

**EMERGING CAPITAL LTD**  
**SAMOAN REGISTRATION NO: ( 66831)**

**ARBN 603 393 782**

# **INFORMATION MEMORANDUM**

**IN RESPECT OF THE ISSUE OF 2,000,000 CDIS ISSUED AT US\$0.20 EACH FULLY PAID AND  
THE LISTING OF THE COMPANY ON THE  
NATIONAL STOCK EXCHANGE OF AUSTRALIA PTY LIMITED**

## **Important Notice**

This Information Memorandum is dated 22 December 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.

## **Suitability of Investment & Risks**

Before deciding to invest in the Company, prospective investors should read this Information Memorandum entirely and, in particular, the summary of the Group's business in section 5 and the risk factors in section 5. 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.

**Closing Date** 2 January 2015

**Company or ECL** means Emerging Capital Limited a company registered under the ICA with Samoan registered no 831, and registered as a foreign company in Australia with ARBN 603 393 782.

**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.

**Emerging HK** means Emerging Capital Ltd, a Hong Kong registered company.

**FSE** means the Frankfurt Stock Exchange.

**Group** means Emerging and its subsidiary, Emerging HK.

**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.

**Malian Projects** means the new technology projects identified in section 4.5

**Listing Rules** means the Official Listing Rule of the NSX.

**NSX** means National Stock Exchange of Australia Ltd.

**Offer** means an offer invitation to make Applications in the terms of this Information Memorandum to acquire 2,000,000 CDI's for the Offer Price.

**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.

**SME** means small to medium sized entity.

## **CORPORATE DIRECTORY**

### DIRECTORS

KHANDAKAR ABUL KASHAM

MARIA MICHELA AIDA CHANEL BIANCHI

### SECRETARIES

WESTCO SECRETARIES LTD

LEVEL 2 LOTEMAU CENTRE

VAEA STREET

APIA SAMOA

ANDREW BRISTOW - AUSTRALIA

### 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, 2<sup>ND</sup> FLOOR,

FLAT NO.15,

VAMI COMPLEX

USMAN BLOCK, NEW GARDEN TOWN,

LAHORE PAKISTAN

(REGISTERED IN SAMOA)

### CDI/SHARE REGISTRY

BOARDROOM PTY LIMITED

LEVEL 7, 207 KENT STREET,

SYDNEY NSW 2000

## 1. CHAIRMAN'S LETTER

Dear Investor

I invite you to become a shareholder in Emerging Capital Limited.

Emerging has recently been established as an investment company with the objective of achieving above market returns to both the Company and its shareholders.

The Company is the parent Company of Emerging Capital Ltd of Hong Kong. The Company's major investment focus is intended to be within the technology, financial services, communications and internet market sectors, targeting start up to medium sized entities with particular emphasis on the emerging markets in the European, Asia Pacific, Indian sub-continent and Middle Eastern regions.

The Company's Directors and management have extensive investment, corporate finance and capital raising experience. They have diverse industry experience and are well qualified to implement the Company's investment strategy and to position the Company for long term capital growth and shareholder returns.

In seeking to achieve above market returns, Emerging Capital's main objective will be to invest in or facilitate projects or businesses where the Company will take a principal role in financing arrangements and/or early business development, with the ultimate aim of taking these projects public on a recognised stock exchange. Emerging acts as an incubator for SME's who otherwise have no opportunity to raise funds or be exposed to international opportunities. Through the Emerging Group, clients will gain exposure to the stock markets and access to private equity funds, hedge funds, as well as private sophisticated investors. The achievement of listed status for each project undertaken or invested in represents the Company's main exit strategy.

The Group's operations are based in Hong Kong. Emerging as the parent company of the Group will hold pre-IPO investments in SME's with investments generally between US\$5million and US\$50 million.

Through ECL'S subsidiary, Emerging Capital Limited which is based in Hong Kong, the Group also provides financial consulting services including financial analysis, listing on the Stock Exchanges, business plan development, website development, and fund raising. Emerging HK has been operating since 2010 and profits generated by Emerging will be used to support the Group's operations and partly fund ECL'S investment activities.

Through Emerging HK's operations the Company expects to identify many investment opportunities. Emerging Capital HK has a 50% interest in three start up technology projects which have been by teams lead by Maria Bianchi who is a director and 50% Shareholder in the Company.

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 make its initial investments.

Applicants for CDI's should understand that investment in Emerging Capital Limited is inherently more speculative than an investment in a company carrying on an established business where the assets or business can be subjected to independent scrutiny by independent experts whose reports would ordinarily form part of the Information Memorandum.

On behalf of the Directors, I invite you to consider this opportunity to participate in ECL'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 2,000,000 CDIs To raise an initial US\$400,000

The Offer is for the issue of 2,000,000 CDIs at the Offer Price of US\$0.00 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 2,000,000 CDIs and the underlying Shares will represent 33.3% of the 6,000,000 issued CDI's in the Company at the completion of the Offer. In addition to the 2,000,000 CDI's held by each of the Directors, they also each hold 750,000 Converting Shares. The Converting Shares will not be listed on NSX until they convert into Shares. See Section 7.6 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 Emerging 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 7.4 and 7.5.

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 investments in new technologies such as the Italian Projects and SME investments as they arise;
- to provide additional working capital.

Once listed on the NSX the Company intends to seek to raise up to an additional US\$ 40,000,000 on the FSE for the

following Group purposes:

	USD\$
Investment Activities	20,000,000
Italian Projects	10,000,000
Costs of Capital Raising	5,000,000
Expand Emerging HK's Consulting Business	3,000,000
Working Capital	2,000,000
Total	40,000,000

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

## 2.4. Ownership and Escrow

There are 4,000,000 CDI's fully paid and 1,500,000 Converting Shares on issue as at the date of this Information Memorandum. These Shares were issued to the Directors in consideration for the sale of Emerging HK to the Company. Details of the agreement for sale of the shares in Emerging HK can be found in section 8.1.2.

The Directors will at the time of listing on the NSX each hold 33.3% of the CDI's and 50% of the Converting Shares which are non-voting shares in the Company and thereby control 66.7% of all votes in general meeting. As such, assuming full subscription under this Offer, he will be in a position to pass ordinary, including resolutions to appoint or remove Directors and to block the passage of special resolutions. Individually each Director could block the passage of a special resolution.

Most if not all of CDIs and Converting Shares held by the Directors will be subject escrow for 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	4,000,000	1,500,000
CDI's represented by CDI's under this Offer	2,000,000	NIL
Total CDI's on issue following the Offer	6,000,000	1,500,000
Full amount to be raised under the Offer	US\$400,000	NIL
Offer Price per CDI	US\$0.20	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 shares converting when the NSX spread requirements are not breached. Assuming all Converting Shares convert and US\$ 40,000,000 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	6,000,000	1,500,000
Shares offered at US\$1.00 on FSE	40,000,000	Nil
Ordinary shares issued on conversion of Converting Shares	1,500,000	Nil
Total Shares on issue following raising of US\$ 40,000,000 on FSE	47,500,000	Nil

## 2.5. Timetable of the offer

Opening Date of the Offer <sup>1</sup>	22 December 2014
Closing Date of the Offer <sup>2</sup>	02 January 2015
Allotment of CDI's under this Information Memorandum	12 January 2015
Quotation of CDI's on the NSX	29 January 2015

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

2. The 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?	Emerging Capital Limited Samoan Registered Number 66831. Emerging is the parent company of the Emerging Group.	Section 4
Who is Emerging Capital Limited and what does it do?	<p>Emerging was incorporated on 21 November 2014 under the Samoan International Companies Act, 1987.</p> <p>The Emerging Group acts as an incubator for SME's and developers of new technologies who otherwise have no opportunity to raise funds or be exposed to international opportunities. ECL'S clients will gain exposure to the stock markets and access to private equity funds, hedge funds, as well as private sophisticated investors.</p> <p>The Group is mainly based in Hong Kong with offices in Hong Kong and New York.</p> <p>Emerging as the parent company of the Group will hold investments of up to 50% of an SME's capital with investments of generally between US\$5million and US\$20 million as well as providing loans and other corporate facilities.</p> <p>The Activities carried on by Emerging HK include financial consulting, financial analysis, listing on Stock Exchanges, business plan development, website development, and fund raising.</p>	
What is the Offer?	The Offer is for the issue of 2,000,000 CDI's each of which represent one ordinary share in the Company. The Shares underlying the CDIs to be issued under this Offer will represent 33.3% of the Ordinary Shares in Emerging and 33.3% of the securities listed on NSX immediately following completion of the Offer.	Section 2.1
What is the Offer Price?	US\$0.20 per CDI	Section 2.1
What is the number of Shares on issue?	<p>Prior to the Offer, there were 4,000,000 Ordinary Shares and 1,500,000 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 6,000,000 Ordinary Shares represented by 6,000,000 CDI's and 1,500,000 Converting Shares on issue.</p> <p>The Company intends to apply to the NSX for 6,000,000 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"> <li>• Exposure to investments in SME's around the world and to the new technologies.</li> <li>• Group supported by profitable consulting business by Emerging HK through which Emerging is able to identify potential investments.</li> <li>• Emerging has global contacts and consultants to assist in provision of its services and who identify potential investments.</li> </ul>	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"> <li>• The new technology may not work or operate as anticipated</li> <li>• Investment in SME is uncertain and more risky than investing in listed securities or government debt securities.</li> <li>• Foreign exchange risk as investments in multiple countries.</li> <li>• Regulatory and political risk.</li> </ul>	Section 5
What is the financial position of the Company?	Emerging is the parent company of the Emerging Group. Emerging HK the wholly subsidiary of Emerging has traded profitably and as at 29 November 2014 had assets of over US\$930,000 had accumulated profits of over HK 919,000. The Company will source funds in US\$ of up to US\$40 million to fund its investment programme.	Section 5
Who are the Directors of the Company?	<p>The Directors of the Company are:</p> <p>Khandakar Abul Kasham Rezbi – Chairman</p> <p>Maria Michela Aida Chanel Bianchi – Non-Executive Director</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\$40,000,000 after listing on FSE to fund its investment strategy.	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 EMERGING**

### **4.1. Overview**

Emerging was incorporated on 21 November 2014 in Samoa International Companies Act, 1987. The Company is registered as a foreign company in Australia to facilitate its listing on NSX and its ARBN is 603 393 782.

The objective of Emerging and its subsidiary Emerging HK, a Hong Kong registered Company, is to serve the comprehensive needs of businesses in the full range of the business cycles. Emerging HK has clients, advisors and consultants around the globe. Emerging engages the staff of experienced professionals to handle consulting projects.

Emerging acts as an incubator for SME's and developers of new technologies who otherwise have no opportunity to raise funds or be exposed to international opportunities. The Emerging Group's clients will gain exposure to the stock markets and access to private equity funds, hedge funds, as well as private sophisticated investors.

The Group is mainly based in Hong Kong with offices in New York. Emerging as the parent company of the Group will hold pre-IPO investments in SME's with investments generally between to US\$5 million and US\$ 50 million.

The Activities carried on by Emerging HK are financial consulting, financial analysis, listing on the Stock Exchanges, business plan development, website development, services, and fund raising. Emerging HK's business gives the Group an early opportunity to identify and assess potential investment opportunities.

Emerging through its subsidiary Emerging Capital HK has a 50% interest in the Italian Projects which it aims to develop by initially funding the building of prototypes and then developing the technologies commercially or selling the technology.

The primary investment objective of the Company is to develop as an aggressive investment and transaction oriented business focused on wealth creation for its shareholders. The main investment activities of the Company are expected to focus on small to medium sized enterprises and new technologies that are suitable for future listing on recognised stock exchanges and may require further working capital, development assistance and/or management to realize their respective potential. The major investment focus is intended to be within the manufacturing, construction, the financial services, communications and internet market sectors targeting start – up to medium sized entities with particular emphasis on the emerging markets in the European, Asia Pacific, Indian sub-continent and Middle Eastern regions.

To avoid any adverse impact on the Company from any single or individual investment loss, the Company proposes to invest in a number of business development and security interests in diverse global jurisdictions.

The Company's underlying investment philosophy, investment strategy and assessment criteria are set out in more detail in Section 4.2 of this Information Memorandum.

### **4.2. Investment Objective**

The Company's investment objective is to achieve above market returns for its shareholders from its investment activities.

The major investment thrust of the Company will be strategic and leveraged investments in companies and projects the Company can progress, value-add and independently list on a stock exchange within a target 18 to 36 month time frame from acquisition.

Generally, Emerging will seek to retain and hold between 15% and 35% of the post – IPO share capital of each company it invests in.

Should any assets be otherwise realised, for either cash and/or shares, then a percentage of any net proceeds of such realisation may be distributed proportionately to the Company's shareholders, at the discretion of the Company and also subject to compliance with the ICA and the Listing Rules.

Emerging intends to utilize the established relationships of Emerging HK with current funding sources to grow SMEs in emerging markets. Emerging acts as an incubator to these businesses by providing them with funding, growth strategy, business development, with a view to team raising capital and listing on a Stock Market or identifying other investment opportunities.

### **Investment Strategy**

The Company's major investment initiatives encompass the following key strategic objectives:

- Significant positions usually 50% or more pre -IPO will be sought in project candidates.
- Generally investment projects will be structured with an identified short to medium term exit strategy through a public listing on a stock exchange.
- Alternative exit strategies that may be considered such as sale, joint venture or similar within an 18 to 36 month target time frame.
- The Company will seek to significantly value add each investment project within a target 3 to 12 month time frame from acquisition or participation.
- The Company intends to retain a substantial interest of all projects as an investment interest, will generally comprise 15% to 35% of the post- IPO listed shares of the company invested in.

### **4.3. Emerging HK's Consulting Business**

The Group's consulting business is undertaken by Emerging HK. Emerging HK was established in 2010.

The global consulting industry is a growing industry. According to Plunkett Research, the revenue of this industry will be about \$391 billion in 2012, a \$25 billion increase in revenue from 2011's figure. Consulting is a somewhat cyclical industry. A significant growth in the industry was posted during the housing boom period but 2008-2009 marked a challenging period in light of the global economic downturn and shrinking corporate budgets. However, the ever increasing needs for capital and international exposure in order to thrive under global competition has pushed companies in emerging nations to go to consultants to seek business advices and funding resources.

The growth in consulting industry has attracted competitors to jump into the market. Many are inexperienced newcomers who are trying to ride the wave. Emerging sets itself apart from the competition by employing experienced professionals in the industry who can give clients a more objective look on their business strategy. Moreover, Emerging has established relationships with auditors, law firms, stock exchanges, international lenders, private equity funds, hedge funds, and sophisticated private investors who would be interested in funding international projects. The marketing campaigns required by Emerging HK are focused on advertising its competitive edge and building relationships with new and

existing clients. Emerging HK believes in providing an exceptional service to its clients that will result in a positive word of mouth campaign by satisfied clients.

Emerging HK takes a holistic approach to marketing strategy development and implementation to help clients identify the most effective and efficient ways to move their performance forward. Emerging treats clients as integrated partners and enables them to reach their business targets through close cooperation and support. The Company favors long-term relationships.

Emerging HK will continue to expand its relationships with fund sources and build database of prospective client. With a niche market in growing countries in Asia, ongoing research must be done to accommodate the ever changing business regulations and country as well as industry growth.

As Emerging HK does not focus on one main industry, it is difficult to determine the “average customer” of the business. Clients can come from technology industry, housing, telecommunication, or even industrial sectors. Any business needing funds or international exposure to grow its market is a potential client of Emerging HK. However, Emerging HK tries to keep its focus on start-up companies where a major lack of business knowledge and expertise usually occurs.

The objective is to nurture and grow SMEs in growing countries. The Company is committed to delivering value through intensive research of businesses, industry analysis and macroeconomic analysis to determine the best growth strategy for its clients.

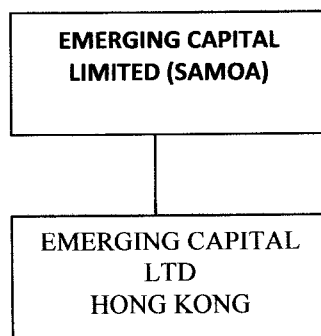
Emerging HK provides the best service for its clients through:

- Industry experience; Emerging HK board and consultants have worked with clients in a wide variety of industries.
- Partner Portfolio; Emerging HK has established relationships with international funds.
- Routine market research to uncover new opportunities for growth.
- Action-oriented focus with realistic target and timeline.

There are six elements of critical success factors to selling consulting services which Emerging HK highly values in doing business. These elements are trust, well-articulated value proposition, targeted decision making, customization, communication, and persevere marketing effort.

Emerging HK achieved profits of HK \$2,759,691 and HK\$1,905,838 respectively in the years ended 31 December 2012 and 2013. In the period to 29 November 2014, Emerging HK is expected to gain achieved profits of US\$317,089 and is expected to be profitable for the full financial year ended 31 December 2014.

#### 4.4. Corporate Structure



#### 4.5. The Italian Projects

The Company has a 50% interest in three new technologies which to date have been developed by teams lead by Maria Bianchi. The New technologies are:

##### **DYNAMIC MULTI-STAGE PURIFICATION OF WASTE WATER**

The idea consists in the construction of a purification dynamic multi-station system for urban waste water. The system uses two established technologies used in other areas presently known as the Hydrocyclone and the Ozonator.

The first allows the separation of the corpuscular (100 pm - 1 pm), the second allows you to accelerate the processes of oxidation (COD, BOD 5) sanitation (decontamination and sanitation) and deodorization. In this way you can meet the demands of many governments and instrumentalities.

It is conceivable that this could be installed in 2/3rd of the 8,000 Italian municipalities, or about 150 to 250 plants in 5 to 10 years.

The purification of waste water is estimated could achieve a total profit before tax of around US\$ 45 million to US\$ 75 million. In addition the system could be adopted in all countries of the European community, and giving priority to those rapidly developing countries as well as those in Eastern Europe, Russia, China and India not to mention North America and South America for which no evaluations have been done so far.

##### **SYMPLY & INTEGRA BIORESONANCE AND DERMAPHORESIS INNOVATIVE DEVICE**

The technology consists of two tools, Symply and Integra, the first is systemic and the second is localized by means of an essential component, a disposable Gel, act to transport of active ingredients.

This technology has been designed designed for minimal invasiveness, according to concept of integrated medicine either in terms of methods, medicament and physical therapy, or the Hospital and home treatments.

The innovative technology provides a new treatment idea that is:

Faster: provide a solution to the disease to be treated in a reasonable time, so as to be able to return the patient to his daily activities and away from the burden of his disability.

Better: visible results from the first treatment. Since the first session, the patient can enjoy the benefits procured from therapy itself.

Focused: act directly on the root cause. In addition to having an immediate effect on symptom therapy should act simultaneously on the cause that produces the symptom.

Wide-range: suitable for every patient.

The target markets that have been identified are:

- Consumer, people with disease (i.e. chronic pain, orthotics issues, vascular, wound, rehabilitation needs)
- Medical structures, such as hospital, private clinic, medical centers.

The two main markets in which it is possible to further spread the product, medical devices and aesthetics.

As far as the medical devices we have considered only a few therapeutic areas: aesthetic medicine, skin lesions and rehabilitation. It is estimated the devices could be introduced into up to 600 beauty centers and 400 medical centers in Italy, or a market penetration of 1.74% and 0.6%, respectively.

### Project Nerone

Due to the benefits that can be derived from the combustion of biomass for the cogeneration of electricity and heat production, work has begun for the engineering of a system to achieve this goal by introducing several innovations aimed at overcoming the difficulties encountered by the various attempts to realize in previous European and International projects.

The project will develop into a series of macro steps aimed at the development of basic engineering followed by the creation of a line of experimentation (prototype 200 KW Electrics) to try different type of biomass. Following engineering studies it is proposed that a commercial plant (1 MW electric) to perform trial operation in the medium term be constructed.. Finally, the project will end with the study and the realization of the industrial plant (2-4 MW Electric) for the combustion of different types of waste and the long-term tests.

The construction of the experimental machine (prototype 200 kW) will begin at the plant in Italy, mainly for logistical reasons and efficiency through the implementation and installation of the hoppers contribution, the silo and dosing hydrated lime, augers transport and valves in nitrogen inerting, auger pyrolysis, combustion in the furnace refractories, heat exchangers by gasification, the burners, the engine cogeneration, from electrical panels, wiring, and at the same time we will proceed with the functional tests of individual sections from the point of mechanical, electronic and software.

## **4.6. Board of Directors**

**KHANDAKAR REZBI**

**CEO**

Mr Rezbi is a established entrepreneur and has enterprising skills both in Management, Sales and Marketing.

After he graduated in Dhaka in 1978, he started his professional carrier in the same year working for one of the top firms in Bangladesh, Abdul Monem in their Freight Forwarding division. Subsequently he had a very successful 15 years with Coma Creations looking after shipping and freight.

In 1998 he worked for Penguin Marine Services in Sharjah, UAE as their Shipping Manager.

In 2001 he established his own garment factory exporting ready made garments to US\$pe and USA.

In addition to his garment factory, Mr Rezbi started his Financial Services company providing M&A Advise, Lease Finance, Term Finance, Project Finance, Corporate Restructuring, Company Reorganization.



Mr Rezbi has acquired excellent skills in helping companies achieve their dreams by coaching them in managing their companies, good accounting practices, and finance handling skills.

**MARIA MICHELA BIANCHI      Non - Executive Director**

Maria Bianchi holds a masters of international Law and “CESI” from Milan University .

She began her career in her family’s financial business before deciding to become an entrepreneur. She has established an engineering consulting company, Shark, Export industry in various Italian innovation projects and technologies. Her team created a new generation boiled filter heating system to secure pollution issues in major cities. She has consulted to ENI Group on a fog reduction project and Accenture on ways to improve mail delivery systems.

Maria has also established Tom Thumb a non- government organisation that deals with the Psychological problems of children with anorexia.

In addition to her native Italian Maria is fluent in English, French, and Spanish.

#### **4.7 Management**

**Nasir Mogul      President**

NA Mogul is a dynamic results-oriented Financial Services Professional with unprecedented track record. He has experience in Listings on various Stock Exchanges as a one stop service provider and is also experienced in Bond Issues and R&D Funding.

Mr Mogul has past experience running various businesses in the Middle East during 1970’s to 1990. He also has experience in locating, recruiting, training and developing candidates into successful high producing financial services representatives in the emerging markets.

Mr Mogul has 18 years of extensive knowledge within a financial services careers distribution unit. Skills and knowledge include, but are not limited to, traditional and variable life products, Long Term Care insurance, disability insurance, health and dental insurance, auto, home and commercial insurance, mutual funds, equities and annuities. In-depth experience in dealing with financial planning, estate planning, educational planning, split dollar, executive bonus, successor planning and retirement planning.

Mr Mogul has strong problem-solving skills, excellent communication skills with substantial platform speaking experience used for motivation and education, dynamic and a passionate team leader. His management style is proactive, team-oriented, open communication and performance driven. He is fluent in English, Urdu, Hindi, Punjabi and some Arabic, Bengali and Persian.

**Mr Kapil Malhotra      CFO**

Mr. Kapil Malhotra is a Chartered Accountant.

Mr Malhotra founded Total Solutions Incorporated TSI which now a leading ISO certified strategy consulting organization advising the top corporates like Microsoft, NOKIA, HCL, Cafe Coffee Day, Nirula's, Baskin Robbins, PVR Cinemas amongst many other leading brands.

Total Solutions Group essentially provides Strategy Advise, Market Intelligence Services, Asset Management Systems, Business Re-engineering, Audit Solutions, CRM Solutions amongst other products & services in its

portfolio.

**Zohra N Mogul**

**Project Analyst**

Zohra did her BBA in 2004 from Stony Brook University in New York.

Skilled and dedicated Project Controller with more than 10 years of experience financial, planning, and supporting daily operational and administrative functions.

- Demonstrated capacity to provide comprehensive support for Business Director and Division Managers
- Proven track record of accurately completing research, reporting, and information management within demanding time frames
- Highly focused and results-oriented in supporting complex, deadline-driven operations; able to identify goals and priorities and resolve issues in initial stages
- Excellent in Microsoft Office Suite (Word, Outlook, Excel, PowerPoint, Access), Visio, QuickBooks, Deltek CostPoint, Cognos, Lotus Notes, Windows and Mac OS; 90 wpm with complete accuracy
- Speak fluently in Urdu, Bengali, Punjabi, English
- Excellent writing and oral communication
- Detail oriented, problem-solver, analytical, organized, and team oriented.

**Marco Pissarello**

**Technical Acquisitions Manager**

Marco Pissarello Graduated in 1974 from Liceo Scientifico Cremona Milano, Italy with education in "Maturità' scientifica".

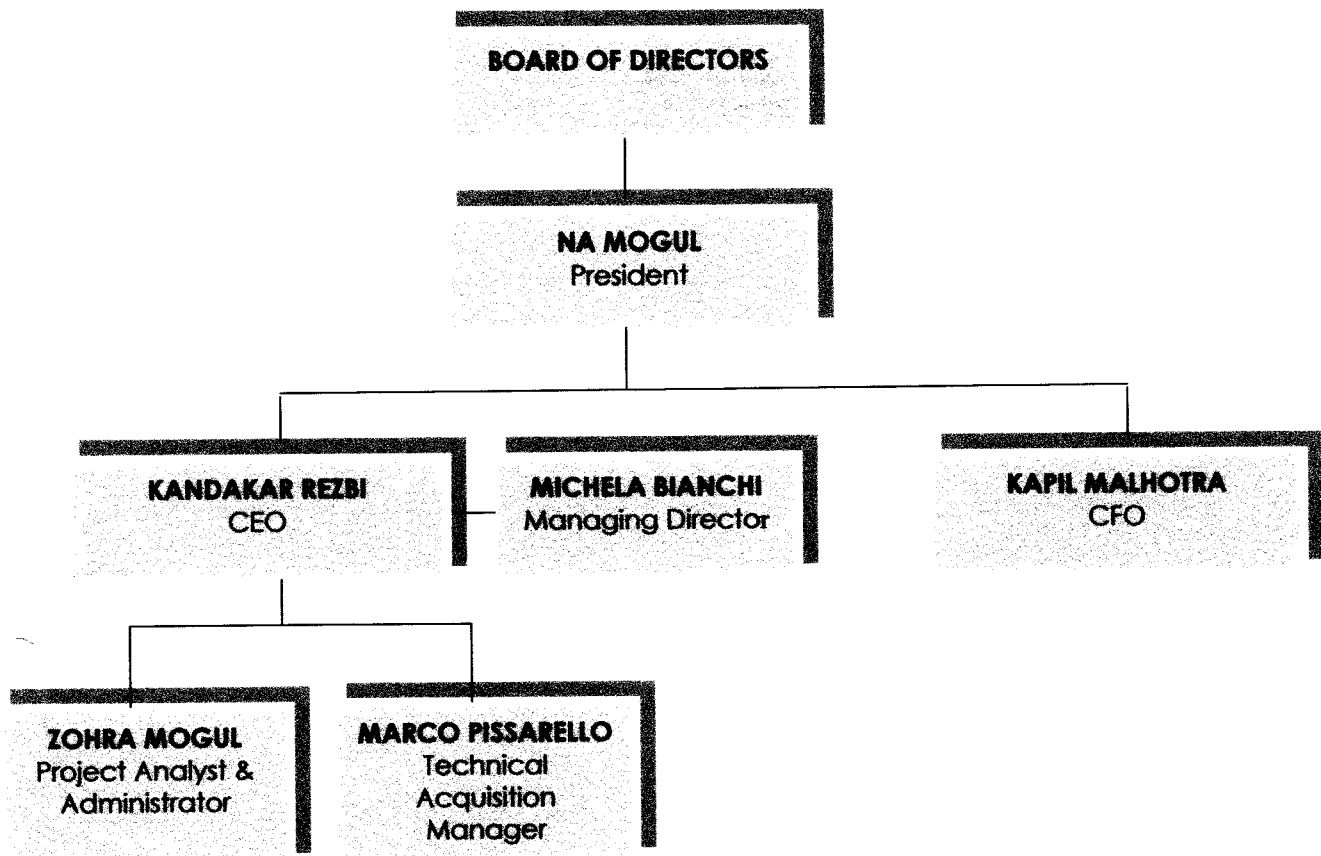
In 1980 Marco got his Degree in Electronic Engineering and Bioengineering with Summa Cum Laude from Politecnico di Milano, Milano, Italy.

Mr Pissarello is CEO Evo Wave Inc.

EvoWave is also a VoIP service provider currently involved in digital voice and data traffic. The EvoWave brand was created for traditional VoIP services and for advanced cloud VoIP services. Its founders have more than 30 years' experience in IT and Telecoms.

He has previously had roles in companies such as Teseo Networks, SpID, AnciTel, Agsm Verona and Real Networks, Milano, Italy.

#### 4.8 EMERGING CAPITAL LTD MANAGEMENT TEAM CHART



## 5. RISK FACTORS

An investment in Emerging 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.

Any investment in the Company is regarded as speculative. Neither the Company nor its Directors nor any party associated with the preparation of this Information Memorandum warrants that any specific objective of the Company will be achieved or that any particular targets of the Company will be achieved.

In addition, to the extent that statements in this Information Memorandum constitute forward looking statements, these statements involve known risks, uncertainties and other factors that may cause the Company's investments, actual results, levels of activity, performance or achievements to be materially different from any future results, level of activity, performance, expressed or the forward looking statements. Although the Company believes that the expectations reflected in performance or achievements and the Company does not assume responsibility for the accuracy and completeness of the statements.

The Emerging Group invests in and consults to start up and SME companies in multiple jurisdictions. Its risk profile reflects investment risk generally but is more speculative given the size and nature of the companies invested in and consulted to. Specifically ECL'S activities are subject to the following risks:

### **Risks of Investing**

Some of the specific risks associated with investments are as follows:

- The success and profitability of the Company's investment activities will depend in part upon the ability to invest in small cap development companies which increase in value over time.
- The market price of the Company's investments can fall as well as rise.
- The Company relies on a number of key personnel to make investment decisions. The loss of any key personnel may have a detrimental effect on the Company.
- The Company may hold minority stakes in companies it takes an investment in and as such will have limited control over those companies.

### **Sufficiency of Funding:**

The Company has limited financial resources and may need to raise additional funds to supplement operating capital or in relation to potential future investments as generally discussed herein. Any such fund raising will be subject to factors that may be beyond the control of the Company and its Directors.

### **Italian Projects**

The Italian projects are based upon new technologies have not been commercialized or had prototypes developed. It is therefore possible the new technologies do not work or operate as envisioned or are not commercially practical.

**Regulatory Risks:**

Operations by the Company or companies invested in may require approvals from regulatory authorities which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company. While the Company has no reason to believe that all requisite approvals will not be forthcoming Applicants should be aware that the Company cannot guarantee that any requisite approvals will be obtained. A failure to obtain any approvals would mean that the ability of the Company to develop or operate any project may be limited or restricted either in part or absolutely.

**Foreign Exchange:**

As some of the Company's initial investments as well as potentially future investments, will be in multiple jurisdictions the Company will be exposed to the changing rates of exchange that may affect the rate of return on investment.

**Project Risks:**

Importantly, the Company may not be able to complete any or all of its project undertakings for a variety of reasons, including circumstances that may be outside of the control of the directors and thereby lose its investment project(s).

**Investment Risks Generally:**

Risks of a general nature relating to investment in shares and securities generally and especially where the company in which the investment is made has a small market capitalisation.

**Economic factors:**

The operating and financial performance of the Emerging 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 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 or value 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.

**Macro-Economic and Political Factors:**

Apart from exchange there are a wide range of macro- economic and political factors beyond the control of the Company which will affect the Company's operations including the consequences of terrorist and other activities which themselves impact adversely on the global economy, demand for and supply of commodities and share market conditions and share prices generally.

**Political and Other Factors:**

These include such as changes in levels of consumer confidence affect consumption patterns and consequently demand for a wide range of products.

**Effect of Economic Cycles:**

Economies move and operate in a cyclical manner which may have positive or adverse effects on markets. Willingness of investors to invest and, consequently, on the capacity of any company to raise capital or thereafter to market any products which it may produce.

## **6. HOW TO INVEST**

### **6.1. 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 10,000 CDIs (US \$2,000). Applications for more than 10,000 CDIs must be in multiples of 5,000 CDIs (US \$1,000).

All CDIs under the Offer are to be issued at a price of US\$0.20 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 Offer.

Payment for the CDIs must be made in full at the Offer Price of \$0.20 per CDI.

Completed Application Forms should be sent to Emerging Capital Ltd at Room 502, 5/F, Prosperous Building, 48-52 Des Voeux Road Central, Hong Kong by 5pm (HONG KONG time) on the Closing Date together with cheques for the Application moneys. Cheques should be made out to Emerging Capital Limited.

### **6.2. 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 the Offer size. 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.

### **6.3. Subscription**

The total amount to be raised under this Information Memorandum is US\$400,000.

If US\$400,000 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.

### **6.4. 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. Hong Kong 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.

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

## **6.6. 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.

## **6.7. Privacy**

If 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.



## **7. ADDITIONAL INFORMATION**

### **7.1. 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:

#### **7.1.1 Emerging Capital Agreement**

On 17 July 2014, the Company and the then shareholder in Emerging Capital Ltd, Khandakar Rezbi entered into an agreement, whereby the Company acquired all of the issued capital in Emerging Capital Ltd.

In consideration the Company agreed to issue 2,000,000 fully paid Ordinary Shares and 750,000 converting Shares at par of US\$0.01 and a premium of US\$0.09 each to each of Khandakar Rezbi and Maria Michela Bianchi.

### **7.2. Restriction Agreements**

Emerging expects it will enter into a restriction agreements in the form set out in the NSX Listing Rules as per the requirements of the NSX with each of Khandakar Rezbi and Maria Michela Bianchi in respect of up to 2,000,000 CDIs and 750,000 Converting Shares.

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

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.

### **7.3. 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.

## **7.4. 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.

## 7.5. 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 CHESS 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.

## 7.6. Rights attaching to 'A' Class Convertible Shares

Each Convertible Share has no rights to dividends or to vote 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\$30,000,000 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.

## 7.7. 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 Emerging 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 Emerging 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.

#### **1. 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.

#### **7.8. 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.

#### **7.9. 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.

#### *Continuous disclosure*

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

#### **7.10. 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.

#### **7.11. Authorisation**

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

Signed by a director of the Company.

Dated 22 December 2014

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.

*Continuous disclosure*

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

1.1. 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.

1.2. Authorisation

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



Signed by a director of the Company.

Dated 22 December 2014

**EMERGING CAPITAL LTD**  
SAMOAN Reg. No. 66831 ARBN 603 393 782

Before completing this Application Form, you should read the Information Memorandum dated 22 December 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 **EMERGING CAPITAL LIMITED** at US\$ \$0.20 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

[illegible]

**C First Name** (PLEASE PRINT)

**Surname (PLEASE PRINT)**

[illegible]**D Postal Address (PLEASE PRINT)**[illegible]

Suburb/Town	State	Post code																										
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**E Contact Name**

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**E-mail address**[illegible]

## F CHEQUE DETAILS

Drawer	Bank	BSB	Amount of cheque

**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 authorize 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 Emerging Capital 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 22 DECEMBER 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 10,000 CDIS and thereafter in multiples of 5,000 CDIS
- B) Enter the TOTAL AMOUNT of application money payable. To calculate the amount, multiply the number of CDIs applied for by US\$0.20
- 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 22 December 2014. The Applicant(s) agree(s), 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\$0.20 per CDI (in Australian currency). Cheques should be made payable to **Emerging Capital Limited**.

## **LODGING OF APPLICATIONS**

Applications should be lodged at the address set out in section 6 of the Information Memorandum.