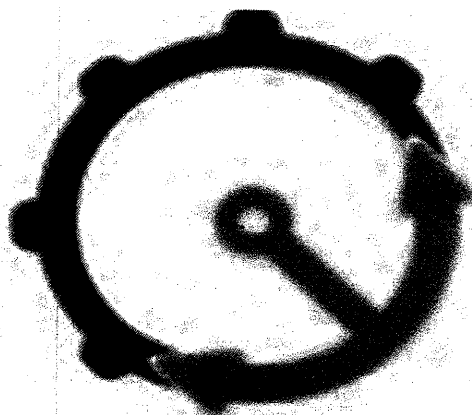


ALLIANCE GLOBAL CAPITAL LTD  
SAMOAN REGISTRATION NO: (69839)

ARBN 607 343 724



**ALLIANCE GLOBAL**  
**CAPITAL LTD.**

## **INFORMATION MEMORANDUM**

IN RESPECT OF THE ISSUE OF 1,500,000 CDIs ISSUED AT US\$0.10 EACH FULLY PAID AND THE  
LISTING OF THE COMPANY ON THE  
NATIONAL STOCK EXCHANGE OF AUSTRALIA LIMITED

## **Important Notice**

This Information Memorandum is dated 30 March 2016.

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 CDIs 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 1993 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 1993 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 4 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 CDIs 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

**Alliance** means Alliance Global Capital Pte. Ltd, a company registered in Singapore and having registered number 201008440.

**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** means 29 April 2016

**Company** means Alliance Global Capital Ltd a company registered under the ICA with Samoan registered no 69839, and registered as a foreign company in Australia with ARBN 607 343 724.

**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.

**ICA** means International Companies Act (1988) Samoa.

**Offer** means an offer to acquire 1,500,000 CDIs for the Offer Price.

**Offer Price** means US\$0.10 per CDI.

**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 09 836.

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

## **CORPORATE DIRECTORY**

### **DIRECTORS**

MURAT AR  
RINA ROSARINA MARIA

### **SECRETARIES**

SAMOA  
WESTCO SECRETARIES LTD  
LEVEL 2, BUILDING B  
SNPF PLAZA, SAVALINO  
APIA SAMOA

AUSTRALIA  
ANDREW BRISTOW  
31 HIGHGATE CCT  
KELLYVILLE NSW 2155

### **REGISTERED OFFICE – SAMOA**

C/- ASIACITI TRUST SAMOA LTD  
LEVEL 2, BUILDING B  
SNPF PLAZA, SAVALINO  
APIA SAMOA

### **REGISTERED OFFICE – AUSTRALIA**

C/- HIGHGATE CORPORATE ADVISORS PTY LTD  
SUITE 214 LEVEL 2  
33 LEXINGTON DRIVE  
BELLA VISTA  
NSW 2153  
Ph:(612) 96296188

### **NOMINATED ADVISOR**

HIGHGATE CORPORATE ADVISORS PTY LTD  
SUITE 214 LEVEL 2  
33 LEXINGTON DRIVE  
BELLA VISTA  
NSW 2153  
Ph:(612) 96296188

### **AUDITOR**

IQBAL YASIR & COMPANY  
CHARTERED ACCOUNTANTS  
RB-II, 2<sup>ND</sup> FLOOR,  
FLAT NO.15,  
AWAMI 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 Alliance Global Capital Ltd.

The Company has recently been established as the holding company of Alliance Global Capital Pte. Ltd. Alliance is a business consultancy that assists its international corporate clients with equity funding through stock exchange listings and debt funding for projects; working capital, or capital growth. Alliance's clients are from diverse industries and are located throughout the world.

The Group'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 strategy and to expand the Company's operations.

The Company's subsidiary, Alliance has its operations based in Singapore.

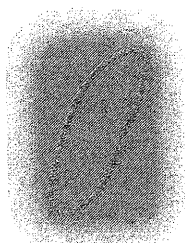
Through Alliance, the Group provides financial consulting services including financial analysis, listing on the Stock Exchanges, business plan development, website development, and fund raising. Alliance commenced operations in 2013 and has a global network of allied professionals that assists it and its clients.

The Company intends to list its CDIs 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 expand its operations through the employment of additional personnel and strategic acquisitions of other consultancy businesses if suitable opportunities arise. Reflective of the strategy is the appointment of Mr Torben Pedersen to the Group's management team (please see section 4.5). Mr Pederson will bring an in depth knowledge of European capital markets to the company.

On behalf of the Directors, I invite you to consider this opportunity to participate in the Group'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,



**Murat Ar**  
**Chairman**

## **2. DETAILS OF THE OFFER**

### **2.1. Description of the Offer**

This Information Memorandum invites investors to apply for a total of 1,500,000 CDIs.

The Offer is for the issue of 1,500,000 CDIs at the Offer Price of US\$0.10 per CDI to raise US\$150,000.

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 vote per Share held.

The 1,500,000 CDIs and the underlying Shares will represent 25% of the 6,000,000 issued CDIs in the capital of the Company at the completion of the Offer. There are also 1,500,000 Converting Shares on issue. The Converting Shares will not be listed on NSX until they convert into Shares and are themselves converted to CDIs. See Section 7.6 for rights attaching to the Converting Shares.

### **2.2. What are CDIs?**

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 the Company 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. Holders of Shares 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 7.3 and 7.4.

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 raise capital for business expansion.

Once listed on the NSX the Company intends to seek to raise up to an additional US\$ 5,000,000 on the FSE over two years for the following Group purposes:

Costs of Capital Raising	500,000
Expand Alliance's Consulting Business	3,000,000
Working Capital	1,500,000
Total	5,000,000

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

## 2.4. Ownership and Escrow

There 4,500,000 fully paid Shares and 1,500,000 Converting Shares on issue as at the date of this Information Memorandum. These Shares were issued to Murat Ar and Rina Rosarina Maria in consideration for the sale of Alliance to the Company. Details of the agreement for sale of the shares in Alliance can be found in section 7.1.1.

Murat Ar and Rina Rosarina Maria will at the time of listing on the NSX each hold 37.5% of the CDIs and 50% of the Converting Shares in the Company and thereby control 75% of all votes in general meeting. As such, assuming full subscription under this Offer, they will jointly be in a position to pass ordinary resolutions, including resolutions to appoint or remove Directors and to pass the special resolutions such as a resolution to alter the Memorandum and Articles of Association. Individually they would each be able to block the passage of special resolutions but would not be able to pass ordinary or special resolutions by themselves.

Most if not all of CDIs and Converting Shares held by Murat Ar and Rina Rosarina Maria 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	4,500,000	1,500,000
Shares represented by CDIs under this Offer	1,500,000	NIL
Total Shares on issue following the Offer	6,000,000	1,500,000

Full amount to be raised under the Offer	US\$150,000	NIL
Offer Price per CDI	US\$0.10	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 the additional US\$5,000,000 has been raised at US\$1.00 per Share following the listing on the FSE 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 (maximum)	5,000,000	Nil
Ordinary shares issued on conversion of Converting Shares	nil	Nil
Total Shares on issue following raising of US\$5,000,000 on FSE	11,000,000	1,500,000

Assuming an additional 5,000,000 to third parties shares, are issued Murat Ar and Rina Rosarina Marias percentage holdings will each be reduced to 20.46% each. This means that together they could block the passage of special resolutions but could not do so individually nor would they be able to pass resolutions individually or jointly.

## 2.5. Timetable of the offer

Opening Date of the Offer <sup>1</sup>	30 March 2016
Closing Date of the Offer <sup>2</sup>	29 April 2016
Allotment of CDI's under this Information Memorandum	5 May 2016
Quotation of CDI's on the NSX	26 May 2016

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

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. The Application Form 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?	Alliance Global Capital Ltd is a Samoan International Company with Registered Number 69839 and with ARBN 607 343 724. Alliance Global Capital Ltd is the parent company of the Group which consists of the Company and Alliance.	Section 4
Who is Alliance Global Capital Investments Ltd and what does it do?	<p>Alliance Global Capital Ltd. was incorporated on 14 July 2015 under the Samoan International Companies Act, 1988. The Company acquired Alliance Global Capital Ltd on 31 August 2015 (see Section 7.1.1)</p> <p>The Company's subsidiary Alliance acts as a consultant to companies across a broad cross-section of industries from around the world. Alliance assists companies to obtain debt and equity funding. Alliance has a global network of allied professionals such as lawyers and accountants to assist its operations</p> <p>The Group is mainly based in Singapore.</p> <p>The Activities carried on by Alliance include financial consulting, financial analysis, listing on Stock Exchanges, business plan development, website development, and fund raising. Alliance does not require any licences to conduct its operations.</p> <p>The Group plans to expand its consultancy operations through the attraction of additional staff and strategic acquisitions.</p>	Section 4.2
What is the Offer?	The Offer is for the issue of 1,500,000 CDIs each of which represent one ordinary share in the Company. The Shares underlying the CDIs to be issued under this Offer will represent 25% of the Ordinary Shares in the Company and 25% of the securities listed on NSX immediately following completion of the Offer.	Section 2.1
What is the Offer Price?	US\$0.10 per CDI	Section 2.1

What is the number of Shares on issue?	<p>Prior to the Offer, there were 4,500,000 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 CDIs 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 and then CDIs.</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 residents of 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>• Management team with a track record of listing client's businesses on NSX and FSE.</li> <li>• Group supported by Alliance's existing business is a profitable consulting business through which the Group is also able to identify potential investments.</li> <li>• Alliance has global contacts and consultants to assist in provision of its services.</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>• Foreign exchange risk as investments in multiple countries.</li> <li>• Regulatory and political risk.</li> <li>• If the Company cannot raise additional capital its expansion plans may be delayed or unable to proceed.</li> </ul>	Section 5

What is the financial position of the Company?	Alliance Global Capital Ltd is the parent company of the Alliance. Alliance the wholly subsidiary of the Company which has traded profitably and as at 31 December 2014 had net assets of US\$921,631 and had accumulated profits of US\$921,630 in the year ended 31 December 2014. The Company will also once listed on the FSE source funds in Europe of up to US\$5,000,000 to fund its operations.	Section 4
Who are the Directors of the Company?	The Directors of the Company are: Murat Ar – Chairman Rina Rosarina Maria – Non-Executive Director	Section 4.4
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. Once listed on the FSE the Company will seek up to US\$5,000,000 over 2 years to fund the expansion of its operations.	Section 2.3
Will the Company pay dividends?	The Company's focus will be on generating capital growth and it 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. ALLIANCE GLOBAL CAPITAL**

### **4.1. Overview**

The Company, Alliance Global Capital Ltd, was incorporated on 14 July 2015 under the Samoan International Companies Act, 1988. The Company is registered as a foreign company in Australia to facilitate its listing on NSX and its ARBN is 607 343 724.

### **4.2. Alliance Consulting Business**

The objective of the Company and its subsidiary Alliance, a Singapore registered company, is to serve the comprehensive needs of businesses in the full range of business cycles.

Alliance was established in 2010 and commercial business in 2013 Alliance has clients, advisors and consultants around the globe. Alliance engages the staff of experienced professionals to handle consulting projects.

Alliance does not provide advice at a retail client level. It does not require any licences to operate.

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

The activities carried on by Alliance are financial analysis, public listings on stock exchanges, business plan development services and fund raising.

To date Alliance has been involved in the listings of Biomax Rubber Industries Ltd and Energy Solutions International Ltd, both of which have been listed on the NSX.

Alliance sets itself apart from the competition by employing experienced professionals in the industry who can give clients a more objective look at their business strategy. Moreover, Alliance 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 Alliance are focused on advertising its competitive edge and building relationships with new and existing clients. Alliance believes in providing an exceptional service to its clients that will result in a positive word of mouth campaign by satisfied clients.

Alliance 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. Alliance treats clients as integrated partners and enables them to reach their business targets through close co-operation and support. The Company favors long-term relationships.

Alliance will continue to expand its relationships with fund sources and build its database of prospective clients and will seek strategic acquisitions to expand its service offering.

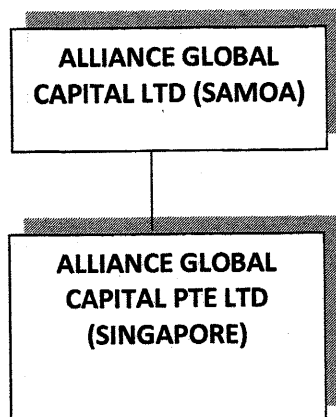
As Alliance does not focus on one main industry, it is difficult to determine the "average customer" of the business. Clients can come from the technology industry, housing, telecommunication, and other industrial sectors. Any business needing funds or international exposure to grow its market is a potential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

The objective is to nurture and grow SMEs particularly in developing 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.

Alliance provides the best service for its clients through:

- Industry experience; Alliance's board and consultants have worked with clients in a wide variety of industries.
- Routine market research to uncover new opportunities for growth.
- Action-oriented focus with realistic targets and timelines.

#### 4.3. Corporate Structure



#### 4.4. Board of Directors

##### **Murat Ar – Non-Executive Chairman**

Mr Ar is 39 years of age. He has a degree in Mechanical Engineering from Heinrich – Heine University Dusseldorf, Germany and a certificate in Capital Markets and Exchanges. He is a director of several companies including Artoy Muzik Uretim Tic Ltd, Hyat Alternatif Enerji AS. He speaks German, Turkish and English.

##### **Rina Rosarina Maria      Non Executive Director**

Mrs Maria is 40 years of age. She has a degree in Hotel Management, majoring in Food and Beverage Management from the Indonesian National Hotel Institute. She has held several management positions in retail and distribution companies. In 2013 she became the Business Operations Manager for Anchor Capital Ltd of Hong Kong and in 2014 was appointed the General Manager of the Jakarta based trading company PT. Bianglala Global Mandiri.

#### 4.5. Management

##### **Nasir Mogul      President**

NA Mogul is a dynamic results-oriented Financial Services Professional. 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 over 18 years' extensive experience 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. He has lengthy experience in dealing with financial planning, estate planning, educational planning, split dollar, executive bonus, successor planning and retirement planning.

### **Mr Torben Pedersen – CFO**

Torben is a financial specialist and long-time corporate Director.

He graduated 2002 from the Aarhus School of Business in Denmark, and holds a Master Degree in Finance. Right after the graduation, he was hired as Director of a retail company, and after 2 years, he took it over via a Management Buy-Out. The Company after an interesting growth has been sold in 2009.

After that he started up an investment company in Solar Energy, and within the three years, the company became by far the largest and most successful investment company for Solar Energy in Denmark, and Torben constructed and financed more than 20 large scale Solar Plants in Germany, Spain and Italy. In 2010, that company managed Solar Plant investments for more than USD 150 million, and at which time Torben decided to sell it.

From 2010 and forward, Torben has via his well-established network been funding companies via primarily structured corporate bonds, and at the same time assisted in management of several companies. During this process, Torben has also acquired a part of an Oil Depot and Refinery.

### **Mr Sergio Cartney -Financial Advisor**

Mr Cartney is a graduate of the University of Siena, Faculty of Economics and Banking –Thesis Institute of Accountants General and Applied. In 1999 he registered as a member of the Public Statutory Auditor and became a Member of the Royal institute of Chartered Surveyors in the United Kingdom.

His professional experience includes acting as a Statutory Public Auditor in two companies, one which specializes in sportswear, helmets' goggles and trading distribution and the second a construction and real-estate property company. His experience makes him a diverse and dynamic individual. He has many years of being responsible for the correct and accurate deliverance of finance, procurement and company information and has proved himself to be an honest and reliable asset to any organization.

Mr Cartney's knowledge and skills have enabled him to successfully act in the mergers and acquisitions fields and his strengths ensured the continuity of the businesses without any negative impact on the level of motivation of employees.

## **Zohra N Mogul    Project Analyst**

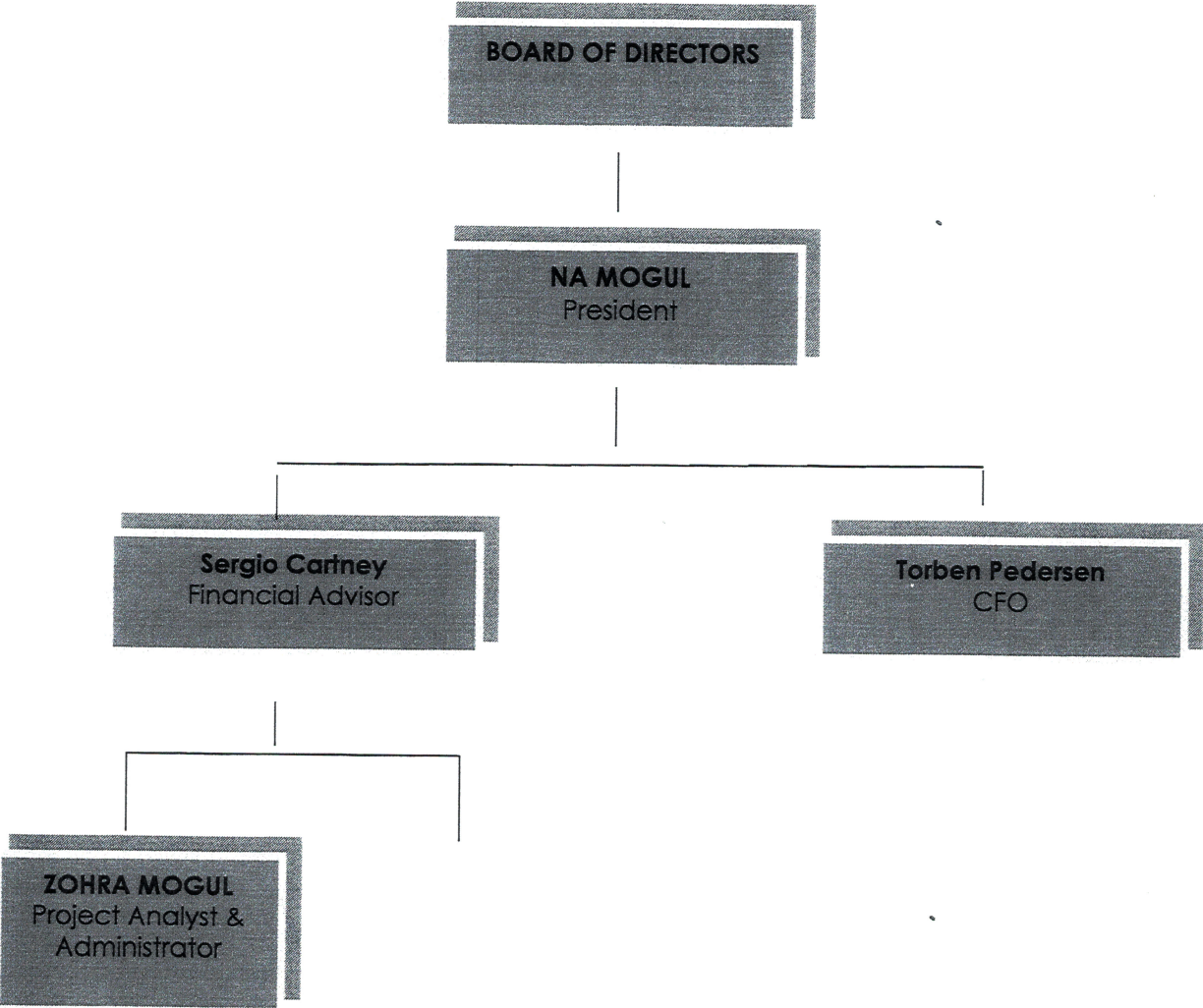
Zohra did her BBA in 2004 from Stony Brook University in New York.

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 Torben Pedersen Financial Consultant.
- 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;
- Speak fluently in Urdu, Bengali, Punjabi, English.
- Excellent writing and oral communication.
- Detail oriented, problem-solver, analytical, organized, and team oriented.



4.6. ALLIANCE MANAGEMENT TEAM CHART



## 5. RISK FACTORS

An investment in Alliance Global Capital Ltd 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 CDIs. Before deciding to trade in the CDIs, 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.

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

The Group consults to mainly 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, the Group's activities are subject to the following risks:

### **Specific Risks:**

#### **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 business growth and 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.

#### **Regulatory Risks:**

Operations by the Company or companies invested as well as capital raising by the Company and or its clients 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.

#### **Jurisdictional Issues:**

The Company is incorporated as an International Company in Samoa. It is registered as a foreign company in Australia and its subsidiary is registered in Singapore. Its CDIs are listed on the NSX in Australia and the Company then intends to be dual listed on the Frankfurt Stock Exchange.

As such the Company and its investments are subject to a myriad of legislation in various jurisdictions, not all of which will be compatible with each other. Additionally, Courts in one jurisdiction may not recognize decisions of a court in another jurisdiction or necessarily come to the same result if litigation occurred in respect of the same facts in more than one jurisdiction.

The Company being established in Samoa as an International Company may result in taxation authorities in other jurisdictions seeking to impose tax on income earned in other jurisdictions or may result in the Company being unable to open and operate bank accounts in various jurisdictions.

#### **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 apply to an investment in the Company.

#### **Economic factors:**

The operating and financial performance of the 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, 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 foreign 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 generally may impact, on the capacity of any company to raise capital or to market its consulting services to company's looking to raise additional capital.

## **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 20,000 CDIs (US \$2,000). Applications for more than 20,000 CDIs would be preferred in multiples of 10,000 CDIs (US \$1,000).

All CDIs under the Offer are to be issued at a price of US\$0.10 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 \$0.10 per CDI.

Completed Application Forms should be sent to Alliance at Six Battery Road Level 42 Singapore 049909 Singapore time) on or before the Closing Date together with cheques or telegraphic transfers for the Application moneys. Cheques should be made out to Alliance Global Capital Ltd.

### **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 the 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.

### **6.2. Subscription**

The total amount to be raised under this Information Memorandum is US\$150,000.

If US\$150,000 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.

### **6.3. 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. Singapore 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.

### **6.4. NSX Listing**

Application will be made to the NSX, for official quotation of the Company's CDIs to be issued by the Company 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 the Company or of the CDIs now offered for subscription. The NSX, its officers and employees, take no responsibility for the contents of this Information Memorandum.

### **6.5. 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 Security holder 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.

### **6.6. 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 CDI 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 Alliance Agreement**

On 31 August 2015, the Company and the then shareholders in Alliance Global Capital Pte Ltd, Rina Rosarina Maria and Shahid Akram entered into an agreement, whereby the Company acquired all of the issued capital in Alliance Global Capital Pte Ltd.

In consideration the Company agreed to issue 2,250,000 fully paid Ordinary Shares and 750,000 converting Shares at par of US\$0.01 each to each of Murat Ar and Rina Rosarina Maria.

### **7.2 Restriction Agreements**

The Company expects it will enter into restriction agreements in the form set out in the NSX Listing Rules as per the requirements of the NSX with Murat Ar and Rina Rosarina Maria in respect of up to 4,500,000 CDIs and 1,500,000 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 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 1988 (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 and 'A' Class Converting 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 1988(Samoa) and the Listing Rules.

### **Buy Back**

The Company may buy Shares in itself in accordance with the International Companies Act 1988 (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 International Companies Act 1988 (Samoa) 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 Company as attorney for CDN will issue proxy forms with instructions as to how the proxy must vote on a resolution in accordance with the directions of CDI Holders. 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 the Share Register 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 the Share Register 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 the Share Register 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 Converting Shares will automatically convert into 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 Shares on issue in which case only such numbers as would mean the holders would hold no more than 75% of the 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**

Alliance Global Capital Ltd is incorporated in Samoa as an International Company under the *International Companies Act 1988* (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 an International 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 International Companies Act 1988 (Samoa) 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 Alliance Global Capital Ltd.

### **2. Powers of Company**

An International Company such as the Company 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 Alliance Global Capital Ltd is one. The directors may be natural persons or subject to the Company's Memorandum and Articles of Association, bodies corporate. The directors need not be residents of Samoa nor, subject to the Memorandum and Articles of Association, is there any share qualification.

#### **8. Company Secretary**

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

#### **9. Annual General Meetings**

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

#### **10. Extraordinary General Meetings**

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

#### **11. Financial Statements**

There is no requirement under an International Companies Act 1988 (Samoa) 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**

International Companies incorporated under the International Companies Act 1988 (Samoa) 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.

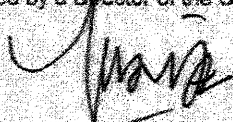
## **7.10 Statement of directors**

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 lodgment with the NSX and its issue.

Signed by a Director of the Company.



**Rina Rosarina Maria**

Dated: 30 March 2016



Before completing this Application Form, you should read the Information Memorandum dated 30 March 2016

**A I/We apply for**

--	--	--	--	--	--	--	--	--	--

CDIs in **ALLIANCE GLOBAL CAPITAL LTD** at US \$0.10 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

\$								
----	--	--	--	--	--	--	--	--

**C First Name (PLEASE PRINT)**

**Surname (PLEASE PRINT)**

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

Street Number

Street

[illegible]

Suburb/Town

State

Post code

	State	Post code

**E Contact Name**

Telephone number – Business hours

Telephone number – Business hours  
(     )    

### E-mail address

[illegible]

## F CHEQUE DETAILS

Drawer

Bank

BSB

Amount of cheque

	USD	BSD	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 acknowledge that \_\_\_\_\_

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for CDIS in Alliance Global Capital Ltd 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 30 MARCH 2016

## 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 20,000 CDIS and thereafter in multiples of 10,000 CDIs would be preferred
- B) Enter the **TOTAL AMOUNT** of application money payable. To calculate the amount, multiply the number of CDIs applied for by US \$0.10
- 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 30 March 2016. 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\$0.10 per CDI (in Australian currency). Cheques should be made payable to "Alliance Global Capital Ltd".

## LODGING OF APPLICATIONS

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