

I Synergy Holdings Berhad (1138715-H)

Unit 20-05/6/7/8, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59200 Kuala Lumpur.

Tel: 03-9054 8355

Fax: 03-9054 9355

Date : 15th July 2015

Mr. Ian Craig

Level 13,

575 Bourke Street

Melbourne Vic 3000

Dear Mr. Craig,

I Synergy Holdings Berhad:

Application to list on the National Stock Exchange of Australia

This is the formal application by I Synergy Holdings Berhad (the company) to list its ordinary fully paid securities on the National Stock Exchange of Australia Limited (NSX).

In compliance with the terms of the Appendix 1A of the NSX Listing Rules, we now provide you with the following information which where relevant and for the ease of reference.

1. General

(a) The name of the applicant and the date and place of incorporation

The name of the company is by I Synergy Holdings Berhad. The company is incorporated in Malaysia on 3rd April 2015.

(b) If not incorporated in Australia, the date on which the applicant became registered under Corporation Act:

Please refer to item 1(a) above.

(c) The address of the principal registered office and the address of each office at which a share register is kept:

The principal registered office is:

Boardroom Pty Limited is the share registry of the company. The address of share registry is Level 8, 446 Collins Street, Melbourne, VIC3000, Australia,

(d) 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:

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Capital structure of the company

Class of the share	Ordinary shares
Share current on issue (fully paid)	250,000,000
Options currently on issue	Nil
Shares in offer	Nil
Total shares on issue and to be quoted	250,000,000
Issue price per share	MY0.60
Market capitalisation at the issue price	MY150,000,000
Voting right	Each shareholder has 1 vote

(e) *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. The company has 291 shareholders (134 of these shareholders comply with the minimum listing requirements).It does not propose to raise any capital to bring the company to listing. The company does not propose to raise any capital in the next 3 months and has not raised capital in the last 3 months.

Directors and Founders of the company (including related entities)

Directors and Founders of the company	No. of shareholders or associated entities	No. of shares	%
Dato Teo Chee Hong	1	167,400,000	66.96
Ong Han Keong	1	10,050,000	4.02
Chu Chung Piow	1	10,050,000	4.02
Total – Directors & Founders	3	187,500,000	75%

Summary of Shareholdings

Category of Holding	No. of shareholders	No of shares	% shareholding
10,000 and below shares	196	924,800	0.37%
10,001- 50,000 shares	68	1,773,000	0.71%
50,001-100,000 shares	9	623,000	0.25%
100,001-500,000 shares	9	1,488,000	0.60%
500,001- 1,000,000 shares	1	505,000	0.20%
1,000,000-50,000,000 shares	7	77,286,200	30.91%
Above 50,000,000 shares	1	167,400,000	66.96%
Total	291	250,000,000	100.00%

A full list of shareholders is included as Attachment 1

(f) *The estimated market capitalization of the securities for which listing is sought:*

Please refer section 1(d) above.

(g) An estimate of the net proceeds of any proposed issue and the intended use of the proceeds:

The company is seeking a compliance listing on NSX, therefore, no proceeds will be raised from the listing process.

(h) 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

2.1 A list in tabular form of :

(a) The designation or title of each class of share :

The company only has one class of share being ordinary shares. Please refer to 1(d) above.

(b) The number of shares issued:

250,000,000 ordinary shares are currently on issue

(c) The voting right attached to each share:

All shares have the same voting rights. Each share has one vote. Please refer to 1(d) above

(d) The amount of fully paid up shares:

All shares issued are fully paid up

(e) The shareholdings of the directors and officers of the issuer:

Please refer to 1(e) above

(f) So far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent or more of the shares of the issuer and their respective shareholdings:

There is one shareholder who owns more than 5% of the shares in the company.

Dato Teo Chee Hong		167,400,000	66.96%
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Please refer to 1(e) above. A detailed shareholder list is enclosed with this letter of application in Attachment 1.

2.2 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 with this letter of application in Appendix 1. The Founding shareholder has sold shares to unrelated parties to create spread. There has

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been no secondary market.

3. Securities

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

The company is going to list all the ordinary shares as specified in 1(d) above.

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicants, a brief history of the issuer for the last five (5) years of, if later, from inception to the date of 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 the Information Memorandum for a description of the business.

5. Summary of earnings

A summary of earnings, on the consolidated basis of 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.

The following table is a summary of the financials for I Synergy International (M) Sdn Bhd which is the wholly owned subsidiary of I Synergy Holdings Berhad. Please see the table in Section 8. The audit reports for the financials to 31 December 2014 and 2013 are attached.

RM	31/12/2013	31/12/2014
Sales	3,283,242	19,934,487
Earnings before depreciation, Interest and Tax (EBIT)	(557,119)	(2,498,554)
Depreciation	(15,412)	(154,331)
Interest	(2,744)	(30,479)
Tax	-	-
Net Income	(557,119)	(2,683,364)
Earnings per share		

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.

	31/12/2013	31/12/2014
Assets		
Non-Current Assets		
Property, Plant and Equipment	220,027	835,620
Deferred Expenditure	4,676,614	28,436,449
Current Assets		
Inventories	10,015	10,091
Trade Receivables	285,000	536,280
Amount due from related companies		1,719,705
Other receivables, deposits and prepayment	4,831,622	846,138
Cash and Bank Balances	5,275,825	11,151,186
	10,402,462	14,263,400
Current Liabilities		
Trade payables	1,967,066	2,803,186
Other Payables and Accruals	7,400,109	4,357,996
Amount due to Directors	34,220	7,239
Hire Purchase Creditors	16,953	54,475
	9,418,348	7,222,896
Net Current Assets	984,114	7,040,896
	5,880,755	36,312,573
Share Capital	100	100,000
Accumulated losses	(575,275)	(3,258,639)
Total Equity	(575,175)	(3,158,639)
Non-Current Liabilities		
Hire Purchase Creditors	161,280	365,644
Deferred Income	6,294,650	39,105,568
	5,880,755	36,312,573

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7. Employee

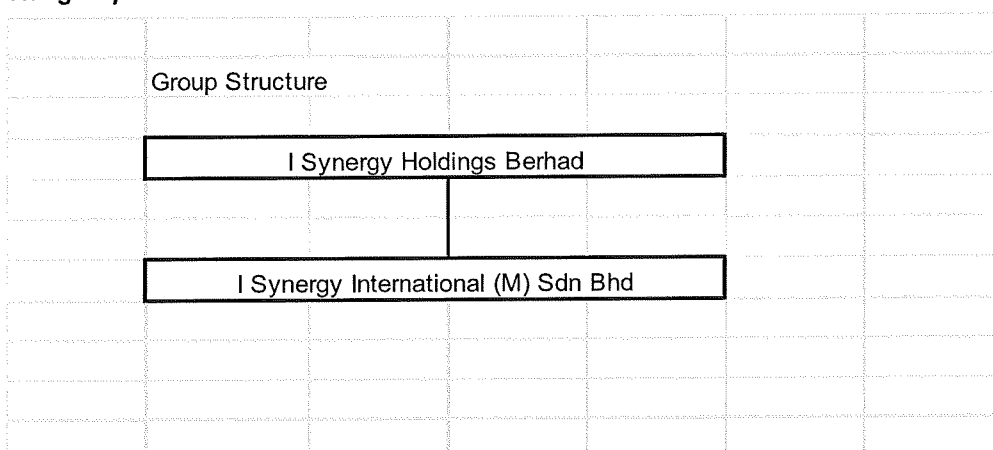
A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

Month	Total no of employee
April 2014	12
May 2014	12
June 2014	13
July 2014	13
August 2014	13
September 2014	14
October 2014	16
November 2014	15
December 2014	15
January 2015	15
February 2015	15
March 2015	17

8. Child entities

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

The group structure is as follows:



(a) The name of the corporation

I Synergy Holdings Berhad is the company that is to be listed. There is only one subsidiary of the company, I Synergy International (M) Sdn Bhd which is the operational entity of the business. I Synergy Holdings Berhad owns 100% of the shares in I Synergy International (M) Sdn Bhd.

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(b) A brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and

I Synergy Holdings Berhad (ISH) owns 100% of the shares in I Synergy International (M) Sdn Bhd (ISI) which is the operational entity.

ISI conducts an Affiliate Marketing business in Malaysia. It has an established base of 13,000 Affiliates which connect customers to merchants to effect the sales of products and services. ISI and the Affiliates generate income from each transaction and the customers receive discounts or benefits from participating in the program.

(c) Share capital by classes, showing the amount issued and the amount owned by the holding entity

Name of company	Class of shares	Amount issued	% owned by the holding entity
I Synergy International (M) Sdn Bhd	Ordinary	100,000	100%

9. Dividend record

State the number of consecutive years in which dividends has 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.

The company, ISH or its subsidiary ISI have not declared or paid any dividends in the past three years. The payment of dividend of the company in future will depend upon the company's operational and financial performance, its working capital requirement and future development program. Given the future expansion plan of the company, the directors do not anticipate any dividend to be paid in the next 2 years.

10. Properties

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

(a) Location:

Please see Schedule 2 at the end of this application letter.

(b) Land area:

N/A

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(c) **Number of buildings:**

Please see Schedule 2 at the end of this application letter.

(d) **Aggregate floor area of building; and:**

N/A

(e) **Whether properties are owned or leased, and if leased, state total rental paid of each of the three (3) preceding financial years and average term of years :**

Please see Schedule 2 at the end of this application letter.

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 any appropriate negative statement.

Legal action may arise from time to time in the course of the company's business. As at the date of this letter, the company is not involved in any legal action and the directors are not aware of any legal action pending.

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	Designation	Address
Dato Teo Chee Hong	Chief Executive Officer/Director	D-27-1 Verve Suites Jalan Kiara 5 Mont Kiara 50480 Kuala Lumpur
Will Ong	Chief Operation Officer/ Director	29, Jalan SG 2/2 Taman Sri Gombak 68100 Batu Caves Selangor
Lennon Chu	General Manager/ Director	B-LG2-03, Monte Bayu Condo,

		Jalan Bukit Pandan Bistari 5, Cheras Baru, 56100 Kuala Lumpur
Eng Guo Miao	Chief Financial Officer	119, Jalan Kampung Bahru Taman Sri Tengah 86000 Kluang, Johor
Daniel Chew	Admin Manager	90, Lebuhraya, Palm Grove 41200 Klang Selangor

The personal profile and working experiences for each of the directors and management team is summarized in Information Memorandum.

(2) The nature of any family relationship between the persons mentioned in (1):

None

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

Please refer to 12(1) above

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

Please refer to 12(1) above.

(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 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.

No 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 partner or anybody 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.

13. Sponsors, banker, etc

(a) The names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitor; and:

(1) Sponsor

The company will seek NSX to waive the requirement to appoint a sponsor broker.

(2) Financial adviser

The Listing rules do not require a financial adviser

(3) Principal banker

The company's principal banker is Alliance Bank and Maybank

(4) Nominated adviser

Collin Street Group Pty Ltd is the company's nominated adviser.

(5) Share registrar/transfer agent

The company's share registrar and transfer agent is Boardroom Pty Limited. The address of share registry is Level 8, 446 Collins Street, Melbourne, VIC 3000, Australia.

(6) Solicitor

Tan Chuan Yong & S.M. Chan is the solicitor for the company. His company address is:

8th Floor, No. 55-8, The Boulevard,

Mid Valley City, Lingkaran Syed Putra

59200 Kuala Lumpur

(b) The name, address and professional qualifications of the issuer's auditors

Richard Ho & Associates is the auditor for the company. His firm address is:

Address: No. 11-1-1, Medan Putra Business Centre,

Jalan Medan Putra 3,

Bandar Sri Menjalara, Kepong,

52200 Kuala Lumpur.

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;

The company will meet each of the requirements of the NSX Listing rules, in respect of the application of listing the ordinary shares of the company.

15. Declaration

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

- (a) *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:*

The company declared that 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:

- (b) *All information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporation Act will be included; and:*

The company declared that all information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporation Act has been included.

- (c) *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.*

The company declared that 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.

If you have any queries please do not hesitate to contact me

Yours faithfully,

For and on behalf of

I Synergy Holdings Berhad



Dato Teo Chee Hong (DIMP)

Director

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Appendix 1

The Shareholder list is included in a separate spreadsheet attachment.

Appendix 2

LIST OF TENANCIES

NO.	CENTRE/LOCATION	UNIT/OWNER	ADDRESS	DURATION
1	MELAKA	KOPERASI PEMBANGUNAN HANG TUAH JAYA MELAKA BERHAD	NO. 27-1, JLN KF 2, KOTA FESYEN-MITC, AYER KEROH, 75450 MELAKA.	1ST SEPT 2014 TO 31ST AUGUST 2016
2	SABAH	LOONG CHEE MIN @ PETER LOONG	A 1-1, KARAMUNING CAPITAL, LOROING KAPITAL, BLOCK A, LOT 1, 1ST FLOOR, 88400 KOT KINABALU, SABAH.	1ST APRIL 2014 TO 31ST MARCH 2016
3	IPOH	SIM WAI LIM	E 1-3, GREENTOWN SQUARE GREENTOWN SQUARE, 30450 IPOH PERAK.	MONTH TO MONTH TENANCY
4	SG BESI L1	MY MINI MALL SDN BHD	FIRST FLOOR, NO 1-1, JLN TASK UTAMA 4, MEDAN NIAGA TASK DAMAI, SG BESI, 57000 KL	MONTH TO MONTH TENANCY
5	SG BESI L3 & L4	MY MINI MALL SDN BHD	NO 1-3&4, JLN TASK UTAMA 4, MEDAN TASK DAMAI, SG BESI, 57000 KUALA LUMPUR.	MONTH TO MONTH TENANCY
6	JB	1-MAX RESOURCES BHD BHD	NO. 9-02, JALAN SETIA TROPIKA 1/23, TAMAN SETIA TROPIKA, 81200 JOHOR BAHRU	MONTH TO MONTH TENANCY
7	KEDAH	FONG TOH JENG	1st FLOOR OF NO 14, TMN TENGGU MAHERAN, BANDAR DARULAMAN, 06000 JITRA, KEDAH.	1ST AUGUST 2013 TO 31ST JULY 2015
8	KUANTAN	MOHD SHUKRI BIN MOHD ZAHIT	B-14, TINGKAT 1, JLN TELUK BAHARU 5, JLN TANJUNG LUMPUR, 26060 KUANTAN, PAHANG.	1ST JUNE 2015 TO 31ST MAY 2016
9	KUCHING	EMINEO JASA SDN BHD	NO 67, (LOT10210) THIRD FLOOR, JLN TUN JUGAH, 93350 KUCHING, SARAWAK.	1ST JUNE 2015 TO 31ST MAY 2017
10	SEREMBAN (SENAWANG)	LIM HENG CHOON	NO 6, JLN DATARAN KEMUNING 1, DATARAN KEMUNING, 70450 SENAWANG.	1ST APRIL 2014 TO 31ST MARCH 2015
11	PENANG 2ND	CHEONG SEE MOY	NO. 70, 1ST FLOOR, LORONG PERDA SELATAN 1, BANDAR PERDA, 14000 BUKIT MERTAJAM, PULAU PINANG.	MONTH TO MONTH TENANCY
12	PENANG 1ST	Lee Yee Sim (LEE CHONG CHOON)	NO. 66 (GROUND FLOOR) LORONG PERDA SELATAN 1, BANDAR PERDA, 14000 BUKIT MERTAJAM.	MONTH TO MONTH TENANCY