



INFORMATION MEMORANDUM

This is an important document that should be read in its entirety.
If you do not understand any component of this Information Memorandum
you should consult your professional advisors.

No securities will be issued or sold under this Information Memorandum.

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Important information

Issue of this document

This document has been prepared by Eagle IG Ltd (**Company** or **Eagle IG**) in connection with its application to the NSX for admission of its ordinary shares to listing on the NSX. The Company has not raised any capital for at least three months before the date of issue of this Information Memorandum and will not raise any capital for a minimum of three months after the date of the issue of this Information Memorandum.

This document is dated 27 March 2017. A copy of this document was lodged with the NSX on 27 March 2017.

Purpose of this Information Memorandum

This document has been prepared solely for information purposes and to assist investors in evaluating the Company. Neither the Company nor any other person (not limited to any person named in this document) has independently verified any of the information or data contained in this document. No Securities will be issued or sold pursuant to this Information Memorandum.

This document is not a prospectus, nor is it an offer information statement, both of which are disclosure documents under the Corporations Act which must be lodged with ASIC. Consequently, this Information Memorandum should be regarded as having a lower level of disclosure than a prospectus or an offer information statement. This Information Memorandum will not be lodged with ASIC. ASIC takes no responsibility for the contents of this Information Memorandum.

Investment decisions

This document is not, and should not be construed as, a recommendation or advice by the Company, or by any other person (not limited to any person named in this document) to invest in the Company now or at any time in the future. Any prospective investor should conduct his or her own investigations and analysis of the Company, its financial condition, the assets and liabilities of the business and its affairs generally including without limitation the contents of this document.

This document does not take into consideration the individual investment objectives, financial situation or particular needs of any particular person. Any prospective investor should take into account his or her own situation and consider seeking independent advice from suitably qualified professional sources before deciding whether or not to invest in the Company.

Application has been made for listing of the Company's issued securities on the NSX. The fact that the NSX 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 NSX 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.

Unauthorised representations

No person is authorised by the Company to give any information or make any representation that is not contained in the Information Memorandum or is not publicly disseminated through the official announcement platform of the NSX. Any information or representation not contained in this Information Memorandum may not be relied on as having been authorised by the Company, its Directors or any other person.

Exclusion of liability

Nothing in this document is a promise or representation as to the future. Any prospective investor must make his or her own investigations and inquiries about the assumptions, uncertainties and contingencies which may affect the Company. Neither the Company nor any other person (not limited to persons named in this document) has authorized the making of any statement not expressly contained in this document.

Currency of information

All information in this document is, unless otherwise specifically stated, current only as at the date of issue of this document and then only to the extent that relevant information is available at the time of compilation of this document.

The publication of this document does not create any implication that there will be, or has been, no change in the business or affairs of the Company as at the date of issue of this document. The Company may in its absolute discretion, update or supplement this document but is under no obligation to do so.

Forward looking statements

This Information Memorandum contains forward-looking statements concerning the Company's business, operations, financial performance and condition as well as the Company's plans, objectives and expectations for its business, operations and financial performance and condition. Any statements contained in this Information Memorandum that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "due", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target", "will", "would" and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates and projections about the Company's business and the industry in which the Company operates and management's beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company's control. As a result, any or all of the Company's forward-looking statements in this Information Memorandum may turn out to be inaccurate. Factors that may cause such differences include, but are not limited to, the risks described in the Section under the heading "Risk factors" at Section 7.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. These forward-looking statements speak only as at the date of this Information Memorandum. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks the Company describes in the reports to be filed from time to time with the NSX after the date of this Information Memorandum.

Rounding of numbers

Some numerical figures included in this Information Memorandum have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

Trademarks

This Information Memorandum also includes trademarks, trade names and service marks that are the property of other organisations.

Defined words and abbreviations

Defined terms and abbreviations used in this Information Memorandum are defined in the Glossary in Section 10.

Time

All references to time in this Information Memorandum refer to Australian Eastern Standard Time unless stated otherwise.

Photographs and diagrams

Photographs and diagrams used in this Information Memorandum that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this

Information Memorandum or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Information Memorandum are illustrative only. Unless otherwise stated, all data contained in graphs and tables is based on information available as at the date of this Information Memorandum.

1 Board of Directors' letter

27 March 2017

Dear shareholder,

On behalf of the Board of Eagle IG Ltd, we are delighted to introduce the Company to you.

The Company is the holding company of the Group which commenced business on 5 November 2015 and has operations in Hong Kong and China. The Group is engaged in the following key businesses:

- **Corporate advisory and consulting services:** the Group provides consulting and corporate advisory services to corporate clients. It is particularly specialised in advising Chinese companies seeking to list on the Australian capital market; and
- **Investment holdings:** the Group invests in unlisted companies with long term growth potential.

The Company seeks to be listed on the NSX for the following reasons:

- Improve the liquidity of the Company's assets and shares, allowing it to expand its business and achieve long-term growth;
- Gain ongoing access to the capital market by listing on an internationally recognised securities exchange such as the NSX; and
- Provide ongoing transparency to the Company's shareholders, customers and key stakeholders.

This Information Memorandum contains detailed information about the Company, the industry in which the Company operates and its financial and operating performance. The Company is subject to a range of risks. The risks of investing in the Company are fully detailed in Section 7. I encourage you to read this document carefully and in its entirety before making your investment decision.

The Directors are confident that the Company's business, in conjunction with the growth profile of the industry and the expertise of the Board and management team, provides a strong platform for growth.

If you have any questions about this Information Memorandum, please contact the Company or consult your licensed financial adviser, stockbroker or other professional adviser.

Yours sincerely,

Board of Directors

2 Investment overview

This information is a selective overview only and is not intended to provide full information for investors intending to invest in the Shares. Prospective investors should read this Information Memorandum in full before deciding whether to invest in the Shares.

Topic	Summary	For more information
Issuer of this Information Memorandum	Eagle IG Limited, a company incorporated in Victoria, Australia (ACN 617 884 858).	Important Information Section
Purpose of this Information Memorandum	This Information Memorandum is issued in connection with the Company's application for its compliance listing on the NSX.	Important Information Section
Reasons for listing on the NSX	<p>Directors believe that listing on the NSX will:</p> <ul style="list-style-type: none"> • Improve the liquidity of the Company's assets and shares • Assist the Company in gaining ongoing access to the capital market • Assist the Company in providing ongoing transparency to the Company's shareholders, customers and key stakeholders. 	Section 8.1.2
Nature of the Company's business and business model	<p>Eagle IG is incorporated in Victoria, Australia, and is the holding company of the Group. The Group is engaged mainly in the business of providing corporate advisory and consulting services to corporate clients (Advisory Services Business).</p> <p>In the course of conducting its Advisory Services Business, the Group also invests and acquires shares in some of its clients (Investment Business). These clients are usually unlisted, start-up companies which the Group deems to have strong long-term growth potential.</p>	Section 3.1
The Company's corporate structure	The Company was incorporated in Victoria, Australia, on 10 March 2017. For the purposes of the listing, a group restructure (Restructuring) resulted in the acquisition by the Company of Asia Fortune, a company registered in Hong Kong on 14 September 2010, which is one of the main operating entity of the Group, together with its subsidiaries.	Section 3.2
Sources of revenue generated by the Company	<p>The Group derives revenue from in two key ways:</p> <ul style="list-style-type: none"> • Advisory services business: the Group earns either direct consultancy fees or payment in the form of shares in the Client Company. If the Group is paid in the form of shares, this will form part of the Group's Investment Business • Investment business: by investing in unlisted companies with strong growth potential, the Group derives revenue from the capital gain of 	Section 3.3

	these investee companies and from trading the whole or part of the investment by way of listing on a recognised stock exchange or trade sale.	
Material contracts	<p>The Group is a party to a number of important contracts. These include:</p> <ul style="list-style-type: none"> • Loan agreements between Asia Fortune and China Metamorphosis Investment Limited, and Asia Fortune and Hua Teng • Equity investment subscription agreements between Asia Fortune and 148 investors • Agreements on Consultancy Services between Asia Fortune and (1) Sichuan Wei Yi Da (WeTouch) Technology Company Limited, (2) Tianjin Beroni Biotechnology Co., Ltd, (3) Hengyang Zhongke Photoelectron Co., Ltd, and (4) Sichuan Jinrui Gas Co., Ltd • Agreements on Consultancy Services between Eagle IG Limited Hong Kong and (1) Beijing Hanhai Muhan Information Technology Development Co., Ltd, and (2) Zhaoqing Pi Si Tong Machinery Co., Ltd. 	Section 3.4
Key benefits of investing in the Company	<p>The benefits of investing in the Company include the following:</p> <ul style="list-style-type: none"> • an existing management team with a good operating track record who is overseen by an experienced board of directors • being able to participate in the growing private sector of China's national economy. 	Section 3
Key risks of investing in the Company	<p>There are a number of risks associated with investing in the share market generally and in the Company specifically. Full details of these risks are set out in Section 7 and include:</p> <ul style="list-style-type: none"> • risks associated with the Group's investments • the ability to identify suitable investment opportunities in the future • reliance on key management personnel 	Section 7
Financial position of the Company	The Company is a new company formed on 10 March 2017 to hold 100% of the equity interest in Asia Fortune and its related subsidiaries. This information memorandum contains historical financial information of Asia Fortune for the past three financial years.	Section 6
Directors of the Company	<p>Directors of the Company are:</p> <ul style="list-style-type: none"> • Timothy Lawlor Wall (Non-executive director) • Huei Ching Huang (Executive director) • Dennis (Kwong Yeung) To (Executive director) <p>Their qualifications, work experience and shareholdings in the Company (if any) are set out in</p>	Section 5.1

Section 5.		
Shareholders of the Company	<p>All existing Shares were issued to satisfy in full the purchase consideration for the Company's acquisition of Asia Fortune. Therefore, all existing Shares are held by the registered and/or beneficial owners of Asia Fortune, each holding such number of Shares in proportion to his or her interest in Asia Fortune before completion of the Restructuring.</p> <p>More detailed shareholding information, including substantial shareholdings, is set out in Section 4 and the list of Top 20 shareholders is set out in Section 4.2</p>	Section 4.2
Company's plans to declare dividend	<p>The Company's initial focus will be on generating capital growth. The Company has no immediate plan to declare or distribute dividends. However, where possible, directors intend to declare the highest possible rates of dividends after taking into account factors such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by directors.</p>	Section 4.6

3 Company and Business overview

3.1 Background

Eagle IG is incorporated in Victoria, Australia, and is the holding company of the Group. The Group is engaged mainly in the business of providing corporate advisory and consulting services to corporate clients (**Advisory Services Business**) and is particularly specialised in advising Chinese companies seeking to list on the Australian capital market.

The areas in which the Group advises on include corporate governance, internal control, financial reporting and investment strategies. The Group has extensive experience in dealing with the various issues involved with entering into new markets and, as such, is able to advise clients with the most appropriate, effective and customised strategies.

In the course of conducting its Advisory Services Business, the Group also invests and acquires shares in some of its clients (**Investment Business**). These clients are usually unlisted, start-up companies which the Group deems to have strong long-term growth potential. The objective is to benefit from the capital gain of these investee companies and to realise these gains by trading the whole or part of the investment by way of listing on a recognised stock exchange or trade sale.

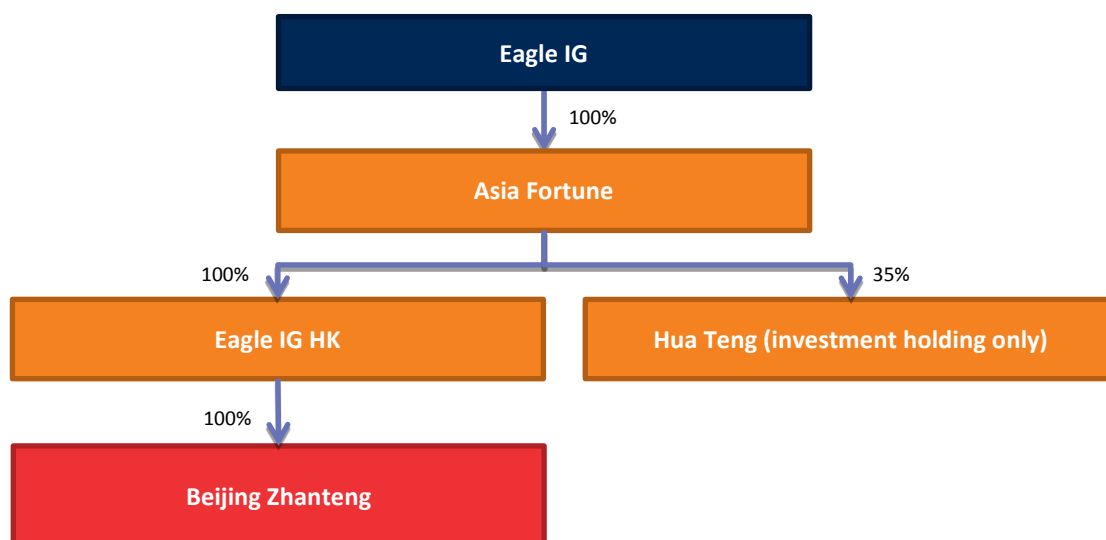
Eagle IG is comprised of a team of highly skilled individuals who adopt a professional approach to all aspects of the business in order to maintain high standards of service for clients. The team has extensive experience in mergers and acquisitions, capital markets, fund management and investment banking. With team members from across Australia, China and Singapore, Eagle IG is better able to understand the needs of its diverse client-base from across Australia and Asia, enabling the Company to provide consistently valuable and high-quality service.

3.2 Corporate structure

The Company was incorporated in Victoria, Australia, on 10 March 2017. For the purposes of the listing, a group restructure (**Restructuring**) resulted in:

- the acquisition by the Company of Asia Fortune, company registered in Hong Kong on 14 September 2010, which is the main operating entity of the Group, together with:
 - its wholly owned subsidiary Eagle IG HK, a company registered in Hong Kong on 5 November 2015;
 - the acquisition by Eagle IG Limited of Beijing Zhanteng, a wholly foreign owned enterprise registered in China in 21 November 2016; and
 - its 35% shareholding in Hua Teng, a company registered in Hong Kong on 12 January 2016. This shareholding is a passive investment holding only.

The Group structure at the date of this Information Memorandum is shown in the diagram below.



3.3 Business model: services and investments

Eagle IG is a holding company of the Group which is engaged in an Advisory Services Business and an Investment Business. The Group's two-tiered business model is set out as below.

a) Advisory Services Business

The Group provides advisory and consulting services to assist corporate clients (**Client Company**) in achieving their strategic and performance objectives. To do this, it consults in areas such as market segmentation and positioning, operational and financial strategy planning, internal management, risk management, capital-market investment, and cross-border transactions between Australia and Asia.

Further, the Group also has extensive experience in advising on and assisting with regulatory compliance matters, including corporate governance, continuous disclosure, and financial management and reporting. By adopting a client-focused approach and carefully analysing each client's unique circumstances, the Group is able to deliver effective and customised strategies that provide long-term value to the client.

In consideration for its services, the Group earns either direct consultancy fees or payments in the form of shares in the Client Company. If the Group is paid in the form of shares, this will form part of the Group's Investment Business, detailed in Section 3.3(b).

The Group's Advisory Services Business is conducted by both Eagle IG HK and Asia Fortune. Details of the Group's existing advisory and consultancy agreements are provided under Section 3.4(a).

b) Investment Business

In the course of conducting its Advisory Services Business, the Group invests and acquires shares in some of its clients. These clients are usually unlisted, start-up companies which the Group deems to have strong long-term growth potential.

The objective is to benefit from the capital gain of these Client Companies and to realise these gains by trading the whole or part of the investment by way of listing on a recognised stock exchange or trade sale. To maximise its profitability and diversification, the Group does not limit its investments to any specific industries nor to any specific region.

Potential investments by the Group are assessed and approved in a structured and disciplined way. As an investment criteria, the Group seeks investment opportunities that are not undertaken by individual investors due to their scale of investments and conducts structured due diligence to ensure appropriate risk-adjusted

returns. Investments proposals are assessed, reviewed and approved by the Group's key personnel according to the strategies and policies of the Group as part of the day to day management of the business. Senior management members report to the board of directors on a regular basis regarding the investment performance.

The Group's Investment Business is conducted by both Eagle IG HK and Asia Fortune. As at the date of this Information, the Group has investments in the following Client Companies.

Group Entity	Investee company	Shareholding % held in the investee company	Principal activities
Asia Fortune	Sichuan Wei Yi Da (WeTouch) Technology Co., Ltd (<i>Sichuan WeTouch</i>)	1.2%	Development, manufacturing, sales and servicing of medium to large sized touchscreens.
	Tianjin Beroni Biotechnology Co., Ltd (<i>Tianjin Beroni</i>)	4.6%	Sourcing and distributing smoking cessation products from overseas in China.
	Hua Teng	35%	A Hong Kong based firm specialising in Hong Kong main board listing advisory, asset management, and other financial services.

Further details of the above shareholding arrangements are provided under section 3.4.

3.4 Material contracts

The Directors consider that there are a number of contracts which are significant or material to the Group. The main provisions of these contracts are summarised below. These summaries do not purport to be complete and are qualified by the text of the contracts themselves.

a) Consultancy agreements

The Group currently has six advisory and consultancy agreements that are ongoing. Of these, two agreements are entered into by Eagle IG HK and the remaining four are entered into by Asia Fortune.

Eagle IG HK

As at the date of this Information Memorandum, Eagle IG HK has entered into advisory and consultancy agreements with the following key clients (**Client Company**):

- Beijing Hanhai Muhuan Information Technology Development Co., Ltd, dated 26 December 2016; and
- Zhaoqing Pi Si Tong Machinery Co., Ltd, dated 8 August 2016.

Both agreements are framework agreements and contain substantially the same key contractual terms. The key contractual terms are as follows:

Key Terms	
Eagle IG HK's Obligations	Eagle IG HK is to provide advisory and consultancy services for the Client Company's listing on an exchange in Australia.
Term	The agreement terminates 1 year from the date of commencement or upon the listing of the Client Company on an exchange in Australia, whichever occurs first.
Payment	Payment to Eagle IG HK is provided in the form of shares in the Client Company. The value of the shares to be provided is determined by whichever is the higher value of either the trading price per share once the Client Company lists in Australia or by the price per share during the last round of pre-listing investment.
Timing of payment	The payment in the form shares are to be transferred within 60 days (or such other date as agreed upon by the parties) upon the incorporation of the Client Company. The shares of the Client Company are to be registered under the name of Eagle IG or its nominee.

Asia Fortune

As at the date of this Information Memorandum, Asia Fortune has entered into advisory and consultancy agreements with the following key clients:

- Sichuan Wei Yi Da (WeTouch) Technology Co., Ltd (**Sichuan WeTouch**), dated 10 December 2016;
- Tianjin Beroni Biotechnology Co., Ltd (**Tianjin Beroni**), dated 26 November 2016;
- Hengyang Zhongke Photoelectron Co., Ltd (**Hengyang Zhongke**), dated 5 November 2016; and
- Sichuan Jinrui Gas Co., Ltd (**Sichuan Jinrui Gas**).

These agreements are framework agreements and contain substantially the same key contractual terms. The key contractual terms are as follows:

Key Terms	
Asia Fortune's Obligations	Asia Fortune is to provide general financial advisory and consultancy services for the Client Company.
Term	The agreement terminates 1 year from the date of commencement.
Payment	Consideration is paid to Asia Fortune for their consultancy services.

b) Loan agreement with China Metamorphosis Investment Limited

Asia Fortune has entered into a loan agreement dated 25 February 2016 with China Metamorphosis Investment Limited (**China Metamorphosis**). The main contractual terms are as follows:

Key Terms	
Asia Fortune's Obligations	Asia Fortune has agreed to lend HK\$ 1,200,000 to China Metamorphosis.
Interest rate	3% per annum.
Term	<p>The term of the loan is 2 years from the date of the drawdown. The dates of drawdowns are 29 February 2016 and 6 April 2016.</p> <p>The loan can also be payable on demand by notice or upon the occurrence of any of the specified events where:</p> <ul style="list-style-type: none"> • China Metamorphosis refuses Asia Fortune's supervision on its financial and credit situation; • China Metamorphosis expressly or by conduct represents that it is or will be in breach

of any of its obligations under the Loan Agreement; or

- there is any event that may have a material adverse effect on China Metamorphosis' ability to perform its obligations under the agreement.

c) Subscription Agreement

Asia Fortune has entered into an Equity Investment Subscription Agreement and a Supplementary Equity Investment Subscription Agreement (together, the **Subscription Agreements**) with 148 investors (who are the existing shareholders of the Company). Under the Subscription Agreements, the investors subscribed for shares in Eagle IG in consideration for payment of their investment monies to Asia Fortune. The investors are required to fully pay their subscription amounts on or before the contracted investment date. Asia Fortune shall repay the total amount of received investment to all investors plus the agreed interest if the Company's listing application is rejected.

3.5 Related party contracts

Loan agreement with Hua Teng

Asia Fortune and Hua Teng (an entity controlled by Chien Chin Kao, who is the majority shareholder of the Company) have entered into a loan agreement dated 25 May 2016, whereby Asia Fortune lends HK\$350,000 to Hua Teng at an interest rate of 3% per annum. The loan is unsecured and has a repayment period of 2 years from the date of drawdown, being 31 May 2016. However, the loan can be payable on demand by notice or upon the occurrence of any of the specified events where:

- Hua Teng refuses Asia Fortune's supervision on its financial and credit situation;
- Hua Teng expressly or by conduct represents that it is or will be in breach of any of its obligations under the Loan Agreement; or
- there is any event that may have a material adverse effect on Hua Teng's ability to perform its obligations under the agreement.

To date, HK\$3,500 of the loan amount has been repaid by way of share transfer of 35% of shares in Hua Teng from Chien Chin Kao to Asia Fortune.

3.6 Key employees

The Company's business is reliant upon the provision of high quality operational services by its key personnel. The Company and its subsidiaries have a total of 7 employees, including 1 non-executive director, 2 executive directors, 2 vice-presidents, 1 chief executive officer and 1 company secretary (please see section 5 for further information).

3.7 Future plans and prospects

The goal of Eagle IG is to be a world-class corporate advisory and consulting services company which serves a diverse range of clients across Asia and Australia. Eagle IG aims to do this through the provision of high-quality services at competitive prices.

The key aspects of its strategy are set out below:

- focus on its consultancy business;
- leverage its established reputation and significant customer base to enhance cross-selling opportunities;
- increase its market share in Asia's expanding business world;
- expand its customer base;
- expand its international operations; and
- maintain high standards for asset quality through disciplined risk management.

The above outline of Eagle IG's investment objective and strategy is not intended to be a forecast, but a statement of the Company's aims only. The Company may not be successful in meeting its investment objectives. The investment objective and strategy outlined in this Information Memorandum have already been implemented and presently no material changes are contemplated by the Company. If the Company proposes to make any material changes to its investment objective or strategy, these will be made after consultation between the Board and the Manager, subject to any necessary approvals.

4 Shareholding information

4.1 Share class information

As at the date of this Information Memorandum, the Company has only one class of shares on issue, namely ordinary Shares, the details of which are as follows:

	Number of Shares	Voting rights attached to the Shares	Amount of fully paid security
Ordinary Shares	13,565,677	Each shareholder is entitled to one vote for each Share	\$24,418,218.60

4.2 Top 20 shareholders

As at the date of this Information Memorandum, the top 20 shareholders of the Company (including whose shares are subject to escrow arrangements) are set out as follows:

	Name	Number of Shares	% of issued capital
1.	Chien Chih Kao	7,067,271	52.04%
2.	Yawei Zhang	500,000	3.69%
3.	Huei Ching Huang	450,000	3.32%
4.	Szu Wu Yu	395,000	2.91%
5.	Po Yao Huang	394,872	2.91%
6.	Jianxing Song	270,000	1.99%
7.	Huitao Fan	200,000	1.47%
	Jing Tao	200,000	1.47%
	Yuan Zhang	200,000	1.47%
8.	Xiangdong Tang	125,000	0.92%
9.	Ping Lucy,Wang	112,500	0.83%
10.	Lei Zhang	111,000	0.82%
11.	Zhe Ma	105,000	0.77%
12.	Wenyi Zhang	100,000	0.74%
	Long Zhang	100,000	0.74%
	Fukamidoki Reiko	100,000	0.74%
13.	Jinghui Mu	85,000	0.63%
14.	Cuiping Zhang	75,000	0.55%
15.	Rui Wu	70,000	0.52%
16.	Yue Zhao	62,500	0.46%
	Yongning Zhang	62,500	0.46%
	Jian Wang	62,500	0.46%
	Guanping Ren	62,500	0.46%

Xiuli Yu	62,500	0.46%
Chien-hua,Tseng	62,500	0.46%

4.3 Previous shareholding

Save for Chien Chih Kao and Huei Ching Huang, all other existing shareholders (being 148 shareholders) of the Company were issued shares in the Company on 23 March 2017 as consideration for entering into Subscription Agreements with Asia Fortune (please see section 3.4(c) for further information). These investments were made over the period between 4 July 2015 and 21 November 2016.

Chien Chih Kao and Huei Ching Huang were issued shares in the Company for consideration for transferring their shares in Asia Fortune to the Company as part of the Restructuring exercise carried out by the Company for the purpose of the proposed listing on NSX.

4.4 Analysis of shareholding

As at the date of this Information Memorandum, the distribution of the holders of the ordinary shares issued by the Company (including shares subject to escrow arrangements) are as follows:

Holding	Number of holders	Number of ordinary shares	% of issued capital
1-1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	25	225,701	1.66%
10,001 - 100,000	112	3,209,333	23.66%
100,000 and above	13	10,130,643	74.68%
	150	13,565,677	100%

4.5 Restricted securities

Subject to NSX's acceptance of the Company's submission to have securities be restricted, the Company intends to have escrow arrangements in respect of 6,647,182 shares, which represent 49% of the Company's issued and paid up share capital. If NSX accepts the Company's submission on securities to be restricted, the following persons will enter into restriction agreements with the Company under which they are restricted from dealing in any Share held by them during the escrow period. The escrow arrangement are as follows:

Name of holder	Number of shares	Escrow period
Chien Chih Kao	5,657,733	24 months from listing date
Huei Ching Huang	450,000	24 months from listing date
Yawei Zhang	232,392	12 months from issuance of securities
Yuan Zhang	92,957	12 months from issuance of securities
Huitao Fan	92,957	12 months from issuance of securities
Long Zhang	46,479	12 months from issuance of securities
Jinghui Mu	30,408	12 months from issuance of securities
Jian Shen	15,562	12 months from issuance of securities
Yajun Li	10,733	12 months from issuance of securities
Zhengri Jin	10,028	12 months from issuance of securities

Dandan Wang	7,513	12 months from issuance of securities
Hui Wang	424	12 months from issuance of securities

4.6 Dividend policy

The Company does not intend to pay dividends on securities for the financial year ending 31 December 2017 (the first financial year following the incorporation of the Company). Any future determination as to the payment of dividends by the Company will be at the discretion of directors. However, where possible, directors intend to adopt a policy of declaring the highest possible rates of dividends after taking into account factors such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by directors.

Directors expect that any dividend, if paid, will be paid without franking credits.

5 Directors and corporate governance

5.1 Board of Directors

At listing, the Board will comprise three members, consisting of one non-executive director and two executive directors. The following table provides information regarding the Directors, including their positions and expertise:

Experience	
 <p>Timothy Lawlor Wall</p>	<p>Mr Wall is an experienced professional with almost 20 years of corporate experience. Having served as a "hands-on" Chief Operating Officer (COO) and Chief Financial Officer (CFO) for a variety of companies, Mr Wall has developed a strong understanding of Investor Relations and Capital Markets.</p> <p>Mr Wall has also served as a Finance Director and Non-executive Director for a number of ASX and AIM (London) listed companies across a wide range of industries. This has provided him with extensive experience in assisting emerging companies tackle the challenges associated with rapid expansion and listing on public markets.</p> <p>Mr Wall is currently a Non-executive Director for ASX-listed company, Greenpower Energy Limited.</p>
Role	Non-executive Director
Expertise / Qualifications	<ul style="list-style-type: none"> • Member of Institute of Chartered Accountants in Australia • Company Directors Course, Australian Institute of Company Directors (AICD) • Diploma of Investor Relations, Australasian Investor Relations Association (AIRA)
Location	Sydney, Australia
Independence or affiliations	Independent
Legal or disciplinary action	Nil
Insolvent companies	Nil

Experience	
 <p>Huei-Ching Huang</p>	<p>Ms Huang graduated from Soochow University with a Bachelor of Laws. She has over 20 years of experience in multinational corporations across Hong Kong, Singapore and China.</p> <p>Prior to joining Eagle Investment Group Limited, Ms Huang was the Director of Information Risk Management in KPMG, Singapore, and had also acted as the Service Director of the Asia Pacific for Hitachi Data System Singapore.</p>
Role	Executive Director

Expertise / Qualifications	Bachelor of Laws (Soochow University)
Location	Taipei, Taiwan
Independence or affiliations	Executive Director
Legal or disciplinary action	Nil
Insolvent companies	Nil

Experience



Mr To graduated from the University of Hong Kong and has nearly 20 years of experience in the capital market industry. He was the Chief Financial Officer (**CFO**) of three listed Hong Kong Main Board companies with a proven track record of leading successful IPOs. He has worked with Ernst & Young for over 9 years in servicing listed companies and multinational corporations.



Mr To is a fellow of the Association of Chartered Certified Accountants (United Kingdom), a member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants.

Dennis (Kwong Yeung) To

Role	Executive Director
Expertise / Qualifications	<ul style="list-style-type: none"> • Bachelor of Business Administration (University of Hong Kong) • Member of CPA Australia • Fellow of the Association of Chartered Certified Accountants (UK) • Member of the Hong Kong Institute of Certified Public Accountants
Location	Sydney, Australia
Independence or affiliations	Executive Director
Legal or disciplinary action	Nil
Insolvent companies	Nil

5.2 Senior management

The day to day management of the Group's business is tasked to the following team of experienced personnel:

Experience	
 <p>Jefferson (Lien-Tsung) Huang</p>	<p>Mr Huang graduated from National Taiwan University with a Master of Management. He has over 30 years' experience in public company management, international listings and financing, enterprise M&As, international venture-capital investments and fund managements in Taiwan, Singapore, Hong Kong and China.</p> <p>Prior to joining Eagle Investment Group Limited, Mr Huang acted as a Deputy General Manager of Taiwan Hotung Group (listed on Singapore Stock Exchange); a Founder, Executive Director and General Manager of Juguo Venture Investment Management Consulting Company; an Executive Director and CEO of Hongkong Global Flex Holding Limited (listed on Hong Kong Stock Exchange Main Board) and a Director and General Manager of Taiwan Yunchen Electronics Group (listed on Taiwan Stock Exchange).</p>
	Role Chief Executive Officer
	Expertise / Qualifications Master of Management (National Taiwan University)
	Legal or disciplinary action Nil
	Insolvent companies Nil
Experience	
 <p>Paul (Chia-Yu) Yen</p>	<p>Mr Yen has an extensive experience in equity management and financial planning. He is currently the Vice President of Eagle Investment Group Ltd and Vice President of Beijing Eagle Intelligence Equity Investment Management Company.</p> <p>My Yen is also the former Asia-Pacific president of U.S. Sunstone Management Company, partner of Beijing Greta Business Resources Company, Greater China Chief Representative of U.S. Seraph Group and the Financial Planning director of U.S. Transmerica Group.</p>
	Role Vice President
	Expertise / Qualifications Bachelor of Marketing and Finance (San Francisco University)
	Legal or disciplinary action Nil
	Insolvent companies Nil

Experience	
 <p>Yanli Wang</p>	<p>Ms Wang is currently the Vice President of Eagle Investment Group Limited and the General Manager and Executive Director of Beijing Eagle Intelligence Equity Investment Management Company. She graduated from Dongbei University of Finance and Economics with a Masters of Economic and Capital.</p> <p>Ms Wang's extensive experience includes formerly being the Vice President of Siemens (China) Limited, Northeast Asia CEO of Siemens Global Shared Service, Operational director of Dagong Global Credit Rating Group, Vice President of Genpact (China) Limited and Senior Manager of GE Capital International Service Co. Ltd.</p>
	Role Vice President
	Expertise / Qualifications Master of Economic and Capital (Dongbei University of Finance and Economics)
	Legal or disciplinary action Nil
Insolvent companies Nil	

Experience	
 <p>Yan Cui</p>	<p>Mr Cui graduated from Melbourne University with a Master of Finance. He has extensive experience in financial service industry, investment firms and insurance companies in Australia and China.</p> <p>Prior to joining Eagle Investment Group Limited, Mr Cui had held positions in PICC (World Top 500), and consulted several investment firms in China in areas of equity research, asset management, industrial analysis and corporate finance.</p>
	Role Company Secretary
	Expertise / Qualifications Master of Finance (Melbourne University)
	Legal or disciplinary action Nil
Insolvent companies Nil	

5.3 Directors' and managements' interest in securities

Directors and the Company Secretary's interests at the date of this Information Memorandum are as follows.

Name	Role	Shares
Huei Ching Huang	Executive Director	450,000
Dennis (Kwong Yeung) To	Executive Director	Nil
Timothy Lawlor Wall	Non-executive Director	Nil

Senior management interests at the date of this Information Memorandum are as follows.

Name	Role	Shares
Jefferson Lien-Tsung Huang	CEO	Nil
Chia-Yu (Paul) Yen	Vice-President	Nil
Yanli Wang	Vice-President	12,500
Yan Cui	Company secretary	Nil

5.4 Directors' interests and remuneration

(a) Non-Executive Directors' remuneration - Timothy Lawlor Wall

The Directors decide the total amount paid to each Director as remuneration for their services. This aggregate amount is currently A\$61,000 per annum. Annual fees agreed to be paid to the Non-Executive Director is A\$25,000 per annum. All Directors fees include superannuation at the statutory rate.

Non-Executive Directors may be paid such additional or special remuneration as the Directors decide is appropriate where a Director performs extra work or services which are not in the capacity as a Director of the company.

There are no retirement benefit schemes for Directors other than statutory superannuation contributions.

(b) Executive Director remuneration – Huei-Ching Huang and Dennis (Kwong Yeung) To

Huei-Ching Huang and Dennis (Kwong Yeung) To are Executive Directors of the Group. From 10 March 2017, Huei-Ching Huang and Dennis (Kwong Yeung) To will receive an annual fixed remuneration of A\$18,000. They may resign from the position by giving 1 months' notice in writing. Their employment may be terminated by the employer (a member of the Group) by giving 1 months' notice in writing or by making a payment in lieu of notice. In the event of serious misconduct or other specific circumstances warranting summary dismissal, Huei-Ching Huang's and Dennis (Kwong Yeung) To's employment contracts may be terminated immediately by notice in writing and without payment in lieu of notice. Upon the termination of Huei-Ching Huang's and Dennis (Kwong Yeung) To's labour contract (whether by resignation or termination), Huei-Ching Huang and Dennis (Kwong Yeung) To will be subject to a restraint of trade period of up to 12 months. The restraint of trade period may be reduced or eliminated in its entirety at the discretion of the Company.

(c) Company Secretary remuneration – Yan Cui

Yan Cui is Company Secretary of the Group. From 10 March 2017, Yan Cui will receive an annual fixed remuneration of A\$10,000. Yan Cui may resign from his position by giving 1 months' notice in writing. Yan Cui's employment may be terminated by his employer (a member of the Group) by giving 1 months' notice in writing or by making a payment in lieu of notice. In the event of serious misconduct or other specific circumstances warranting summary dismissal, Yan Cui's employment contract may be terminated immediately by notice in writing and without payment in lieu of notice. Upon the termination of Yan Cui's labour contract (whether by resignation or termination), Yan Cui will be subject to a restraint of trade period of up to 12 months. The restraint of trade period may be reduced or eliminated in its entirety at the discretion of the Company.

5.5 Corporate governance

Given the size of the Company the board is yet to formally adopt corporate governance procedures. The board will continually review the need for corporate governance practices, and to adopt them as and when the need arises in the future. Disclosure of these corporate governance practices will be given in accordance with the Listing Rules.

6 Financial Information

6.1 Background

The Group is a result of the Restructuring which had the sole purpose of acquiring all assets, specified liabilities and the entire business undertakings of Asia Fortune for the purposes of the Listing. Therefore, the financial information set out in this section relates to the financial information of Asia Fortune, comprising:

- the audited historical financial statements for the financial year ended 31 December 2014;
- the audited historical financial statements for the financial year ended 31 December 2015; and
- the audited historical financial statements for the financial year ended 31 December 2016.

The historical financial information in this Information Memorandum has been prepared and presented in accordance with International Financial Reporting Standards (*IFRS*), which collective term includes all applicable individual IFRS and interpretations approved by the International Accounting Standards Board.

Golden Mark & Company have audited or reviewed (as the case may be) the aforesaid financial statements, and have issued unqualified opinions on these financial statements. The audit and review performed by Golden Mark & Company were carried out in accordance with International Standards on Accounting issued by the International Federation of Accountants through the International Auditing and Assurance Standards Board.

The financial information has been prepared and presented in have been provided in U\$, the currency of the primary economic environment in which Eagle IG operates. Notwithstanding, for the benefit of potential investors, we have provided conversions to A\$ at a rate of A\$1.00 to U\$0.76. As noted, that simple conversion does not comply with IFRS and is provided for general guidance and reference only.

The Auditors have given their consent for financial reports prepared by it to be included in this Information Memorandum and to be named as the Auditor of Asia Fortune. Complete audited financial statements for the Company are available for inspection at the Company's Registered Office.

6.2 Summary of historical financial performance since incorporation

Income Statement

	Year ended 31 December 2016 (U\$)	Year ended 31 December 2015 (U\$)	Year ended 31 December 2014 (U\$)
REVENUE¹	5,712,002	708,510	-
DIRECT COST	(1,033,435)	(54,514)	-
GROSS PROFIT	4,678,567	653,996	-
OTHER INCOME	1,765,933	-	551
ADMINISTRATIVE EXPENSES	(34,785)	(3,927)	(1,727)
FINANCE COST	-	-	(3)
PROFIT (LOSS) BEFORE TAXATION	6,409,715	650,069	(1,179)
INCOME TAX	-	-	-
PROFIT (LOSS) FOR THE YEAR²	6,409,715	650,069	(1,179)
OTHER COMPREHENSIVE	-	-	-

INCOME FOR THE YEAR			
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>6,409,715</u>	<u>650,069</u>	<u>(1,179)</u>
EARNINGS PER SHARE³	0.472	0.048	--

Statement of Financial Position

	Year ended 31 December 2016 (U\$)	Year ended 31 December 2015 (U\$)	Year ended 31 December 2014 (U\$)
NON - CURRENT ASSETS			
Other investment	7,091,045	72,020	-
TOTAL	7,091,045	72,020	
CURRENT ASSET			
Loan receivable	154,800	-	-
Other receivables, deposits and prepayments	83,659	515,767	68
Amount due to associate	44,699	-	-
Amounts due from shareholders	129,032	129,032	129,032
Cash at bank balance	1,127,487	66,134	43
TOTAL	1,539,677	710,933	129,143
CURRENT LIABILITIES			
Amount due to sole director	139,339	-	-
Other payable and accruals	1,303,746	5,031	1,290
TOTAL	1,443,085	5,031	1,290
NET CURRENT ASSETS	96,592	705,902	127,853
NET ASSETS	<u>7,187,637</u>	<u>777,922</u>	<u>127,853</u>
Financed by:			
SHARE CAPITAL	129,032	129,032	129,032
RETAINED PROFIT (ACCUMULATED LOSS)	7,058,605	648,890	(1,179)
SHAREHOLDERS' FUND	<u>7,187,637</u>	<u>777,922</u>	<u>127,853</u>
NET ASSET VALUE PER SHARE⁴	<u>US\$ 0.530</u>	<u>US\$ 0.057</u>	<u>US\$ 0.009</u>

Consolidated Statements of Changes in Equity

	Share capital (U\$)	Retained profits (U\$)	Total (U\$)
Issue of share capital	129,032	-	129,032

Loss for the first period	-	(1,179)	(1,179)
Balance at 31 December 2014	<u>129,032</u>	<u>(1,179)</u>	<u>127,853</u>
Total comprehensive income for the year	-	650,069	650,069
Balance at 31 December 2015	<u>129,032</u>	648,890	777,922
Total comprehensive income for the year	-	<u>6,409,715</u>	<u>6,409,715</u>
Balance at 31 December 2016	<u>129,032</u>	<u>7,058,605</u>	<u>7,187,637</u>

Notes:

1. The increase in revenue of U\$5,003,492 for the financial year ended 31 December 2016 as compared with the previous financial year is due to the increased number of corporate advisory and consultancy contracts signed and provided to clients in the year of 2016.

2. The significant increase in profit by U\$5,714,947 for the financial year ended 31 December 2016 as compared with the previous financial year is due to the increased amount of U\$5,003,492 in revenue and U\$1,765,933 contributed by other income.

3. Calculated based on 13,565,677 shares issued by the company.

4. Calculated based on 13,565,677 shares issued by the company.

6.3 Working capital

As at the date of this Information Memorandum, the Group has sufficient working capital for its current requirements. Therefore, the Company has no intention of raising additional funds for at least three months after its listing on NSX.

6.4 No prospective financial forecast

No prospective financial forecast or projection is prepared for inclusion in this Information Memorandum because the Directors consider that any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Notwithstanding the above, this Information Memorandum includes, or may include, forward-looking statements which have been based on the Company's current expectations. These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from expected future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and environment in which the Company will operate in the future. Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements.

In light of these risks, uncertainties and assumptions, forward-looking statements in this Information Memorandum might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

7 Risk factors

This Section identifies the areas that are believed to be the major risks associated with an investment in the Company.

The Company's business is subject to risk factors, a number of which are beyond the Company's control. These risks may be both specific to the Company's business activities and of a general nature. Individually, or in combination, these risks might affect the future operating performance and the value of an investment in the Company.

There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in the Company should be considered in light of the risks, both general and specific. Each of the risks set out below could, if they eventuate, have a material adverse impact on the Company's operating performance and profits.

Before deciding to invest in the Company, potential investors should read the entire Information Memorandum, and specifically consider the factors contained within this Section in order to fully appreciate the risks associated with an investment in the Company. You should carefully assess these factors in light of your personal circumstances and seek professional advice from your stockbroker, accountant, lawyer or other professional adviser before deciding whether to invest.

While these are not the only risks and uncertainties we face, management believes that the most significant risks and uncertainties are as set out below.

7.1 Risks specific to the Company

7.1.1 Operating Risks

The operating performance and position of the Group, the value of Shares 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 Group and directors. Accordingly, these factors may have a material effect on the Group's performance and profitability which may cause the market price of Shares to rise or fall over any given period.

7.1.2 Counterparty and Credit Risks

Counterparty risk is the risk that a counterparty, such as clients, will not be able to meet its obligation under a contract. The strategies of the Company rely on the successful performance of contracts with external parties. There is a risk that these counterparties may not meet their responsibilities, including default of payments from clients as a result of their insolvency, financial distress or liquidation of the counterparty, which may expose the Company to the risk of loss. In the case of default, the Company could also become subject to adverse market movements while replacement transactions are executed.

7.1.3 Investment Risks

The Group's financial position will be influenced by the ability to identify, make, manage and realise suitable investments. There is no assurance that such investments can or will be made or that such investments will be successful. Poor performance by any investment could severely affect the investment return. Specifically, investors should note the following:

- there is no assurance that the performances of investee companies the Group invests in will continue to be satisfactory or that the value of the Group's investments in these investee companies will increase over time;
- the Group's investment holdings are non-controlling stakes in the investee companies. Therefore, there is no assurance that the Group will be able to exercise any actual or even significant control over the future objectives, operations, strategic directions and financial performance of such these investee companies; and

- the Group typically invests in small unlisted companies. Investments in such small unquoted companies typically involve different type of risks as compared to investments in larger, more established companies or companies which are listed on a recognised securities exchange. In general, there is less protection of market participants and less government regulation and supervision of transactions in securities of unlisted companies. The Group's holdings in these unlisted companies may not be easily converted to cash which may potentially result in the risk that the fair value of these investments may be overstated by the independent valuers appointed by the Group to value these investments.

The Group is dependent on the judgment and ability of the management in investing and managing the assets of the Group. There is no assurance that the Group or the management team will be successful in obtaining suitable investments in investee companies, or that if such investments are made, the investing objectives of the Group can be achieved.

7.1.4 Liquidity Risks

Liquidity of Shares will be affected by a wide variety of factors including the size of the Company and the investment intention of the Company's existing and prospective shareholders at that time. In the event that a shareholder wished to dispose of their investment in the Company, this can be achieved through a sale on the NSX. However the directors can give no assurance that there will be sufficient liquidity in the trading of the Shares nor whether the price of Shares will reflect the underlying net asset value of the Company. The price at which the Company's Shares trade on NSX may be below the net asset value backing of the Shares. There is no requirement under the Constitution of the Company for the Board to undertake a buy - back of Shares, to implement a capital reconstruction or to take other action where the price is below the net asset value or backing the Shares.

7.1.5 Competition risks

The Group is subject to competition from domestic suppliers of corporate advisory services.

Increased competition may be in response to market conditions and the opportunity for competitors to expand their operations and markets, be in response to increased demand for the Group's services, in response to increased supply in their existing markets, as a result of the actions of governments and market response. Increased competition may reduce the price of services that the Group is able to sell which may have a material and adverse effect on the Company's revenue and profitability and, in particular, its growth.

7.1.6 Cross-border enforcement of shareholders and/or Directors' obligations

The operating entity of the Group is incorporated outside of Australia and the Company's major shareholder currently resides in Taiwan and China. The Company's executive director resides outside of Australia. While the Australian legal obligations on the director and shareholders are applicable and enforceable even to those who are resident outside of Australia, it is harder for the Company to constantly ensure that those obligations are being complied with. In the event of any breach by the director or shareholders, the Company's financial position may be adversely affected.

7.1.7 Reliance on key personnel

The Group's business is reliant upon the provision of high quality operational services by its senior personnel. It is also dependent on its skilled training staff and technical personnel for the successful and ongoing provision of its services and business activities. Any change in the quality or quantity of these services, or an inability to attract qualified and motivated personnel to provide these services, could affect the Group's services or business activities and financial performance. The Group's original founders also retain substantial operations roles with the company and have substantial influence over the day to day affairs and strategic direction of the Group. Without these founders acting in conjunction with other management personnel, the Group may not be able to continue its services or business activities successfully or deliver its long-term strategic objectives.

7.1.8 Foreign exchange risks

The Group's profitability will be generated in Hong Kong and China. Economic or political instability in China (which may be caused by a number of unforeseeable events) may have an adverse effect on the Company.

China's exchange rate has historically fluctuated in relatively short periods of time. Adverse movements in China's exchange rate could result in a decreased reported contribution from the Chinese operations, and this may have a material adverse effect on the Company.

7.1.9 Investment in securities

Shareholders and interested investors should be aware that there are risks associated with any investment in securities such as the Shares, and should recognise that the price of securities may fall as well as rise. In particular, the trading price of securities at any given time may be higher or lower than the price paid by the investor for these securities. Further, there can be no assurance that an active trading market will develop in the Shares.

Many other factors will affect the price of the Shares, including general fluctuations in the performance of local and international stock markets, movements in interest and exchange rates, industry-specific as well as general economic conditions and investor sentiment. Stock markets have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies. There can be no guarantee that trading prices and volumes of any securities will be sustained. These factors may materially affect the market price of the Shares, regardless of the Group's operational performance.

No guarantee can be given by the Company in respect of the payment of dividends, any returns of capital or the market value of the Shares. Such issues are dependent on the Group's performance after listing, the control of costs and the need for working capital and other funding requirements.

7.1.10 Exposure to general economic conditions

The operating and financial performance of Eagle IG is influenced by a variety of general domestic and global economic and business conditions that are outside the control of the Company. Prolonged deterioration in general economic conditions may affect the demand for the Company's services and may have a material adverse impact on the financial performance, financial position, cash flows, dividends, growth prospects and Share price of the Company.

7.1.11 Accounting standards

Any changes in accounting standards or how they are applied and interpreted may have an adverse impact on the Company's financial performance and position.

7.1.12 Taxation reform

Any changes to the current rate of the Company's income tax in Australia or abroad (i.e., China) may affect shareholder returns. Any changes to relevant tax laws, the way they are interpreted and applied or to the current rate of taxes could have an adverse effect on the Company's financial performance or results. In addition, any change in tax rules and tax arrangements could also have an adverse effect on the level of dividend imputation or franking and shareholder returns.

7.1.13 Litigation and regulatory inquiries

The Company may be subject to litigation, complaints and other claims or disputes, regulatory inquiries or investigations and other enforcement action initiated by customers, employees, regulators or other third parties in the course of its business. Such matters may have a materially adverse effect on the Company's financial performance and position. Even if such matters are successfully defended or settled without financial consequences, they may have a material adverse effect on the Company's reputation.

7.1.14 Force majeure events

Force majeure events, or events beyond the control of the Company, may occur within or outside Australia that could affect the world economy, the operations of the Company and the price of the Shares. These events include war, acts of terrorism, civil disturbance, political intervention and natural events such as earthquakes, floods, fires and severe weather conditions.

7.1.15 Dividends will not be fully franked

Currently, the Group generates its revenue solely via its operating entity in Hong Kong. As a result, all dividend payments are paid out from profits generated by Asia Fortune. Under current Australian tax law, the Company does not pay any tax for receipt of dividends paid by Asia Fortune. Therefore, the Company does not expect any Australian tax liability. As a result, dividends paid out to the Company's shareholders will be unfranked.

In the event that the Company becomes liable for any Australian tax, shareholders may receive franking credits for the amount of tax paid. However, there is still no guarantee that the Company will have sufficient franking credits in the future to fully frank dividends or that the franking system will not be varied or abolished.

The value and availability of franking credits to a shareholder will also differ depending on the shareholder's particular tax circumstances. Shareholders should also be aware that the ability to use franking credits, either as a tax offset or to claim a refund at the end of the income year will depend on the individual tax position of each shareholder.

7.1.16 Risk of shareholder dilution

In the future, the Company may raise capital by the issue of equity securities in the Company. While the Company will be subject to the Listing Rules regarding the percentage of capital it may issue within a 12 month period (other than where exceptions apply), shareholders may be diluted as a result of any future capital raising via the issue of equity securities.

8 Additional information

8.1 Details of the listing

8.1.1 NSX listing

The Company has applied to NSX for admission to the Official List and for official quotation of its Shares on NSX. The fact that NSX may list the Company's securities is not to be taken in any way as an indication of the merits and commercial viability of the Company or the listed securities. The NSX takes no responsibility for the contents of this Information Memorandum, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon any part of the content of this Prospectus.

Directors expect that trading of the Shares on NSX will commence as soon as practicable after approval for admission to the Official List is granted and all conditions (if any) applicable thereto have been fulfilled.

8.1.2 Purpose of the Listing

The Company's application to NSX is to list its Shares on NSX by way of a compliance listing. No new capital will be raised by the Company as a result of the Listing. Nonetheless, directors believe that the listing of the Shares on NSX is beneficial to the Company and shareholders because a listing on NSX will:

- Improve the liquidity of the Company's assets and shares, allowing it to expand its business and achieve long-term growth;
- Assist the Company in gaining ongoing access to the capital market by listing on an internationally recognised securities exchange such as the NSX; and
- Assist the Company in providing ongoing transparency to the Company's shareholders, customers and key stakeholders.

8.1.3 Information about NSX

In February 2000, NSX became the second stock exchange to be approved under the then corporations law in Australia and is licensed under the Corporations Act. NSX is a fully operational and fully regulated stock exchange. NSX creates a market for a wide range of interests including alternative investments and traditional equity securities. Investments listed by NSX cover various areas of the economy that require a market platform. NSX is focused on listing small to medium-sized enterprises, as there is a great need for growth entities to have a capital market in which they can raise further capital and provide a mechanism for the transferability of shares or other listed interests.

Additional information about NSX and the market which it operates can be obtained on its website (www.nsx.com.au).

8.1.4 Brokers

On or about the date of this Information Memorandum, there are twenty three brokers registered as participant brokers of NSX, and they are the only brokers who can execute trades on NSX. Full profiles of these participant brokers are available on NSX website under the "For Brokers | Brokers List" tab.

8.1.5 Nominated Adviser

Companies intending to list on NSX are required to have a nominated adviser. It is contemplated that, with a nominated adviser for each company, investors will be offered better protection because nominated advisers are required to make sure that companies meet the on-going requirements for listing on NSX and the requirements of the Act. The Company has appointed Baker McKenzie as nominated adviser.

8.1.6 Restricted securities

NSX may classify certain securities as being subject to the restricted securities provisions of the Listing Rules. In particular, directors, other related parties and promoters may receive escrow on securities held by them for up to 24 months from the date the Company's Shares are listed on NSX. The Company has made submission to NSX on the securities to be restricted, and subject to NSX's acceptance thereof, the Company will enter into restriction agreements with certain directors to implement the proposed escrow arrangements. A summary of the proposed escrow arrangements is set out in Section 4.5.

8.2 Rights and liabilities attaching to Shares

The Company currently has 13,565,677 fully paid ordinary shares on issue. There are no other classes of shares on issue. The rights and liabilities attaching to ownership of the Shares are set out in the Company's Constitution, and, in certain circumstances, are regulated by the Corporations Act, the NSX Listing Rules, the ASTC Settlement Rules and general law.

The following is a summary of the more significant rights of the holders of Ordinary Shares of the Company. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Company's Members. The summary assumes that the Company is admitted to the Official List of the NSX.

8.2.1 General Meeting and Voting

Each member is entitled to receive notice of and to attend and vote at general meetings of the Company and to receive all financial statements, notices, and other documents required to be sent to members under the Company's Constitution, the Corporations Act or the Listing Rules.

At a general meeting, every member present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, one vote for each fully paid Share held. On a poll, partly paid Shares confer a fraction of a vote pro-rata to the amount paid up on the Share.

8.2.2 Dividends

Subject to the Listing Rules, the Act and the Constitution, the amount which the Directors from time to time determine to distribute by way of dividend are divisible among the members in proportion to the amounts paid up on the Shares held by them.

8.2.3 Issue of shares

Subject to the Constitution and the Listing Rules, the Directors have the right to issue shares, grant options over unissued shares to any person and they may do so at such times as they think fit and on the conditions and the issue price they think fit. Such shares may have preferred, deferred or other special rights or special restrictions about dividends, voting, return of capital or otherwise, as the Directors think fit.

8.2.4 Variation of class rights

Subject to the Corporations Act and the Listing Rules, the rights attached to any class of shares may, unless their terms of issue state otherwise, be varied:

- with the written consent of the holders of 75% of the shares of the class; or
- by a special resolution passed at a separate meeting of the holders of shares of the class.

8.2.5 Transfer of Shares

Subject to the Constitution, the Corporations Act, the Listing Rules and to the rights or restrictions attached to any shares or class of shares, holders of Shares may transfer them by a proper transfer effected in accordance with the Listing Rules or an instrument in writing in any usual form or in any other form that the Directors approve.

Unless otherwise as provided by the Listing Rules and ASX Settlement Business Rules, the Directors may in their absolute discretion ask ASX Settlement to apply a holding lock to prevent a transfer or refuse to register a

paper-based transfer under certain circumstances prescribed by the Constitution. If the Directors decline to register a transfer, the Company must give the party lodging the transfer written notice of the refusal and the reason for refusal.

8.2.6 Small holdings

The Directors may sell the Shares of a shareholder if that shareholder holds less than a marketable parcel of Shares, provided that the procedures set out in the Constitution are followed. A non-marketable parcel of Shares is defined in the Listing Rules and is, generally, a holding of shares with a market value of less than A\$500.

8.2.7 Winding up

Subject to any special or preferential rights attaching to any class or classes of shares, the Constitution, the Corporations Act and the Listing Rules, members will be entitled in a winding up to share in any surplus assets of the Company in proportion to the shares held by them.

8.2.8 Directors – appointment and removal

The minimum number of Directors is three and the maximum is to be fixed by the Directors but may not be more than 10 unless the Company passes a resolution varying that number. Directors are elected at annual general meetings of the Company. Retirement will occur on a rotational basis so that any Director who has held office for three or more years or three or more annual general meetings (excluding any managing Director) retires at each annual general meeting of the Company. The Directors may also appoint a Director to fill a casual vacancy on the Board in addition to the Directors who will then hold office until the next annual general meeting of the Company.

8.2.9 Directors – voting

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of a tied vote, the Chairman has a second or casting vote, unless there are only two Directors present or qualified to vote, in which case the proposed resolution is taken as having been lost.

8.2.10 Directors' remuneration

The Directors, other than the Executive Directors, are entitled to be paid by such Directors' fees for their services as the Company in a general meeting may from time to time determine. The Constitution also makes provision for the Company to pay all expenses of Directors in attending meetings and carrying out their duties and for the payment of additional fees for extra services or special exertions.

8.2.11 Alteration of share capital

Subject to the Listing Rules, the Constitution and the Corporations Act, the Company may alter its share capital.

8.2.12 Preference shares

The Company may issue preference shares including preference shares which are liable to be redeemed. The rights attaching to preference shares are those set out in the Constitution.

8.2.13 Variation of the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of the Company. The Company must give at least 28 days' written notice of its intention to propose a resolution as a special resolution.

8.2.14 Share buy-backs

The Company may buy back shares in accordance with the provisions of the Corporations Act.

8.2.15 Dividend plan

The Constitution contains a provision allowing Directors to implement a dividend reinvestment plan.

8.3 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to take independent financial advice about the taxation and any other consequences of investing in the Company.

8.4 Consents

Written consents to be named in, or for the inclusion of attributed statements in, this Information Memorandum have been given and, at the date of this Information Memorandum, had not been withdrawn by the following parties:

- Baker & McKenzie has given and has not withdrawn its written consent to be named in this Information Memorandum as Australian legal adviser and nominated adviser to the Company in the form and context it is so named;
- Golden Mark and Company has given, and has not withdrawn, its written consent to be named in this Information Memorandum as the investigating accountant to the Company in the form and context it is so named.

No entity or person referred to above in this Section 8.4 has made any statement that is included in this Information Memorandum or any statement on which a statement made in this Information Memorandum is based, except as stated above. Each of the persons and entities referred to above in this Section 8.4 has not authorised or caused the issue of this Information Memorandum, does not make any offer of Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Information Memorandum except as stated above in this Section 8.4.

8.5 Litigation

So far as the Company is aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material in which the Group is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Group.

9 Directors' responsibility statement

This Information Memorandum has been seen and approved by all directors who collectively and individually accept responsibility for this Information Memorandum and confirm, after having made all reasonable enquiries, that to the best of their knowledge and beliefs, the facts stated and opinions expressed in this Information Memorandum are fair and accurate in all material respects as at the date of this Information Memorandum and that there are no material facts the omission of which would make any statement in this Information Memorandum misleading.

Each director has consented to lodgement of this Information Memorandum with NSX and has not withdrawn that consent, and has authorised this Information Memorandum for issue on the date of this Information Memorandum.

Signed for and behalf of Eagle IG Ltd:



Huei-Ching Huang
Executive Director



Dennis (Kwong Yeung) To
Executive Director



Timothy Lawlor Wall
Non - Executive Director

10 Glossary

A\$ means Australian dollars.

ACN means Australian Company Number.

AEST means Australian Eastern Standard Time.

AIFRS means the Australian International Financial Reporting Standards.

Asia Fortune means Asia Fortune International Holdings Limited, an entity incorporated in Hong Kong.

ASIC means the Australian Securities and Investments Commission.

Beijing Zhanteng means Beijing Zhanteng Borun Management Consulting Co., Limited, an entity incorporated in PRC.

Board means the board of directors of the Company.

Chief Executive Officer means Chief Executive Officer of the Company.

Chief Financial Officer means Chief Financial Officer of the Company.

Chairman means chair person of the Board.

China or **PRC** means the People's Republic of China.

Company or **Eagle IG** means Eagle IG Ltd (ACN 617 884 858).

Constitution means the constitution of Eagle IG.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of **Eagle IG**, and Director means any one of them.

Eagle IG HK means Eagle IG Limited, an entity incorporated in Hong Kong.

Group means the consolidated group comprising Eagle IG and its Subsidiaries.

GST has the meaning given in section 195–1 of the *A New Tax System (Goods and Services) Tax Act 1999* (Cth).

HK\$ means the lawful currency of Hong Kong.

Hua Teng means Hua Teng Financial Group Limited, an entity incorporated in Hong Kong.

Historical Financial Information has the meaning as set out in Section 6.

IFRS means the International Financial Reporting Standards.

Listing Rules means the listing rules of NSX.

NSX means the National Stock Exchange of Australia Limited (ABN 11 000 902 063).

Official List means the official list of entities that NSX has admitted and not removed.

Information Memorandum means this document and any supplementary or replacement Information Memorandum in relation to this document.

RMB means Renminbi, the lawful currency of the PRC.

Section means a section of this Information Memorandum.

Share means an ordinary fully paid share in the Company (and includes the Shares).

Shareholder means a holder of Shares.

U\$ means the lawful currency of the United States of America.

Corporate directory

Company

Eagle IG Ltd
ACN 617 884 858

Proposed NSX Code: EAG

Corporate website: <http://www.eagleigltd.com>

Registered Office

Level 36, Gateway Tower 1
Macquarie Place
Alfred Street, Sydney NSW 2000

Directors

Timothy Lawlor Wall
(Non-executive director)

Dennis (Kwong Yeung) To
(Executive director)

Huei-Ching Huang
(Executive Director)

Company Secretary

Yan Cui

Nominated Adviser and Australia Legal Adviser

Baker & McKenzie
Level 27, 50 Bridge Street
Sydney, New South Wales 2000

Auditors

Golden Mark & Company
1 Matheson Street
Causeway Bay, Hong Kong

Share Registry

Automic Registry Services
Level 3
50 Holt Street
Surry Hills NSW 2010