.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

Please refer to Section 12 of the Information Memorandum.

7. Employees

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

The Company has 5 directors (2 executive and 3 non-executive directors) and the Company's subsidiary TG Agro Seedlings Sdn Bhd employs 71 employees.

8. Child entities

A tabular list of all child entities showing in respect of each such corporation:-

- (1) the name of the corporation;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) share capital by classes, showing the amount issued and the amount owned by the holding entity.

Subsidiaries Name	Nature of Business	Share capital by classes, amount issued and owned by the holding entity.
TG AgroSolutions Sdn Bhd	A holding company which was incorporated to hold 100% of	The total issued and fully paid up ordinary shares of TG

	<i>the operating company in conjunction with the listing exercise.</i>	<i>AgroSolutions Sdn Bhd consist of 3,500,000 ordinary shares of par value RM1.00 each. The Company is the holder of 100% of the issued and fully paid-up ordinary shares of TG AgroSolutions Sdn Bhd.</i>
<i>TG Agro Seedlings Sdn Bhd</i>	<i>Is the operating business which carries on the agriculture activities of the Group.</i>	<i>The total issued and fully paid-up ordinary shares of TG Agro Seedlings Sdn Bhd consist of 500,000 ordinary shares of RM1.00 each. TG AgroSolutions Sdn Bhd is the holder of 100% of the issued and fully paid-up ordinary shares of TG Agro Seedlings Sdn Bhd.</i>

9. Dividend record

State the number of consecutive years in which dividends have been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its child entities) for each of the three (3) preceding years. Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.

Neither the Company nor TG AgroSolutions Sdn Bhd (TGS), a wholly owned subsidiary of the Company, have declared or paid any dividends since their incorporation.

TG Agro Seedlings Sdn Bhd, a wholly owned subsidiary of TGS, declared an interim tax exempt dividend on 3 November 2014 amounting to RM4,000,000 in respect of the financial year ended 31 December 2014. The dividend was paid to then shareholders on 3 November 2014.

10. Properties

Describe briefly the general character of the properties of the applicant and its child entities, including:

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

Location	Land Area	No. of Buildings	Aggregate floor area of buildings	Whether Property owned or leased	Total rental paid for each 3 preceding financial years	Term
<i>Lot 189, Block 1 Lambir Land District, 98000 Miri, Sarawak</i>	<i>0.433 hectares</i>	<i>2</i>	<i>3000 m2</i>	<i>Leased</i>	<i>8,400</i>	<i>2 years</i>
<i>Lot 190, Sze Chuan Road, 98000 Miri, Sarawak</i>	<i>0.404686 hectares</i>	<i>0</i>	<i>-</i>	<i>Leased</i>	<i>8,400</i>	<i>2 years</i>
<i>Lot 4383, Sze Chuan Road, 98000 Miri, Sarawak</i>	<i>0.191821 hectares</i>	<i>0</i>	<i>-</i>	<i>Leased</i>	<i>4,800</i>	<i>Until terminated</i>
<i>Lot 7804, Block 5, Lambir Land District 98000 Miri, Sarawak</i>	<i>0.485623 hectares</i>	<i>1</i>	<i>139 m2</i>	<i>Leased</i>	<i>12,000</i>	<i>Until terminated</i>
<i>Lot 174, Block 9 Lambir Land District, 98000 Miri, Sarawak</i>	<i>12.22 hectares</i>	<i>1</i>	<i>2300 m2</i>	<i>Leased</i>	<i>6,000</i>	<i>3 years</i>
<i>Lot 1249, Block 9 Lambir Land District, 98000 Miri, Sarawak</i>	<i>40.163 hectares</i>	<i>2</i>	<i>4600 m2</i>	<i>Leased</i>	<i>96,000</i>	<i>10 years</i>

11. Litigation

Particulars of any litigation or claims of material importance made against any member of the group in the last five (5) years or which is pending or threatened against any member of the group, or an appropriate negative statement.

Neither the Company nor any of its subsidiaries are aware of any actual, pending or threatened litigation or claims of material importance made against any member of the group in the last 5 years..

12. Management

- (1) the full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every director or proposed director and any person who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the group if significant to the group;

Name	Principle Function	Address
Yap Foot Loy	Executive Director	Lot 5185, Jalan Friendship 1, Taman Friendship, 98000 Miri, Sarawak, Malaysia.
Ha Bin Khean	Executive Director	Block C, Unit C-13-10, Damansara Suria Apartment, Taman KIP (Kipark Damansara), 52200 Kuala Lumpur, Malaysia.
Tunku Syed Razman bin Tunku Syed Idrus Al-Qadri	Independent Non-Executive Director	Balai Rasmi Tunku Besar Tampin, 73000 Negeri Sembilan, Malaysia.
Qiao Fu Cong, Anson	Independent Non-Executive Director	18 Milton Street, Bedford Park SA 5042, Australia.
William Tan Keng Yaw	Independent Non-Executive Director	75/21 East Crescent St, McMahon's Point, NSW 2060.

- (2) the nature of any family relationship between the persons mentioned in (1);

There are no family relationship between the persons mentioned in (1).

- (3) a brief account of the business experience of each of these persons during the last five (5) years;

Please refer to Section 11 of the Information Memorandum.

- (4) indicate any other directorships held by each director or proposed director in any publicly listed or traded companies; and

Save for Mr. William Tan Keng Yaw who is an independent non-executive director of AdvanceTC Limited, none of the other directors hold any directorships in any publicly listed or traded companies.

- (5) state if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her 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 or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.

None of the Directors have, in any jurisdiction, been convicted in any criminal proceedings or have had a bankruptcy petition 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 regulated securities association of which he is or has been a member of any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- (1) the names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and**

Please refer to Section 7 of the Information Memorandum. The Company has applied to the NSX for a waiver from the requirement to appoint a sponsoring broker.

- (2) the name, address and professional qualifications of the issuer's auditors.**

Please refer to Section 7 of the Information Memorandum. The Company has not yet appointed an auditor.

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

Other than Listing Rule 2.2 from which the Company is seeking a waiver, the Company will meet each of the requirements of the NSX Listing Rules.

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.

EXECUTED BY TG AGROSOLUTIONS LIMITED

In accordance with Section 127(1) of the Corporations Act 2001 (cth) by:



.....
Name: YAP FOOT LOY
Designation: Director



.....
Name: HA BIN KHEAN
Designation: Director