



# VENN HOMESUITE LTD PROSPECTUS

For the Offer of 30,000,000 Shares in Venn Homesuite Ltd at \$0.35 per Share

## **Offer of Fully Paid Ordinary Shares**

# IMPORTANT NOTICES

## Offer

Venn Homesuite Limited is an unlisted public company incorporated in Victoria. The Offer contained in this Prospectus is an invitation to apply for fully paid ordinary shares (“**Shares**”) in Venn Homesuite Limited (“**Venn Homesuite**” or “**Company**”).

This document will be referred to as “Prospectus”. This Prospectus is issued by Venn Homesuite for the purposes of Chapter 6D of the Corporations Act 2001 (Cth) (“**Corporations Act**”). The terms used in this Prospectus are defined in the Glossary.

## Lodgement

This Prospectus is dated and lodged with ASIC on 19 October 2020. ASIC takes no responsibility for the contents of this Prospectus, or the merit of the investment to which this Prospectus relates.

## Expiry Date

This Prospectus expires on the date 13 months after the Prospectus Date (“**Expiry Date**”) and no Shares will be issued or transferred on the basis of this Prospectus after the Expiry Date.

## Electronic Prospectus

You may download a copy of this Prospectus at [www.vennhomesuite.com](http://www.vennhomesuite.com). You may only access the electronic version of this Prospectus if the document is accessed within Australia. The offer of these shares is directly made to persons who reside in Australia. Distribution of this Prospectus outside of Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions.

## Due Diligence

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. Prior to investing in this Offer, it is encouraged that you seek professional advice from relevant professionals, including your accountant, financial advisor, stockbroker, lawyer and such like before deciding whether to invest in the Company.

## Risk

You must read the entire Prospectus before investing in this offer. By subscribing to this offer you agree to have read this Prospectus in its entirety. You should consider the inherent risks described in Section 6 prior to participating in this offer. Please refer to Section 6 for further information regarding risk of the Company.

## Performance

No person is authorised to make representations concerning the performance or future performance of the business other than what is contained in this Prospectus. Any information that is not contained in this Prospectus may not be relied upon as a representation made by the Company, its representatives, agents, or affiliated parties.

Except as required by law and only to the extent required, no person named in this Prospectus nor any other person, guarantees the performance of Venn Homesuite.

### **Overseas Individuals**

Distribution of this Prospectus outside of Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions.

This Prospectus does not constitute an offer in any jurisdiction, or to any persons, whom it would be unlawful to do so.

### **Exposure Period**

The Corporations Act prohibits the Company from processing applications to subscribe for Shares under this Prospectus (“Applications”) in the seven-day period after the date of lodgement of this Prospectus (“Exposure Period”). This period may be extended by ASIC by up to a further seven days.

The Exposure Period allows the Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on Applications received during the Exposure Period.

During the Exposure Period, this Prospectus will be made available to Australian residents, without the Application Forms, at the Company’s website: [www.vennhomesuite.com](http://www.vennhomesuite.com), which will be redirected to <https://investor.automic.com.au/#/ipo/vennhomesuite>.

### **Photographs and Diagrams**

Photographs and diagrams used in this Prospectus that do not have description are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by Venn Homesuite. Diagrams and maps used in this Prospectus are illustrative purposes only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on the information available at Prospectus Date.

### **Disclaimer**

This Prospectus contains information relating to the past performance of the company. Past performance is not indicative of future performance.

This Prospectus contains forward-looking statements, which can be identified by the use of forward-looking terminology, including, without limitation, the terms “will”, “may”, “believes”, “indicates”, “seeks”, “estimates”, “anticipates”, “expects”, “predicts”, “intends”, “plans”, “goals”, “targets”, “aims”, “outlook”, “guidance”, “forecasts”, “probability”, “would”, “could” or “should” or, in each case, their negative or other

variations or comparable terminology. Investors should note that these statements may be affected by varying factors which could cause actual results to deviate from anticipated results.

This prospectus uses market data and third-party estimates and projections. There is no guarantee that any of the third-party estimates or projections contained in this Prospectus will be achieved. The Company has not independently verified this information.

The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Company has no intention of updating or revising forward-looking statements, or publishing prospective Financial Information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

This Prospectus, including the industry overview in Section 4, uses market data and third-party forecasts and projections. Venn Homesuite has obtained significant portions of this information from market research prepared by third parties. There is no assurance that any of the forecasts contained in the reports, surveys and research of such third parties that are referred to in this Prospectus will be achieved.

Venn Homesuite has not independently verified this information. Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors set out in Section 6.

### **Statements of Past Performance**

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

### **Obtaining a Copy of this Prospectus**

Investors may obtain a copy of this Prospectus in electronic form at the company's website at [www.vennhomesuite.com](http://www.vennhomesuite.com), which will be redirected to <https://investor.automic.com.au/#/ipo/vennhomesuite>. This prospectus is not available to persons in any other jurisdictions whom it may be unlawful to disseminate to. Application for Shares may only be made during the Offer period on the Application Form attached to or accompanied by this Prospectus, or via the company's website [www.vennhomesuite.com](http://www.vennhomesuite.com). Persons who access this Prospectus must ensure that they download and read the entire Prospectus.

### **Financial Year Periods**

All references to FYE2020 appearing in this Prospectus are to be the financial years ended or ending 30 June 2020.

All financial amounts contained in this Prospectus are expressed in Australian currency, unless otherwise stated. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

### **Currency**

Unless otherwise noted in this Prospectus, all references to “\$”, “\$AUD, or dollars are to Australian Dollars.

### **Exchange Rate**

Unless otherwise stated, the exchange rate was used in the relevant periods:

| <b>Current Rate</b>  |        |
|--|--------|
| <b>AUD 1.00 = MYR X.XXXX</b>   |        |
| <b>As of 28 August, 2020</b>   |        |
| Average rate for the period (used for conversion of RM dominations in this prospectus unless otherwise stated) | RM3.03 |

### **Timetable**

Notwithstanding any provisions of this Prospectus, the Company may, from time to time and without giving any notice, abridge, or further abridge, extend or further extend any period or vary or further vary any date referred to in this Prospectus for such a period to be extended unless the date has expired or the date to be varied has passed.

### **No Offering where Offering would be Illegal**

This Prospectus does not constitute an offer or invitation to apply for Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus (including electronic form) outside Australia may be restricted by law, and persons who come into possession of this Prospectus outside Australia should seek advice on, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus may not be distributed to or relied upon by any persons in the United States unless accompanied by the Institutional Offering Memorandum as part of the Institutional Offer.

### **Securities that are able to be traded on a financial market**

If the Shares are able to be traded on a securities market and you wish to trade the Shares through that market, you will have to make arrangements for a participant in that market to sell the Shares on your behalf.

### **Privacy**

By completing and submitting the Application Form to apply for Shares, you are providing personal information to the Company's service provider, Konkrete (“Share Registry”), which has been contracted by the Company to manage Applications. The Company and the Share Registry on its behalf, may collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

Once you have become a Shareholder, the Corporations Act requires information about you (including your name, address and details of the Shares you hold) to be included in the Company's Shareholder register. This information must continue to be included in the Company's Shareholder register even if you cease to be a Shareholder.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application.

Your personal information may be disclosed to the Company's members, agents and service providers. Some members, agents and service providers of the Company may be located outside Australia, and as a result your personal information may be disclosed overseas.

The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- The Share Registry for an ongoing administration of the Shareholder register;
- Legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering and advising on the Offer and for associated actions.

You may request access to your personal information held by or on behalf of the Company.

If you have any concerns or queries about the way your personal information is managed by the company, please contact the Company by email to [enquiries@vennhomesuite.com](mailto:enquiries@vennhomesuite.com).

### **No Cooling-Off Rights**

Cooling-off rights do not apply to an investment in Shares issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your application once it has been accepted.

### **Questions**

If you have any questions about how to apply for Shares, please call your broker. For any other questions about the Offer, please contact the [enquiries@vennhomesuite.com](mailto:enquiries@vennhomesuite.com).

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## IMPORTANT DATES

|  |                 |
|--|-----------------|
| Prospectus Date  | 19 October 2020 |
| Retail Offer opens (Opening Date)                                  | 26 October 2020 |
| Retail Offer closes (unless the Offer is fully subscribed earlier) | 26 January 2021 |
| Allotment of Shares under the Offer                                | 28 January 2021 |

**Note:**

The above dates are indicative only. All times are Australian Eastern Standard Time (AEST), except where stated otherwise. The Company reserves the right to vary the dates and times of the Offer, which includes closing the Offer early, extending the closing of the Offer, or accepting late Applications, either generally or in particular cases, without notifying any recipients of this Prospectus or any Applicants. Investors are encouraged to submit their Applications as soon as possible after the Offer opens. See Section 2 for more information.

## KEY OFFER STATISTICS

|   | <b>Subscription</b> |
|---|---------------------|
| Shares to be issued under this Offer  | 30,000,000          |
| Offer Price   | \$0.35              |
| Total shares held by existing shareholder   | 10,000,000          |
| Total number of shares post completion of the Offer   | 40,000,000          |
| Total number of Shares issued under the Offer as a percentage of total Shares on issue at Completion of the Offer | 75%                 |
| Amount to be raised under the Offer   | \$10,500,000        |
| Market Capitalisation at the Offer Price  | \$14,000,000        |

## CORPORATE DIRECTORY

| <b>Board of Directors</b> |                         |                  |                   |
|---------------------------|-------------------------|------------------|-------------------|
| <b>Name</b>               | <b>Designation</b>      | <b>Residency</b> | <b>Profession</b> |
| Soo Weng Wong (Kevin)     | Chief Executive Officer | Malaysian        | Businessman       |
| Hun Yip Ng (Eric)         | Non-Executive Director  | Australian       | Accounts          |
| Cheng Chai Chan (Jason)   | Executive Director      | Australian       | Businessman       |

|   |
|---|
| <b>Company Secretary</b>  |
| Hun Yip Ng (Eric)   |
| <b>Legal Representation (Australian)</b>  |
| Agile Legal Consulting<br>Level 7, 257 Collins Street<br>Melbourne, Victoria Australia 3000 |
| <b>Auditor (Australia)</b>  |
| William Buck<br>Level 20, 181 William Street,<br>Melbourne VIC 3000                         |
| <b>Investigating Accountant (Australia)</b>   |
| William Buck<br>Level 20, 181 William Street,<br>Melbourne VIC 3000                         |
| <b>Registered Office (Australia)</b>  |
| Level 7, 257 Collins Street<br>Melbourne, Victoria Australia 3000                           |
| <b>Share Registry</b>   |
| The Company will operate their own registry   |

## Chairman's Letter

Dear Investors,

On behalf of the Board of Directors, I am pleased to offer you the opportunity to invest in Venn Homesuite Ltd ("**Company**" or "**Venn Homesuite**").

This investment is a unique opportunity for investors to participate in the acquisition of property that can be developed into Service Apartment in Penang, Malaysia.

Venn Homesuite is looking to raise \$10.5 million through this Offer and the proceeds raised in connection with this Offer will be used to acquire a single property in Penang, Malaysia that can be developed into a commercial building and to apply for the relevant planning permits and rezoning approval.

Once the land has been acquired and permit approval has been obtained, Venn Homesuite proposes to obtain relevant funding for development and proposes to develop Service Apartments on the land.

Venn's Service Apartments will be branded as Homesuite rather than Service Apartments to emphasise a homely atmosphere. A home away from home.

The proposed development of the Service Apartments will combine both homestay lodging and hotel accommodation, providing travellers alternative accommodation options that combines the comforts and flexibility of homestay lodging with luxury hospitality of a hotel.

The site acquisition and planning approval submission process will be managed and controlled by the Company and its senior management team.

Property is a key asset that will always hold value, it cannot be replicated nor can it be stolen. Invest knowing that your investment will hold value.

Investment in Venn Homesuite is subject to a range of risks. Please read Section 6 of the Prospectus for a more detailed discussion of the risk factors associated with an investment in Venn Homesuite.

This Prospectus contains detailed information on Venn Homesuite, and I encourage you to read it carefully and, in its entirety, to understand how your funds are invested and the risks associated with the company's activities so you can make an informed decision to invest in what we believe to be a well governed and managed business.

Yours Sincerely,

**Soo Weng Wong**  
Chief Executive Director

# 1. Overview

The following table summarises the key features of an investment in the Company and refers to the sections of the Prospectus where you can find further information. You should read this Prospectus in full to properly understand the offer.

| Subject  | Details  | Further Information |
|--|--|---------------------|
| <b>1.1 General</b>   |  |                     |
| <b>What is Venn Homesuite?</b>                                 | <ul style="list-style-type: none"> <li>Venn Homesuite Limited is an Australian unlisted public company incorporated on 22 June 2020.</li> <li>The Company purchases undeveloped property in Asia and acquires the relevant planning permits in preparation for commercial residential development.</li> </ul>  | Section(s)<br>3     |
| <b>Where does Venn Homesuite operate?</b>                      | <ul style="list-style-type: none"> <li>Venn Homesuite's Head Office is based in Melbourne, Victoria.</li> <li>The Venn Homesuite's team will also operate in Penang, Malaysia.</li> </ul>  | Section(s)<br>4     |
| <b>1.2 Key Information</b>                                     |  |                     |
| <b>What are the key business objectives of Venn Homesuite?</b> | <ul style="list-style-type: none"> <li>Venn Homesuite's objective is to provide investors with exposure to international commercial residential property.</li> </ul>   | Section(s)<br>3.1   |
| <b>What is the purpose of the Offer?</b>                       | <ul style="list-style-type: none"> <li>The purpose of the Offer is to acquire a suitable property in Penang, Malaysia, and obtain the relevant approvals and permits.</li> <li>The development of the property is not a part of this offer.</li> </ul>   | Section(s)<br>2.1   |
| <b>How does Venn Homesuite generate its revenue?</b>           | <ul style="list-style-type: none"> <li>Venn will seek to develop service apartments on the property and lease the property to a building manager. In the alternative, the whole property will be sold or apartments may be sold individually.</li> <li>Venn Homesuite is unlikely to generate any revenue for 5 years post completion of this offer (upon completion of the property's development). <b>Money required for development is <u>NOT</u> raised in this offer.</b></li> <li>Any unutilised cash reserves will be deposited in an interest generating account.</li> </ul> | Section(s)<br>3.3   |

|  |   |                 |
|--|---|-----------------|
| <b>How does Venn Homesuite make key decisions?</b> | <ul style="list-style-type: none"> <li>Venn Homesuite’s key decisions are made by the Company’s Board of Directors under the advice and consideration of the Venn Homesuite’s senior management.</li> <li>All key decisions will follow the corporate governance procedures and policies set out by the company.</li> </ul> | Section(s)<br>7 |
|--|---|-----------------|

### 1.3 Key Strengths

|                               |  |                 |
|-------------------------------|--|-----------------|
| <b>Strategic Location</b>     | <ul style="list-style-type: none"> <li>Venn Homesuite has identified Penang as the location for property acquisition. Penang is known as an international tourist destination and the Company has identified the area to be a growing business hub.</li> </ul> | Section(s)<br>4 |
| <b>Extensive Experience</b>   | <ul style="list-style-type: none"> <li>Some of Venn’s Senior Management team are based in Penang and has extensive experience in the Penang property market and property development industry.</li> </ul>  | Section(s)<br>7 |
| <b>International Exposure</b> | <ul style="list-style-type: none"> <li>By participating in this offer, investors will have exposure to the international property market, specifically Penang, Malaysia.</li> </ul>  | Section(s)<br>4 |

### 1.4 Key Risks

|                              |   |                   |
|------------------------------|---|-------------------|
| <b>Return</b>                | <ul style="list-style-type: none"> <li>The Company cannot guarantee revenue generation and is unlikely to generate revenue for the first 5 years.</li> </ul>  | Section(s)<br>3.1 |
| <b>Land Acquisition Risk</b> | <ul style="list-style-type: none"> <li>Risks inherent to the acquisition of land, including the availability of land upon completion of Offer and changes to pricing of land.</li> </ul>  | Section(s)<br>6.1 |
| <b>Approval Risks</b>        | <ul style="list-style-type: none"> <li>Various approvals are required, including planning permits and rezoning approvals. There is no guarantee that approvals will be obtained within a timely fashion or on the terms requested or expected.</li> </ul>   | Section(s)<br>6.2 |
| <b>Funding Risks</b>         | <ul style="list-style-type: none"> <li>Risks inherent to obtaining funding for development and construction. There is no guarantee that the Company will be successful in acquiring sufficient capital or obtain relevant funding to develop the land.</li> <li>In the event relevant funding cannot be acquired to develop the property, the Company may need to enter into a Joint Venture to develop the Service Apartments or consider selling the land with the approved permits.</li> </ul> | Section(s)<br>6.4 |
| <b>Key Personnel</b>         | <ul style="list-style-type: none"> <li>The responsibility of overseeing the acquisition of the land and the planning permit approval depends substantially on</li> </ul>  | Section(s)        |

its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

|                      |  |                   |
|----------------------|--|-------------------|
| <b>COVID-19 Risk</b> | <ul style="list-style-type: none"> <li>The effects of the recent COVID-19 pandemic may affect the acquisition of land and processing times for the planning permit.</li> </ul> | Section(s)<br>6.5 |
|----------------------|--|-------------------|

## 1.5 Key People

|                  |   |                   |
|------------------|---|-------------------|
| <b>Directors</b> | Soo Weng Wong (Kevin)<br>Hun Yip Ng (Eric)<br>Cheng Chai Chan (Jason) | Section(s)<br>6.1 |
|------------------|---|-------------------|

| <b>Key Shareholders</b> | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: black; color: white;"> <th style="text-align: left;">Name</th> <th style="text-align: left;">Shares</th> </tr> </thead> <tbody> <tr> <td>Venn Qudarsi Sdn Bhd</td> <td>10,000,000</td> </tr> </tbody> </table> | Name | Shares | Venn Qudarsi Sdn Bhd | 10,000,000 | Section(s)<br>6.14 |
|-------------------------|--|------|--------|----------------------|------------|--------------------|
| Name                    | Shares   |      |        |                      |            |                    |
| Venn Qudarsi Sdn Bhd    | 10,000,000   |      |        |                      |            |                    |

## 1.7 The Offer

|   |   |                   |
|---|---|-------------------|
| <b>Who are the issuers of the Prospectus?</b> | <ul style="list-style-type: none"> <li>Venn Homesuite Limited (ACN 641 944 934) a company incorporated in Victoria, Australia.</li> </ul> | Section(s)<br>5.2 |
|---|---|-------------------|

|                           |  |                   |
|---------------------------|--|-------------------|
| <b>What is the Offer?</b> | <ul style="list-style-type: none"> <li>The Company is seeking to raise \$10,500,000 by offering investors an opportunity to purchase Ordinary Shares in the Company at the price of \$0.35 per share.</li> </ul> | Section(s)<br>2.1 |
|---------------------------|--|-------------------|

|                             |  |                   |
|-----------------------------|--|-------------------|
| <b>Investment Objective</b> | <ul style="list-style-type: none"> <li>Venn Homesuite's sole objective is to provide investors with exposure to commercial residential property related investment opportunities.</li> </ul> | Section(s)<br>3.1 |
|-----------------------------|--|-------------------|

|  |  |                   |
|--|--|-------------------|
| <b>Why is the Offer being conducted?</b> | <ul style="list-style-type: none"> <li>Venn Homesuite's proceeds of the Offer will be used for the purposes of:           <ul style="list-style-type: none"> <li>Acquisition of a strategic property located in Penang, Malaysia that can be developed into Service Apartments;</li> <li>Obtaining planning and rezoning approval;</li> <li>Working capital; and</li> <li>Paying expenses associated to this offer.</li> </ul> </li> </ul> | Section(s)<br>3.2 |
|--|--|-------------------|

|                                |  |                   |
|--------------------------------|--|-------------------|
| <b>Acquisition of Property</b> | <ul style="list-style-type: none"> <li>The Company will decide which property will be acquired;</li> <li>Acquisition will take place no later than 12 months post completion of this offer;</li> </ul> | Section(s)<br>2.3 |
|--------------------------------|--|-------------------|

|   |   |                    |
|---|---|--------------------|
|   | <ul style="list-style-type: none"> <li>The Company will use \$8,000,000 from the total offer proceeds to acquire a suitable property;</li> <li>Any cash funds not utilised from time to time will be held in an interest generating account. The Company will not generate a significant proportion of its income from the investment of funds in this manner.</li> </ul> |                    |
| <b>Dividends</b>  | <ul style="list-style-type: none"> <li>Venn Homesuite does not anticipate having any surplus income to distribute to the shareholders in the form of Dividends in the first five years of operations. <b>The period of which is an estimation only and may extend subject to varying circumstances.</b></li> </ul>  | Section(s)<br>9.15 |
| <b>Property Selection Criteria</b>                                | <ul style="list-style-type: none"> <li>The Company intends to identify and actively seek opportunities for the acquisition of suitable sites for the development of Service Apartments in Penang, Malaysia.</li> </ul>  | Section(s)<br>3.2  |
| <b>Property Vendor</b>  | <ul style="list-style-type: none"> <li>Any property purchased will be at arm's length with the Vendor.</li> <li>If for any reason the property is not an arm's length transaction, the Company will hold a general meeting accompanied by supporting documentation to decide whether the property is of a suitable nature.</li> </ul>                                     | Section(s)<br>6.6  |
| <b>Is the offer underwritten?</b>                                 | <ul style="list-style-type: none"> <li>The Offer is not being underwritten.</li> </ul>  | Section(s)<br>2.6  |
| <b>Is there any fees or stamp duty payable by the Applicants?</b> | <ul style="list-style-type: none"> <li>No Brokerage, commission or duty is payable by Applicants on the acquisition of shares under the offer.</li> </ul>   | Section(s)<br>2.6  |
| <b>What are the tax implications of investing in the Shares?</b>  | <ul style="list-style-type: none"> <li>The tax consequences of any investment in the Shares will depend upon investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.</li> </ul>   | Section(s)<br>9.14 |
| <b>How can I apply?</b>   | <ul style="list-style-type: none"> <li>You may apply for Shares by completing a valid Application Form attached to or accompanying this Prospectus. You may also apply through our online subscription form.</li> <li>To the extent permitted by law, an Application by an Applicant is irrevocable.</li> </ul>   | Section(s)<br>2.6  |
| <b>What Currency is accepted?</b>                                 | <ul style="list-style-type: none"> <li>\$AUD</li> </ul>   | Section(s)<br>2.6  |

|  |  |                   |
|--|--|-------------------|
| <b>Does Venn Homesuite currently have any debt facilities?</b>                   | The Company has entered into a loan agreement with VQ. Pursuant to this agreement VQ has or will loan the Company, prior to the completion of this raise, \$775,506 to pay for upfront the expense of this offer. The expenses of the offer will be repaid to VQ upon the offer's completion.  | Section(s)<br>9.2 |
| <b>Are there arrangements with brokers?</b>                                      | No   | Section(s)<br>2.6 |
| <b>How much is each share?</b>   | \$0.35   | Section(s)<br>2.6 |
| <b>What is the minimum investment?</b>   | \$2000.25 AUD  | Section(s)<br>2.6 |
| <b>What is the minimum subscription?</b>   | 5715 shares  | Section(s)<br>2.6 |
| <b>Is there a cooling off period?</b>  | Potential investors should note that there is no cooling off period in relation to applications for Shares in the company. Consequently, by submitting payment, Investors will be deemed to have applied for the number of Shares for which payment is made. Once an Application has been lodged, it cannot be withdrawn.  | Section(s)<br>2.6 |
| <b>Where can I find out more information about this Prospectus or the Offer?</b> | <ul style="list-style-type: none"> <li>Contact us at the following email address: enquiries@vennhomesuite.com</li> <li>If you are unclear in relation to any matter or are uncertain as to whether Venn Homesuite is a suitable investment for you, you should seek professional guidance from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.</li> </ul> | Section(s)<br>2.6 |

## 2. Details of the Offer

### 2.1 The Offer

Pursuant to this Prospectus, the Company invites applications of 30,000,000 Shares at an issue price of \$0.35 per Share to raise \$10,500,000 (“Offer”). The Shares to be issued in the Offer will represent 75% of the Shares on completion of the Offer and all Shares will rank equally with each other.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

### 2.2 Purpose of the Offer

The purpose of the Offer is to:

- Purchase and acquire an undeveloped property that is strategically located in Penang, Malaysia, which the Company deems suitable for the development of Service Apartments;
- Acquire relevant planning permits for the development of the Service Apartments;
- Provide working capital to the Company; and
- Pay for expenses of the Offer.

### 2.3 Use of Funds

The Company intends to apply funds raised from the Offer as follows:

| Sources          | \$ (million) | % of Offer | Subscription | Uses   |
|------------------|--------------|------------|--------------|--|
| Issue New Shares | 10,500,000   | 100%       |              | <ul style="list-style-type: none"><li>• Purchase and acquire land that is strategically located in Penang, Malaysia, that is suitable for the development of the Service Apartments;</li><li>• Acquiring relevant planning permits for the development of the Service Apartments;</li><li>• Provide working capital for the first two years of the operation of the Company; and</li><li>• Pay for costs associated to this Offer.</li></ul> |

| Expenditure | Description   | Total Cost (AUD) | Time Frame               |
|-------------|---|------------------|--------------------------|
| Land        | Venn Homesuite to acquire an undeveloped property strategically located in Penang, Malaysia that is | ~AUD \$8,000,000 | 12 Months from Offer End |

|                              |  |                      |   |
|------------------------------|--|----------------------|---|
|                              | suitable for the development of a Service Apartments.  |                      |   |
| <b>Planning Permit</b>       | Venn Homesuite to acquire the relevant planning permits and obtain relevant approvals to develop the Service Apartments.           | ~AUD \$900,000       | 6 to 12 Months from Offer End             |
| <b>Working Capital</b>       | To pay for Venn Homesuite's operational expenses until completion of the property acquisition and acquisition of planning permits. | ~\$767,994           | Working capital for a period of 24 months |
| <b>Expenses of the Offer</b> | See Section 9.13.  | ~\$832,006           |   |
| <b>Total</b>                 |  | <b>~\$10,500,000</b> |   |

Working capital includes administration costs, overheads, salaries of directors and employees and general working capital. It is intended that these costs will be paid fully from the funds raised from the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way in which funds are applied on this basis.

The Directors consider that following the Completion of the Offer, the Company will have sufficient working capital to carry out its stated objectives. It should however be noted that an Investment in the Company is speculative and investors are encouraged to read the risk factors outlined in Section 6.

## 2.4 Shareholding Structure

The details of the ownership of Shares before and after the Offer are as set out below:

|   | Pre-Offer         |             | Post Offer        |             |
|---|-------------------|-------------|-------------------|-------------|
|   | Shares            | %           | Shares            | %           |
| <b>Venn Qudarsi Sdn Bhd</b>                   | 10,000,000        | 100%        | 10,000,000        | 25%         |
| <b>New Shareholders pursuant to the Offer</b> | N/A               | N/A         | 30,000,000        | 75%         |
| <b>TOTAL</b>                                  | <b>10,000,000</b> | <b>100%</b> | <b>40,000,000</b> | <b>100%</b> |

## 2.5 Control Implications of the Offer

As noted above in Section 2.4, the Founder, being Venn Qudarsi Sdn Bhd will own 25% of Shares following the Offer which may make them one of the largest Shareholders of the Company.

Venn Qudarsi Sdn Bhd will not hold an absolute controlling interest in the Company, thus shareholders may vote to change the direction of the company.

## 2.6 Terms of the Offer

| TOPIC  | SUMMARY  |
|--|--|
| <b>What is the type of security being offered?</b>                                   | Fully paid ordinary shares in the Company.   |
| <b>What are the rights and liabilities attached to the security being offered?</b>   | A description of the rights and liabilities attaching to the Shares is set out in Sections 9.4 to 9.10.  |
| <b>How do I make an Application under this offer?</b>                                | <p>Application for shares under the Offer must be made using the Application Form (also available online at website). By completing an Application Form, each Applicant under the Offer will be taken to have declared that all details and statements made are complete and accurate and that you have personally received the Application Form together with a complete and unaltered copy of the Prospectus.</p> <p>Further information is provided on the offer application form attached to this document.</p>  |
| <b>What is the consideration payable for each Share?</b>                             | The Offer Price is \$0.35 per Share.   |
| <b>What are the cash proceeds to be raised?</b>                                      | Subscription of \$10.5 million (before tax) will be raised under the Offer.  |
| <b>What is the minimum and maximum Application size under the Broker firm Offer?</b> | The minimum Application amount is \$2,000 or 5715 shares. Venn Homesuite reserves the right to aggregate any Applications which they believe may be multiple Applications from the same person.  |
| <b>What is the allocation policy?</b>  | <p>The Directors will allocate shares under this public offer at their sole discretion, prioritising a diverse shareholder base.</p> <p>There is no assurance that the applicant will be allocated all of the applied for securities or any at all. The Company reserves the right to reject any application or to issue a lesser number of shares than those applied for.</p> <p>Where the allocation of shares is less than the monies provided, surplus application monies will be refunded to the applicant, without interest, in a timely manner.</p> |
| <b>Withdrawal of Offer</b>   | The offer may be withdrawn at any time. In the event of the offer being withdrawn Venn Homesuite will return all application monies (without interest) in accordance to applicable laws.   |

## 2.7 Application Consideration to be Held in Trust

Application monies will be held in trust for the Applicant by Automic Pty Ltd until the allotment of the Securities under this offer. Any interest accrued will be kept by Automic.

### 3. INVESTMENT OVERVIEW

#### 3.1 Objective Overview

| <b>Activity</b>                        | <b>Description</b>  | <b>Importance</b>  |
|--|---|--|
| <b>Raise Capital</b>                   | The Company will seek to raise capital to acquire an undeveloped property in Penang and acquire planning approval and the relevant permits to build Service Apartments on it. | As well as raising capital to purchase the property and acquire the relevant planning permits, the capital raised will also pay for the Company's operational expenses for a period of 24 months.  |
| <b>Acquire Land</b>                    | The initial milestone of the Company is to acquire an undeveloped piece of land in Penang, Malaysia.  | Acquisition of the property will allow for the building of Service Apartments. The location of the property will contribute to the value of the property once fully developed and the profitability of the property as Service Apartments.   |
| <b>Acquire Planning Permits</b>        | Once the Property is acquired, the Company will seek to obtain the relevant planning permits for development.   | The planning permits that are acquired will dictate what type of building can be constructed upon the property.<br><br>Factors such as how high the building can be built and how many apartments can be built are critical to the value of the property.  |
| <b>Acquire Funding for Development</b> | Upon acquisition of the property and planning permits, the Company will seek funding for the development of the building.   | Money for the development will not be raised in the current offer, for the following reasons: <ul style="list-style-type: none"> <li>• The Company is unaware what property will be available to purchase upon completion of the raise;</li> <li>• The Company will not know what can be developed on the property until planning permits have been acquired;</li> <li>• The Company will not know how much money will be required to develop the property until planning approval is received.</li> </ul> |

|                                   |   |  |
|-----------------------------------|---|--|
|                                   |   | <p>The money will be raised to ensure that the property can be developed into Service Apartments.</p> <p><b><i>Please note: The Company will seek to issue up to 60,000,000 new shares which will dilute existing shareholding to acquire funding for development of the property.</i></b></p> |
| <b>Acquire Building Permit</b>    | The Company will seek to get the relevant building permits to begin development.  | Building Permit provides confirmation to the Company that they can begin development upon the land.  |
| <b>Develop Service Apartments</b> | The Company will enter into contractual relations with relevant property developers and third parties to develop the property into Service Apartments.  | Once development of the property is complete, the Company expects to be capable of producing returns for its shareholders.   |
| <b>Generate Revenue</b>           | <p>Depending on the economic climate and the views of the shareholders at the time, the Company will seek to produce returns for their investors by:</p> <ul style="list-style-type: none"> <li>• Selling the buildings and remunerating shareholders in accordance to the proceeds of the sale; or</li> <li>• Leasing the building to a property manager.</li> </ul> | Once this objective is complete, the Company will seek to reward shareholders via dividend payments.   |

### 3.2 Company's Current Objectives

#### a) Acquisition of Property

Venn Homesuite has identified Penang, Malaysia as an opportune location to purchase a singular undeveloped property that is suitable to be developed into Service Apartments.

#### **Penang Malaysia**

The Board has identified Penang's commercial property as a viable investment opportunity. Material factors for choosing Penang as the property acquisition site include:

- Penang's commercial residential property market is reasonably affordable, as opposed to many other global tourist destinations.
- The commercial residential property market in Penang has shown reasonable growth in the past.
- Penang is liberal with their foreign ownership rules, allowing foreigners to own a land-based property as long as they meet the minimum purchase threshold, which is currently RM1,800,000.
- The offer allows Australian residents to participate in a Malaysian based property investment without needing to meet the RM1,800,000 threshold.
- Kevin Wong, CEO of Venn Homesuite was born and raised in Penang, Malaysia. He has experience and networks in the property development industry, making him a prime candidate to lead this project.

Further information relating to Penang can be found in Section 4.

### Property Specifications

The proposed Property must range between the following criteria:

| <b>Criteria</b>          | <b>Specifications</b>                       | <b>Description</b>   |
|--------------------------|---|--|
| <b>Acquisition Price</b> | Maximum of \$8,000,000<br>AUD               | The Company will seek to acquire a property with the maximum value of \$8,000,000 AUD. If there are residual funds due to the purchase of a cheaper property, the Company will seek to purchase a secondary property if the funds permit to do so or will reallocate the residual funds to operating expenses. |
| <b>Land Size</b>         | Minimum = 1 acre<br><br>Maximum = 1.5 acres | The property purchased must be between 1 to 1.5 acres in size.   |
| <b>Road Access</b>       | Existing Formal                             | The property purchased must have existing formalised road access that meets the requirements of the local authorities.   |

|                         |   |  |
|-------------------------|---|--|
| <b>Land Zoning</b>      | Commercial/General Business Zoning  | <p>Allows for a maximum plot ratio of 1:5.</p> <p>The ancillary content to be provided should be not less than 5% and not more than 25% of the total floor space of the proposed service apartment.</p>  |
| <b>Current Status</b>   | Vacant Possession   | The right of a purchaser to exclusive use of a property on completion of the sale and any previous occupant having moved out.  |
| <b>Infrastructure</b>   | Fibre Optic Broadband   | If the property is to be developed into Service Apartments, it is critical that the building has access to fast bandwidth and internet speeds.   |
| <b>Avoidances</b>       | <p>Airport</p> <p>Zoning:</p> <p>Limited Tourism;<br/>General business; and<br/>Limited Business.</p> | <p>The property purchased will avoid being within the vicinity of the airport, as buildings built within the vicinity of the airport have significant height restrictions.</p> <p>Properties purchased in the listed zoning areas will not allow the building of service apartments.</p> |
| <b>Nearby Amenities</b> | Eateries, entertainment centres, shopping malls and public transportation                             | <p>The Company will seek to acquire a property within walking distance of the aforementioned amenities.</p> <p>The Company has identified correlation between service apartments' value and the proximity to relevant amenities.</p>   |

|                   |             |  |
|-------------------|-------------|--|
| <b>Land Title</b> | First Grade | First grade land is a terminology used in Penang, Malaysia.<br>First Grade land is generally easily accessible (for example, main road access) and in close proximity to amenities and facilities that one may expect from a premium property. |
|-------------------|-------------|--|

**Expected Acquisition Time**

The Company seeks to acquire the property no later than 12 months post completion of this offer.

**b) Planning Permits and Approvals**

Venn Homesuite will seek to acquire planning permits for the development of Service Apartments. Many of the requirements are in line with the Guidelines for “Service Providers in the city council areas of Penang (MBPP)”. The permits sought will allow the development of a building with the following characteristics:

| <b>Criteria</b>                     | <b>Value</b>   | <b>Description</b>  |
|-------------------------------------|--|---|
| <b>Type of Property</b>             | Service Apartments   | A commercial property development for commercial use in the concept of a hotel where unit / tenant owners are allowed to lease / rent to a company entity or appoint a management company for the purpose of managing and renting the units on a daily, weekly, monthly or in the form of time sharing. |
| <b>Ancillary Service Facilities</b> | <ul style="list-style-type: none"> <li>• Reception area</li> <li>• Bar</li> <li>• Dining Room / Breakfast Room / Residents Lounge</li> <li>• Restaurant / Café</li> <li>• Outdoor Area / Indoor</li> </ul> | Has ancillary services facilities that are usually required by tenants / occupants including Common Areas under joint ownership.  |

|                               |  |   |
|-------------------------------|--|---|
|                               | <p>Area</p> <ul style="list-style-type: none"> <li>• Entertainment / Recreation / Sports</li> <li>• Prayer Room</li> <li>• Shops/Arcade</li> <li>• Laundry</li> <li>• Gym</li> </ul>   |   |
| <b>Rezoning (if required)</b> | <p>If the property is currently in a different zone such as tourism zoning, the Company may apply to get it rezoned into general business zoning.</p>  | <p>The Company may evaluate a property that may already have zoning approval but rezoning is not ideal. The Company may seek to rezone the property if a lucrative opportunity is available.</p>  |
| <b>Plot Ratio</b>             | <p>A plot ratio is the total gross floor area of the building, divided by the size of the area in which the property is being built.</p> <p>Venn will be seeking a plot ratio of 1:5 which is the maximum for commercial zoning.</p> | <p>For general business zone and general tourism, the allowable / maximum plot ratio is as follows:</p> <p>Allowable plot ratio of 2.5:1 and maximum plot ratio of 5:1 including floor space for ancillary use.</p> <p>The ancillary content to be provided should be not less than 5% and not more than 25% of the total floor space of the proposed service apartment.</p> <p>The remaining floor space not used for ancillary content can be considered as the floor space of the service apartment.</p> |
| <b>Parking</b>                | <p>Parking preparation for service apartments is based on the following methods:</p>   | <p>The development of service apartments will require the adherence to the mentioned car parking rules.</p>   |

|                          |  |  |
|--------------------------|--|--|
|                          | <p>The provision of motorcycle parking is required as follows:</p> <p>i) 1 motorcycle parking space for every 3 parking spaces</p> <p>The provision of coach parking is required as follows:</p> <p>i) 1 coach parking slot - for service apartments with 50 to 100 units;</p> <p>ii) 2 slots - for service apartments with over 101 to 200 room units;</p> <p>iii) At least 3 slots – for more than 200 room units</p> <p>The provision of disabled parking is required as follows:</p> <p>i) For every 50 parking spaces provided, 1 parking slot needs to be provided (maximum 5 parking spaces);</p> <p>ii) The accessible provision of an elevator and/or ramp;</p> <p>iii) Provision of railing near car park;</p> | <p>The Company will be seeking the following:</p> <p>80% of total built-up area will equal to 1 carpark per 200 square metres.</p> <p>Balance 20% of total built-up area will equal 1 carpark per 100 square metres.</p> <p>1 motorcycle park for every 3 carparks required.</p> <p>Service apartment with units exceeding units above 200 units, must provide 3 coach parking bays.</p> <p>Development of 1 ramp per 2 disabled parking's with railing.</p> |
| <b>Hotel Star Rating</b> | 4 Stars  | A 4-star rating is the minimum standard service apartments must meet in the  |

|                     | <p><b>Minimum requirements for star rating</b></p> <p>Minimum area for service apartment units as follows:</p> <table border="1" data-bbox="711 405 1052 716"> <thead> <tr> <th>Unit Type/Star</th> <th>4 Stars</th> <th>5 Stars</th> </tr> </thead> <tbody> <tr> <td>Studio</td> <td>45 mp</td> <td>50 mp</td> </tr> <tr> <td>1 room</td> <td>60 mp</td> <td>70 mp</td> </tr> <tr> <td>2 rooms</td> <td>80 mp</td> <td>90 mp</td> </tr> <tr> <td>3 rooms</td> <td>110 mp</td> <td>120 mp</td> </tr> </tbody> </table> <p>*Source: Ministry of Tourism, Arts and Culture Malaysia (MOTAC)</p> <p>Note: All development apartment services of a Planning Permission Application provide various unit sizes (studio, one to three rooms) and are clearly indicated in Planning Permission (PKM).</p> <p>Star rating for service apartments must be provided in accordance with the minimum requirements as set by the Ministry of Tourism, Arts and Culture Malaysia (MOTAC) as in Appendix 'B'</p> <p>The MOTAC shall issue a confirmation of requirements to be complied with before Planning Permission is issued.</p> | Unit Type/Star   | 4 Stars | 5 Stars | Studio | 45 mp | 50 mp | 1 room | 60 mp | 70 mp | 2 rooms | 80 mp | 90 mp | 3 rooms | 110 mp | 120 mp | <p>commercial zoning areas in Penang.</p> |
|---------------------|---|--|---------|---------|--------|-------|-------|--------|-------|-------|---------|-------|-------|---------|--------|--------|---|
| Unit Type/Star      | 4 Stars   | 5 Stars  |         |         |        |       |       |        |       |       |         |       |       |         |        |        |   |
| Studio              | 45 mp   | 50 mp  |         |         |        |       |       |        |       |       |         |       |       |         |        |        |   |
| 1 room              | 60 mp   | 70 mp  |         |         |        |       |       |        |       |       |         |       |       |         |        |        |   |
| 2 rooms             | 80 mp   | 90 mp  |         |         |        |       |       |        |       |       |         |       |       |         |        |        |   |
| 3 rooms             | 110 mp  | 120 mp   |         |         |        |       |       |        |       |       |         |       |       |         |        |        |   |
| <p><b>Extra</b></p> | <p>Service Apartments Hotel Use</p>   | <p>Service apartments to be allowed to operate as a hotel if the owner chooses to do so.</p> |         |         |        |       |       |        |       |       |         |       |       |         |        |        |   |

### **Expected Approval Time**

The Company expects planning permit approval to be granted 12 to 18 months post acquisition of the property.

### **Development**

#### **(Not included in this offer)**

Upon completion of the offer and the acquisition of property and planning permits, the Company will seek to develop the property into Service Apartments.

The Company must first acquire the relevant building permits to begin development on the land.

The specifications of the development will be dependent on the property and planning permits acquired subject to the property specifications as fully described in Section 3.2(a)

### **Funding for Development**

Venn Homesuite will issue new shares to fund the development of the property as indicated in 3.1.

The Company will initially seek to raise funds via a second round of capital raising, however in the event this is unsuccessful or unviable, the Company will seek to enter into a Joint Venture Agreement with a Developer.

### **Capital Raise**

The Company will seek to enter a second round of capital raising. The Company will issue a maximum of 60,000,000 new shares in the Company. The price and the number of shares issued will be highly dependent on the value of the property post acquisition of the planning permit for the property and upon obtaining the shareholders consensus.

### **Completion of Development**

#### **(Not included in this offer)**

Upon completion of development, the Company will seek to loan the building out to a management Company. Revenue generated will be paid out to shareholders as per the Board's discretion.

### **3.3 Revenue and Significant Dependencies**

Venn Homesuite's revenue will only be derived from the accommodation bookings and rentals of the suites after the building is constructed.

As such, the key factors that the Company will depend on to meet its objectives are:

- (a) successful completion of the Offer to obtain funding to acquire the land;
- (b) successful acquisition of suitable land for development of Service Apartments in Penang Island;
- (c) approval of changing land zoning from residential to commercial;
- (d) successful in obtaining funding for construction of the Service Apartments;
- (e) retaining key personnel of the Company;
- (f) economic factors on state, national and international level; and
- (g) supply and demand of accommodation in Penang.

## 4. INDUSTRY OVERVIEW

Venn Homesuite is an unlisted public company incorporated in Victoria and an investment company that invest in commercial residential property related investment opportunities.

Upon completion of the Offer, Venn Homesuite is seeking to acquire a site at Sungai Nibong, Penang and obtain the relevant permits and approvals for the future development of Service Apartments.

Construction and development will only commence after the Company has successfully obtained funding and the Company will generate revenue from the renting of the accommodation suites.

This section provides an overview of the Malaysian property market, Penang tourism and accommodation industry and discusses the recent performance and industry trends in the accommodation industry.

### 4.1 Malaysia Tourism Overview

The tourism industry in Malaysia is currently the second-largest foreign exchange earner for Malaysia's Gross Domestic Product (GDP) after manufacturing group.<sup>1</sup> Although Malaysia is late in joining the tourism industry bandwagon, tourism in Malaysia has grown rapidly since the beginning of the 1990s.<sup>2</sup>

Tourism Malaysia<sup>3</sup>, the official marketing arm of Malaysia tourism was established to promote Malaysia as an outstanding tourist destination for both domestic and international visitors.<sup>4</sup> It aims to market and promote Malaysia as a tourist destination and to make the tourism sector a primary contributor to the social and economy development of the country.<sup>5</sup>

Today, tourism is now one of the fastest growing services industries in the global economy and has flourished tremendously over the years as a source of revenue to the country.<sup>6</sup>

In 2019, the total number of tourist arrivals in Malaysia is 26,100,784, which is a 1.04% increase compared to 2018.<sup>7</sup>

#### Tourist Arrivals

According to the data provided by Tourism Malaysia, international tourist arrivals in Malaysia has increased since 2000.

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<sup>1</sup> Azilah Kasim and Lim Cha Ling (2019): Enhancing a Destination's Marketing and Promotion: Lessons from Malaysia, Published by: University Utara Malaysia, Kedah

<sup>2</sup> Ibid

<sup>3</sup> Tourism Malaysia, <https://www.tourism.gov.my/>

<sup>4</sup> Azilah Kasim and Lim Cha Ling (2019): Enhancing a Destination's Marketing and Promotion: Lessons from Malaysia, Published by: University Utara Malaysia, Kedah

<sup>5</sup> Ibid

<sup>6</sup> Ibid

<sup>7</sup> Tourism Malaysia Data Portal, <http://www.mytourismdata.tourism.gov.my/>

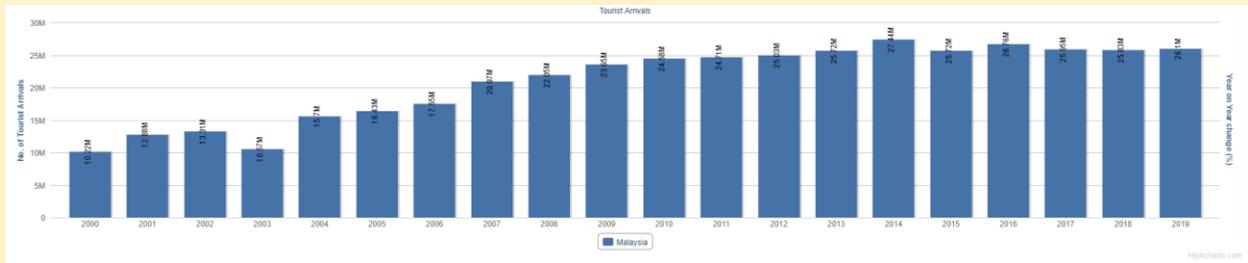


Figure 1: International Tourist Arrival in Malaysia 2000-2019  
 Source: Tourism Malaysia with the cooperation of Immigration Department

According to the data provided by Tourism Malaysia as shown in the graph and table below, international tourist arrivals in Malaysia from 2010 to 2019 have been hovering around the 26 million mark.

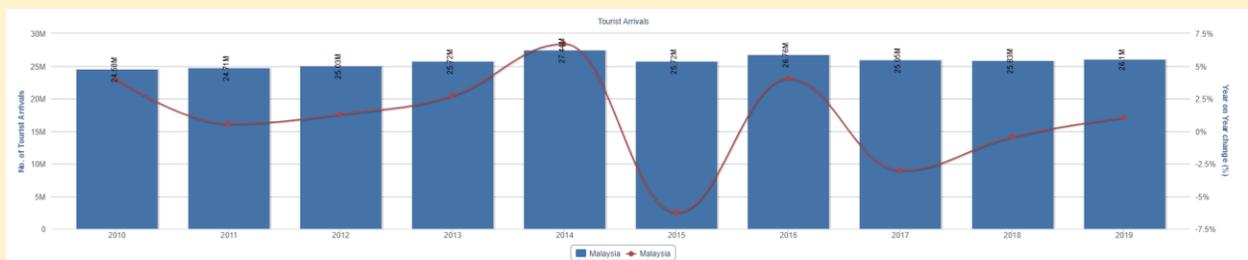


Figure 2: International Tourist Arrival in Malaysia 2010-2019  
 Source: Tourism Malaysia with the cooperation of Immigration Department

| International Tourist Arrivals in Malaysia |                    |
|--|--------------------|
| Year                                       | Arrivals (million) |
| 2019                                       | 26.1               |
| 2018                                       | 25.83              |
| 2017                                       | 25.95              |
| 2016                                       | 26.76              |
| 2015                                       | 25.72              |
| 2014                                       | 27.44              |
| 2013                                       | 25.72              |
| 2012                                       | 25.03              |
| 2011                                       | 24.71              |
| 2010                                       | 24.58              |

Source: Tourism Malaysia with the cooperation of Immigration Department

### Tourist Receipts

According to the data provided by Tourism Malaysia, the total tourist receipts from tourists have increased since 2010.

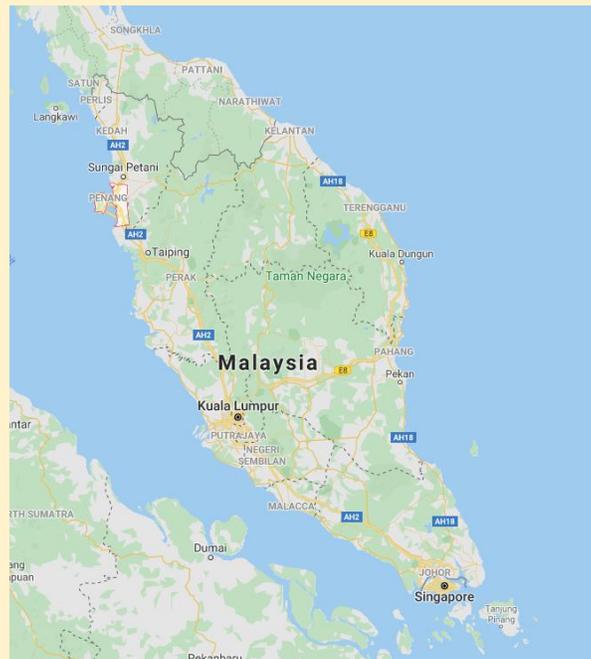


Figure 3: Tourist Receipts (Malaysia) 2010-2019  
 Source: Tourism Malaysia

| Tourist Receipts |               |
|------------------|---------------|
| Year             | Receipts (RM) |
| 2019             | 86.1 Billion  |
| 2018             | 84.1 Billion  |
| 2017             | 82.1 Billion  |
| 2016             | 82.1 Billion  |
| 2015             | 69.1 Billion  |
| 2014             | 72.0 Billion  |
| 2013             | 65.4 Billion  |
| 2012             | 60.6 Billion  |
| 2011             | 58.3 Billion  |
| 2010             | 56.5 Billion  |

Source: Tourism Malaysia

#### 4.2 Penang Tourism Overview



Penang, also known as Penang Island, lying in the Strait of Malacca off the north Venn of peninsular Malaya, encompasses an island and a narrow strip of land on mainland, with a total land area of 293 km<sup>2</sup> and 738 km<sup>2</sup> respectively, connected by bridge.<sup>8</sup>

Penang is known as one of Malaysia's prime tourist destinations and manufacturing (notably electronics) and tourism are now major components of the economy.<sup>9</sup> Penang has a long history as a destination dating back to colonial days when it was governed by the British and was known as the Pearl of the Orient.<sup>10</sup> Penang is now an international tourist destination famous for its beaches, inland forests, ethnic cultures, heritage sites, diverse culture and food that Penang offers.<sup>11</sup>

### **Early History of Penang**

Penang formed part of the British Straits Settlements with Malacca and Singapore in 1832.<sup>12</sup> As it is located on the trading route of the Straits of Malacca, in the sixteenth and seventeenth centuries, the straits settlements attracted Europeans (being the Dutch and the British), Chinese, Indians, Persians, Arabs, Siamese, Burmese and others, and it flourished and grew to be a trading post for lucrative trade such as tea and spices.<sup>13</sup> In the second half of the nineteenth century, the Chinese and Indians were drawn to the straits settlements during to the thriving rubber and tin industries.<sup>14</sup>

Penang was under British Colonial rule for more than a hundred years until 1957 when Malaya gained its independence and Penang became one of the states of the newly formed Federation of Malaya and later Malaysia in 1963.<sup>15</sup> The consolidation of these cultural influences brought about the dominance of British colonial architecture in the island.<sup>16</sup>

### **Penang Heritage and Culture**

Penang is now well known for its heritage character, especially Georgetown, being the capital city of Penang, which has more than 200 years of urban history<sup>17</sup> and in July 2008, Georgetown was listed as one of the UNESCO World Cultural Heritage Sites. The international recognition creates an excellent image for Penang as a tourist destination globally.

Before Penang was known as a British trade centre, it was populated by Malays. The trading activities attracted traders from different regions to travel to the island to settle down in the island with the locals. The two prominent groups are Indian Muslims and Chinese and so they were part

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<sup>8</sup> The Editors of Encyclopaedia Britannica, Penang, 9 May 2018, <https://www.britannica.com/place/Penang>

<sup>9</sup> Ibid

<sup>10</sup> Hooi, T. V. (2006). The performance of tourism industry in Penang. *Penang Economic Monthly*, 8(10)

<sup>11</sup> Zahed Ghaderi, Ahmad Puad Mat Som, Joan C. Henderson (21 March 2012), *Tourism Management Perspectives Volumes 2–3, Tourism crises and island destinations: Experiences in Penang, Malaysia*, <https://www.sciencedirect.com/science/article/pii/S221197361200030X#bb0120>

<sup>12</sup> Lim Tiam Chai (2007), *Culture Heritage Tourism Engineering at Penang: Complete the Puzzle Of "The Pearl of Orient"*

<sup>13</sup> Ibid

<sup>14</sup> Ibid

<sup>15</sup> Ibid

<sup>16</sup> Ibid

<sup>17</sup> Nor'Aini Yusof, Lim Yoke Mui, Lee Lik Meng and Tan Sook Fern, *Journal of Construction in Developing Countries*, Vol. 12, No. 2, 2007, *Urban Conservation as a Development Strategy to Revitalize Real Estate Market: An Analysis of Property Transactions in Georgetown Penang*

of the earliest permanent community in Penang.<sup>18</sup> These two communities were known as Peranakan Jawi (Indian Muslim) and Peranakan Cina, locally known as the Baba-Nyonya (Straits Chinese).<sup>19</sup>

Penang also attracted Southern Chinese groups (mainly those from Fujian Province and speaks the Hokkien dialect), Europeans, Arabs, Armenians, Jews, Burmese, Thais, Achenese and other Malay groups, Tamils, Gujeratis, and the Sikhs of India, and later the Japanese and the Filipinos.<sup>20</sup> These settlers of diverse backgrounds, religions and cultures have enriched Penang Island into a unique multicultural place.<sup>21</sup>

Tourists today are drawn to Penang's culture, heritage and nature, particularly the culture of Baba-Nyonya, Peranakan Jawi which have created diverse food, unique architecture and cultural practices that are uniquely Penang.

### Hotel Supply in Penang

According to statistics provided by Tourism Malaysia, the total hotel supply in Penang has been increasing since 2010.

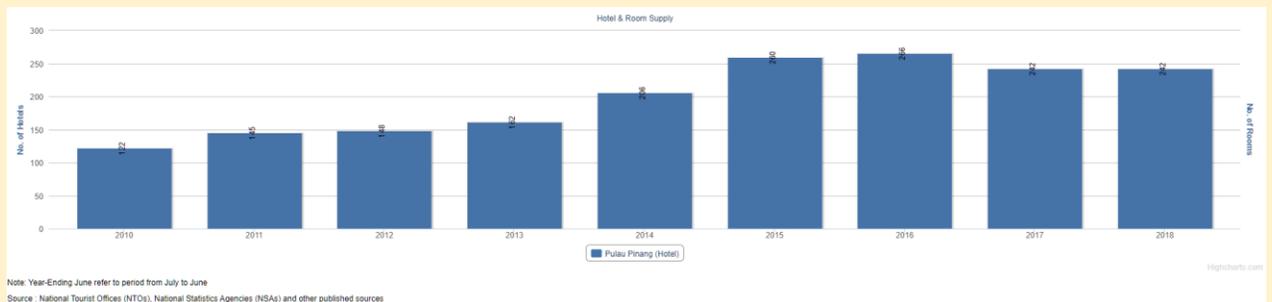


Figure 4: Hotel Supply in Penang 2010-2019  
Source: Tourism Malaysia

### Hotel Guests in Penang

The unique features of Penang attract foreign and domestic travellers to Penang. Statistics from Tourism Malaysia also showed that the total number of international and domestic guests staying at hotels in Penang has increased since 2013.

<sup>18</sup> Lim Tiam Chai (2007), Culture Heritage Tourism Engineering at Penang: Complete the Puzzle Of “The Pearl of Orient”

<sup>19</sup> Ibid

<sup>20</sup> Ibid

<sup>21</sup> Ibid

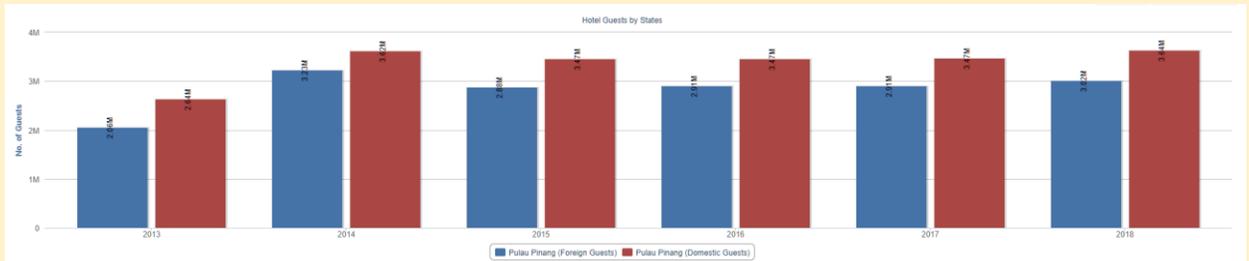
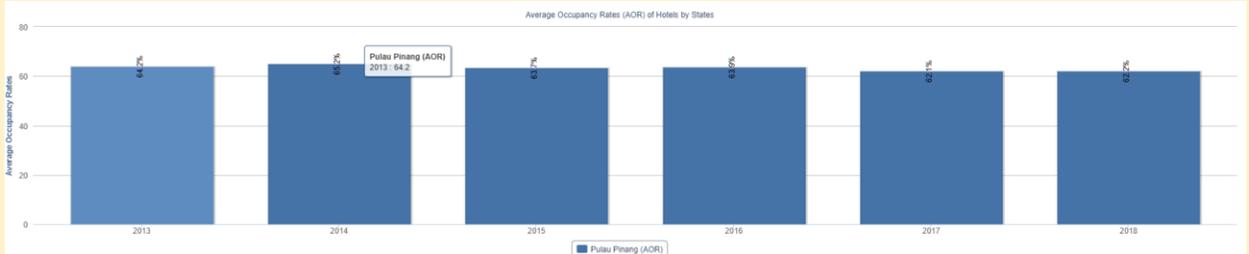


Figure 4: Foreign and Domestic Hotel Guests in Penang 2013-2019  
Source: Tourism Malaysia

According to Tourism Malaysia, Penang is the third most visited states in Malaysia following after Kuala Lumpur and Sabah, which recorded 6.66 million hotel guests in 2018.

| Hotel Guests in Penang |                          |                           |
|------------------------|--------------------------|---------------------------|
| Year                   | Foreign Guests (million) | Domestic Guests (million) |
| 2018                   | 3.02                     | 3.64                      |
| 2017                   | 2.91                     | 3.47                      |
| 2016                   | 2.91                     | 3.47                      |
| 2015                   | 2.88                     | 3.47                      |
| 2014                   | 3.23                     | 3.42                      |
| 2013                   | 2.06                     | 2.64                      |

Statistics from Tourism Malaysia has also shown that the average occupancy rate of hotels in Penang has been consistently around 62% in recent years.



Source: Tourism Malaysia

Penang is also now a leading medical tourism hub in Malaysia.

### 4.3 Overview of Airbnb

Airbnb, a peer to peer accommodation rental platform have been accepted in the tourism industry all over the world.<sup>22</sup> Since the launch of Airbnb in 2008, the online marketplace has experienced very rapid growth with over ten million nights of cumulative bookings worldwide.<sup>23</sup>

Airbnb describes itself as one of the world's largest marketplaces for unique, authentic places to stay, offering over 7 million accommodations.<sup>24</sup> Airbnb has grown to be one of the most popular

<sup>22</sup> Awang Razli, Izyanti & A. Jamal, Salamiah & Mohd Zahari, Mohd Salehuddin. (2017). Airbnb: An Overview of a New Platform for Peer to Peer Accommodation in Malaysia. *Advanced Science Letters*. 23. 7829-7832. 10.1166/asl.2017.9587.

<sup>23</sup> Ibid

<sup>24</sup> Airbnb

alternatives to a traditional hotel as it enables travellers to lease or rent short-term lodging including apartment rentals, vacation rentals, home stays, hotel rooms or hostel beds.<sup>25</sup>

Airbnb has exclusive features that differentiate itself from the existing markets such as the traditional hotels because it differs in the process of transaction and product exchange.<sup>26</sup> Due to the rapid adoption of Airbnb as an online booking platform and an alternative accommodation option to traditional hotels, Airbnb is seen to be a disruptive innovation to the hospitality industry.<sup>27</sup>

### **Overview of Airbnb in Malaysia**

In Malaysia, Airbnb has seen over 500% growth in 2013.<sup>28</sup> In 2015, Malaysia is listed as the top three places with the greatest growth in bookings via Airbnb after Japan and Thailand.<sup>29</sup>

While Malaysia saw a relatively late start to online short-term rental platform such as Airbnb, its popularity has grown significantly in recent years due to aggressive marketing and existing knowledge of the brand from other regions.<sup>30</sup>

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<sup>25</sup> Thoo Ai Chin Muhammad Hafizuddin Bin Junaidia Zuraidah Sulaiman Adaviah Mas'od Norhayati Zakuan Sabrinah Adam (2019): Factors Driving Consumers Participation in Collaborative Consumption with Airbnb

<sup>26</sup> Awang Razli, Izyanti & A. Jamal, Salamiah & Mohd Zahari, Mohd Salehuddin. (2017). Airbnb: An Overview of a New Platform for Peer to Peer Accommodation in Malaysia. *Advanced Science Letters*. 23. 7829-7832. 10.1166/asl.2017.9587.

<sup>27</sup> Ibid

<sup>28</sup> Ibid

<sup>29</sup> Ibid

<sup>30</sup> Ibid

## 5. Financial Information

### 5.1 Introduction

The financial information for the Company (“**Financial Information**”) contained in this Section 9 includes:

- the historical statement of financial position for Venn Homesuite Limited at 30 June 2020 and pro-forma statements of financial position as at 30 June 2020 based on the expected subscription scenario.

### 5.2 Basis of preparation and presentation of Financial Information

The Directors of the Company are responsible for the preparation and presentation of the Financial Information. The Financial Information included in the Prospectus is intended to present potential investors with information to assist them in understanding the historical financial performance, cash flows and financial position of Venn Homesuite Limited together with the Pro-Forma Historical Statement of financial position for the Company.

The Financial Information is presented in an abbreviated form and does not include all of the presentation, disclosures, statements and comparative information as required by Australian Accounting Standards applicable to general purpose financial reports.

The financial information is presented in Australian Dollars, which is Venn Homesuite Limited’s functional and presentation currency.

#### *Overview of the Group*

Venn Homesuite Limited is a company limited by shares, incorporated and domiciled in Australia. The entity was incorporated on 22 June 2020.

#### **Basis of Historical and Pro-forma Financial Information**

The Historical Financial Information has been derived from the financial statement of Venn Homesuite Limited for the period ended 30 June 2020. The financial information was reviewed by William Buck Audit (Vic) Pty Ltd.

The conclusion issued by William Buck Audit (Vic) Pty Ltd was unmodified.

As the entity was in existence for eight days prior to 30 June 2020 no material transactions have occurred that would impact the statement of profit and loss and other comprehensive income and thus no statement has been presented in this document.

The Company also did not have a bank account as at 30 June 2020 on this basis no statement of cashflows for the period 22 June 2020 to 30 June 2020 has been presented.

The Statutory Historical Statements of financial performance do not take into account one-off expenses related to the Offer and Capital Raise; such costs have been taken up in the Pro Forma Statement of financial position as at 30 June 2020.

The Pro Forma Statement of Financial Position as at 30 June 2020 has been adjusted to take into account the following:

- (a) The impact of the Initial Public Offer less transaction costs, and
- (b) The Settlement of a related party loans

### 5.3 Historical Statement of Financial Position

The table below sets out the Historical Statement of Financial Position as at 30 June 2020.

| 30 June 2020<br>AUD<br>Reviewed  |         |
|----------------------------------|---------|
| <b>Current assets</b>            |         |
| Cash and cash equivalents        | 100     |
| Related party receivable         | 177,027 |
| <b>Total current assets</b>      | 177,127 |
| <b>Total assets</b>              | 177,127 |
| <b>Current liabilities</b>       |         |
| Related party loans              | 177,027 |
| <b>Total current liabilities</b> | 177,027 |
| <b>Total liabilities</b>         | 177,027 |
| <b>Net assets</b>                | 100     |
| <b>Equity</b>                    |         |
| Share capital                    | 100     |
| <b>Total equity</b>              | 100     |

- Share capital of \$AUD 100 includes 10,000,000 shares held by Venn Qudarsi Sdn Bhd.

## 5.4 Pro Forma Historical Statement of Financial Position at 30 June 2020

The following table sets out the Historical Statement of financial position as 30 June 2020 and Pro Forma Statement of financial position as at 30 June 2020 under the proposed subscription;

|                                  | 30 June 2020<br>AUD<br>Reviewed | Proceeds raised<br>from the offer<br>AUD | Transaction costs<br>associated with the Offer<br>AUD | Settlement of related<br>party loan<br>AUD | 30 June 2020 post pro-<br>forma adjustments<br>AUD |
|----------------------------------|---------------------------------|--|---|--|--|
| <b>Current assets</b>            |                                 |  |   |  |  |
| Cash and cash equivalents        | 100                             | 10,500,000                               | (829,296)   | -  | 9,670,804  |
| Related party receivable         | 177,027                         | -  | -   | (177,027)                                  | -  |
| <b>Total current assets</b>      | <b>177,127</b>                  | <b>10,500,000</b>                        | <b>(829,296)</b>                                      | <b>(177,027)</b>                           | <b>9,670,804</b>                                   |
| <b>Total assets</b>              | <b>177,127</b>                  | <b>10,500,000</b>                        | <b>(829,296)</b>                                      | <b>(177,027)</b>                           | <b>9,670,804</b>                                   |
| <b>Current liabilities</b>       |                                 |  |   |  |  |
| Related party loans              | 177,027                         | -  | -   | (177,027)                                  | -  |
| <b>Total current liabilities</b> | <b>177,027</b>                  | <b>-</b>                                 | <b>-</b>  | <b>(177,027)</b>                           | <b>-</b>   |
| <b>Total liabilities</b>         | <b>177,027</b>                  | <b>-</b>                                 | <b>-</b>  | <b>(177,027)</b>                           | <b>-</b>   |
| <b>Net assets</b>                | <b>100</b>                      | <b>10,500,000</b>                        | <b>(829,296)</b>                                      | <b>-</b>                                   | <b>9,670,804</b>                                   |
| <b>Equity</b>                    |                                 |  |   |  |  |
| Share capital                    | 100                             | 10,500,000                               | (829,296)   | -  | 9,670,804  |
| <b>Total equity</b>              | <b>100</b>                      | <b>10,500,000</b>                        | <b>(829,296)</b>                                      | <b>-</b>                                   | <b>9,670,804</b>                                   |

\* Pro-Forma adjustments include:

- The issue of 30,000,000 million Shares at an issue price of \$AUD 0.35 per share to raise a total of \$10,500,000.;
- Costs of the Offer estimated to be \$AUD829,296 which have been taken up against equity.
- Settlement of related party loans of \$AUD177,027 (MYR 520,000) upon successful completion of capital raising.

### Summary of Significant Accounting Policies

The financial information presented herein has been prepared in accordance with the measurement and recognition (but not all disclosure) requirements of applicable Australian Accounting Standards. The financial information is presented in abbreviated form insofar as it does not comply with all disclosure requirements set out in the Australian Accounting Standards and Interpretations and the Corporations Act. Australian Accounting Standards include Australian Equivalents to International Financial Reporting Standards (“AIFRS”).

The financial information has been prepared on the basis of historical cost and on a going concern basis. Cost is based on the fair values of the consideration given in exchange for assets. In the view of the Directors of the company, the omitted disclosures provide limited relevant information to potential investors.

The following significant accounting policies have been adopted in the preparation and presentation of the historical and Pro Forma financial information

The Financial Information has been prepared on an accruals basis and is based on historical costs, unless otherwise stated.

### **New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all the new or amended Accounting Standards and Interpretations issued by the International Financial Reporting Standards Board ('IASB') that are mandatory for the reporting periods disclosed.

### **Foreign currency translation**

The financial information is presented in Australian dollars, which is Venn Homesuite Limited's functional and presentation currency.

#### *Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

### **Revenue recognition**

#### *Interest*

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

#### *Other revenue*

Other revenue is recognised when it is received or when the right to receive payment is established.

### **Current and non-current classification**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

### **Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which enough data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

### **Issued capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### **Contingent Liabilities**

There are no contingent liabilities at 30 June 2020.

## **5.5 Subsequent events**

There are no other material subsequent events since 30 June 2020 unless otherwise noted as a prof-forma adjustment as described in the financial information section above.



## 6. Risks

The Shares offered under this Prospectus are considered highly speculative. As with all investments, investors should be aware that an investment in the Company is not risk free and the below list of risk factors should not be taken as an exhaustive list of the risks factors to which Venn Homesuite is exposed to.

The below factors, and others not specifically referred to below, may materially affect the financial performance of Venn Homesuite and the value of shares under the Offer. The shares issued under the offer carry no guarantee in respect of profitability, dividends or return on capital.

Potential investors should consult their professional adviser before deciding whether to apply for shares under this offer.

### 6.1 Lack of Suitable Property

There may not be any suitable property to acquire within the next 12 months. Shareholders will be exposed to the real property market in general. The value of the Company's property may fluctuate depending on real estate market conditions, including the supply and demand.

In the event the Company cannot identify a suitable property in the given location, they will hold a special resolution to seek permission to purchase a property in a different location.

### 6.2 Planning Approval Risks

There is a risk, once the property is purchased, the Company will be unable to acquire the relevant planning approvals which have been sought. Costs relating to the project may escalate beyond those originally anticipated thus adversely affecting the Company's financial position.

Although some of these risks can be mitigated, it is not possible to remove entirely the risks inherent to planning approvals and these risk factors may affect the financial position and operations of the Company.

### 6.3 Economic Downturn

The Company's income is dependent upon the rental of the suites after the Service Apartments is constructed and future business performance may be affected by general economic conditions in Malaysia and internationally.

The performance of the accommodation industry is generally driven by broad macroeconomics conditions and is particularly sensitive to deterioration in macroeconomics conditions. Overall economic conditions, including business, consumer confidence and exchange rates and specific events may impact on the amount of domestic and international travel and tourism, which may affect the demand for accommodations.

As the Company will derive a substantial proportion of its revenue from domestic business and leisure travellers. There is a risk that a downturn in overall economic conditions would significantly impact on the level of domestic travel and thus reduce occupancy rates and average room rates.

### 6.4 Feasibility Risk

There is a risk that the feasibility analysis conducted by the Company's board is not accurate and the location the property is purchased in will not be ideal for the overall development purposes.

#### **6.5 COVID-19**

COVID-19 has indirectly and directly affected many industries. Indirect impacts may include the flowing of supply chains and provision of services. This may affect the timeliness the Company is able to purchase a property and receive the relevant planning permits.

#### **6.6 Forex Risk**

The majority of the Company's revenue and operating costs will be conducted in Malaysian Ringgit; however, the Company will conduct business in Malaysia and Australia. Thus, there is a risk that foreign exchange fees may adversely affect financial performance of the Company.

The Company will likely be required to purchase the property in Malaysian Ringgit and fees for planning permits must be paid in Malaysian Ringgit.

The Company intends to use various hedging techniques available in the market when the need arises, to mitigate this risk. However, it must be noted that there can be no assurance that any future significant exchange rate fluctuations or changes in foreign exchange control regulations will not have a material and adverse impact on Venn's revenue and financial position.

#### **6.7 Reduced International Demand**

Growth in international travel rates has been identified as a factor which may increase the demand for accommodation in Penang, Malaysia. There is a risk that a significant downturn, economic collapse or other general economic or political event in foreign countries could significantly reduce the level of international travel to Penang, Malaysia.

#### **6.8 Unexpected Event**

Events outside of the Company's control could occur in Malaysia, for example, a tsunami, other substantial weather event or a terrorist attack, which could dramatically affect the tourism, travel industry and the demand for accommodation in Penang. As a result, there could be a significant reduction in occupancy rates and average room rates, and a material adverse impact on the Company's revenue.

#### **6.9 Key Personnel Dependency**

Venn Homesuite attributes a significant amount of its success to its key personnel and particularly the leadership of Soo Weng Wong.

There is a risk that changes in key personnel could adversely affect the operational and financial performance of Venn Homesuite. If the need arises, there is no guarantee that Venn Homesuite can replace key personnel that will provide the same or better results.

#### **6.10 Litigation Risk**

There is a risk that Venn Homesuite could be involved in litigation that relates to its investment

activities, key persons and employment claims.

#### **6.11 Illiquid Shares**

The Company does not anticipate to list the Company on a regulated stock exchange in the near future. Shareholders of the Company will not possess the ability to sell shares in the Company on a public market. This may adversely affect the ability of a shareholder to exit their position in the Company.

Investment in the Company should be viewed as a long-term investment.

#### **6.12 No Guarantee of Dividends**

There is no guarantee that dividends will be paid on shares in the future. Dividend pay-outs will be governed by Venn Homesuite's dividend policy.

#### **6.13 Shareholder Dilution**

The Company will seek to issue new shares to engage in fundraising for the development of the property. The Company will issue a maximum of 40 million shares to fund the development of the property. The issuance of shares will dilute existing shareholders' overall percentage of shareholding in the Company.

#### **6.14 Control Implications of the Offer**

Venn Qudarsi Sdn Bhd will own 25% of shares following the Offer close, which would make Venn Qudarsi Sdn Bhd one of the largest Shareholder of the Company. Venn Qudarsi Sdn Bhd will not hold a majority shareholding upon completion of the raise. There is a risk that the shareholders will hold a vote to change the direction of the company.

|   | <b>Pre-Offer</b> |          | <b>Post Offer</b> |          |
|---|------------------|----------|-------------------|----------|
|   | <b>Shares</b>    | <b>%</b> | <b>Shares</b>     | <b>%</b> |
| <b>Venn Qudarsi Sdn Bhd</b>                   | 10,000,000       | 100%     | 10,000,000        | 25%      |
| <b>New Shareholders pursuant to the Offer</b> | N/A              | N/A      | 30,000,000        | 75%      |

## 7. Key People, Interests and Benefits

### 6.1 Board of Directors

The Directors bring to the Board a breadth of expertise and skills, including industry and business knowledge, financial management skills and corporate governance experience.

The profiles of the Directors of Venn Homesuite are as follows:

#### **Soo Weng Wong (Kevin) | Chief Executive Officer and Managing Director**

##### **Background**

As the founder of Venn Homesuite Limited and with over 19 years' experience in property development and in the construction industry, Kevin plays a key leadership role in the company, guiding its strategic vision, overseeing its operations and driving its growth and expansion.

Kevin aspires to explore and adopt strong green building initiatives and utilise the advancement of construction technology in his future development, which is the core mission of Venn Homesuite's development.

##### **Other Current Directorships**

Kevin is also a director of the Venn Capital Holdings Sdn Bhd, Venn Properties Sdn Bhd and Venn Signature Sdn Bhd, being property development and construction companies in Penang, Malaysia.

##### **Profile**

Kevin holds a Bachelor Degree in Business Administration and Management from Western Michigan University.

He started his career as a purchasing officer at Seagate Technology, where he was involved in supply chain management and had experience dealing with many international companies. Kevin subsequently joined Hong Leong Bank as a mortgage consultant and during his tenure with Hong Leong Bank, Kevin worked closely with many property developers and expanded his network into the industry.

In 1997, Kevin founded a branding and printing company and majority of his clients were property developers. Kevin developed his experience in sales and marketing, and subsequently founded a website development company, specialising in marketing for property developers.

In 2001, Kevin founded his own property development company, Evergreen One Sdn Bhd and has since changed this company name to Venn and has since then founded a series of property development and construction companies.

Kevin has had extensive experience in the property development and construction industry in Penang, Malaysia. The various property development and construction companies under his leadership and directorship have successful in delivering excellent properties.

## **Cheng Chai Chan (Jason) | Executive Officer**

### **Background**

As the Executive Director of Venn Homesuite, Jason is responsible for the management of the interior design sector of Venn Homesuite's development. As the managing director of IDREX Solution Sdn Bhd, an interior designing company since 2003, Jason has extensive experience in interior designing and has many connections in the construction industry. Jason's role will include creating the best design that is suitable to Venn Homesuite's requirements and to ensure that the Company's development projects comply with all of the building, occupational health and safety requirements.

### **Other Current Directorships**

Jason is also the managing director of IDB Marketing Sdn Bhd, a payroll and marketing company created to provide human resources, payroll solutions and marketing services and the managing director of IDREX Solution Sdn Bhd, an interior design company.

### **Profile**

Jason started his career as a junior interior designer and specialised in commercial architecture and interior design consultancy. He founded IDREX Solution Sdn Bhd in 2003, a design and built agency created to provide design and renovation solutions and marketing services to their clients. IDREX Solutions have been creating corporate, exhibition and retail interiors for numerous clients from different industries such as the automotive, computer and technology, communications, lifestyle, retail, corporate, education and residential sections. IDREX offers solutions such as exhibition fabrication and refurbishment, interior design, graphic design, advertising signage, installation and dismantling services, warehousing and maintenance support, and transportation solutions.

As the Executive Director of Venn Homesuite, he will be primarily responsible for the interior design work of the Company's development.

## **Hun Yip Ng (Eric) | Non-Executive Director**

### **Background**

Eric was appointed to the Board of Directors of Venn Homesuite on 22 June 2020.

Eric has a Bachelor of Environmental Science from RMIT University and a Certificate IV in Work, Healthy & Safety from RMIT University TAFE.

Eric has previously worked for Thermo Fisher Scientific (Aust.) Pty Ltd as a Technical sales Support and was responsible in managing a number of high-profile environmental and providing pre-sales and post-sales support for a number of environmental monitoring equipment, and Toshiba (Aust.) Pty Ltd in the electronic imaging division as an Account Manager.

Eric is currently working at Precision Electronic Technologies as an Account Manager. His role includes account managing for a number of clients in the medical, defence, utilities, automation and renewables industry; product management for clients who have a large range of printed circuit

boards being manufactured at Precision; project management for clients who have strict timelines to adhere to; and business development.

Each Director above has confirmed to Venn Homesuite that they anticipate performing their duties as an Executive or Non-Executive Director of Venn Homesuite, as the case may be, without constraint from other commitments.

### **Independence of Directors**

Pursuant to the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition), a director is considered independent if the director is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, or could reasonably be perceived to have materially interfere with, the independent exercise of their judgement. of any given relationship.

The Board considered that Hun Yip Ng to be free from any business or any other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of his judgment and so each is considered an independent Director.

Soo Weng Wong are currently considered by the Board not to be independent on the basis of his shareholding in Venn Qudarsi Sdn. Bhd., which is the main shareholder of the Company.

Cheng Chai Chan is not considered by the Board as independent on the basis of his close relationship with Soo Weng Wong and his previous working relationship.

### **SENIOR MANAGEMENT**

#### **Chong Kok Wai (Joseph) | Project Manager**

##### **Role**

Joseph has over 20 years' experience in architecture and was involved in numerous property development projects, which include commercial, residential, high-rise and factory properties.

With his extensive experience as an architect, Joseph will be the key person who is responsible for Venn Homesuite's construction projects. Joseph possesses strong design skills and drawing skills, and has been key to the founding and establishment of Grandhouse Construction Sdn Bhd, a construction company that serves as a main contractor for several prominent developers in the northern region of Malaysia.

#### **Naiyarat Luenanthapong (Earn) | Business Development Manager**

##### **Role**

Earn is the personal assistant of Kevin and has been working as his personal assistant for the last 14 years. Earn will mainly be leading the marketing arm of Venn Homesuite. Her responsibilities include planning new business initiatives, overseeing the development of marketing collateral and identifying key business growth areas.

### **Surteen Ooi | Sales & Marketing Manager**

#### **Role**

Surteen will be the Sales & Marketing Manager of Venn Homesuite and will be responsible to develop sales strategies, oversee production of promotional materials and the running of marketing campaigns. Surteen will oversee the Company's advertising, sales and market research.

#### **Profile**

Surteen is a diploma holder in Project Management, Hotel Management and Interior Design. She founded Harvest Wok Chinese Cuisine in 2010. While operating the business, Surteen decided to enter into the real estate industry and joined Zeon Properties Sdn Bhd as a Business Development Director and a mortgage consultant. In 2015, Surteen co-founded an events management company, Radioactive Events. In 2017, founded her own events management company known as VVIP Events Sdn Bhd and expanded her service scope to include beauty pageants, brand activation, exhibitions, trade shows, fund raisers, TV commercial shootings and productions.

Surteen is a member of the Junior Chamber International (JCI) Penang, and Penang Chinese Chamber of Commerce (PCCC) Youth, and has been adorned with various accolades for her outstanding performances, such as Top Sales Award, Top Performer Award and Best Team Leader Award.

### **Hui Ching Khoo | Accounts & Finance Manager**

#### **Role**

Hui Ching Khoo will be responsible for the Company's finances and will be handling the accounts department of the Company. Her role includes developing strategies for maximising profits and long-term financial goals for the company. Hui Ching Khoo will also be advising the board and senior management on relevant Malaysian labour, employment law and statutory regulations.

### **Shane Wong | Senior Admin Executive**

#### **Role**

With significant experience in the area of hospitality and tourism, as well as knowledge of the inner workings of a hotel and homestay, Share will be responsible for the property management team of Venn Homesuite and will be overseeing housekeeping, human resources, facilities, security and public relations.

## 6.2 Key Shareholder

The Key Shareholder of Venn Homesuite Limited is Venn Qudarsi Sdn Bhd, which is a private limited property management company in Malaysia.

Soo Weng Wong, being the Chief Executive Officer of Venn Homesuite, is also a director of Venn Qudarsi Sdn Bhd.

## 6.3 Interests and Benefits

Pursuant to the table below the directors will receive the following remuneration and hold the following interest in shares:

| Director*  | Remuneration*   | Number of Shares | Interests |
|--|-----------------|------------------|-----------|
| <b>Soo Weng Wong (Kevin) (Chief Executive Officer)</b> | <b>\$60,000</b> | <b>Nil**</b>     | <b>-</b>  |
| <b>Cheng Chai Chan (Executive Director)</b>            | <b>\$20,000</b> | <b>Nil</b>       | <b>-</b>  |
| <b>Hun Yip Ng (Non-Executive Director)</b>             | <b>\$20,000</b> | <b>Nil</b>       | <b>-</b>  |

\* not including superannuation

\* Directors do not intend to participate in the Public offer.

\*\* Soo Weng Wong is a beneficial owner of Venn Qudarsi Sdn Bhd thus indirectly holds shares in the Company.

## 6.4 Interests of Adviser

Venn Homesuite has engaged the following professional advisers:

- Agile Legal Consulting has acted as Australian Legal and Corporate Adviser (other than in respect of taxation matters) to Venn Homesuite in relation to the Offer. Venn Homesuite has paid or agreed to pay, approximately \$60,000 (excluding disbursements and GST) for these services up until the date of this Prospectus. Further amounts may be paid to Agile Legal Consulting in accordance with its normal time-based charges;
- STO Advisory has acted as Business and marketing Advisor to Venn Homesuite in relation to the Offer. Venn Homesuite has paid approximately RM348,038 (\$115,000 AUD) for services up until the date of this Prospectus, and has agreed to pay \$260,000 as a marketing expenses and \$350,000 as a success fee upon completion of the offer.

These amounts, and other expenses of the Offer, will be paid out of funds raised under the Offer or cash otherwise available to Venn Homesuite. Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 9.13.

## **Directors' Interests and Remuneration**

### **Chief Executive Officer and Managing Director**

Soo Weng Wong (Kevin) is employed in the position of Chief Executive Officer and Managing Director under an employment contract with Venn Homesuite. Kevin is a founder of the Company. His annual remuneration package comprises a base salary of \$60,000 per annum.

#### Notice

Kevin's employment contract may be terminated by either Venn Homesuite or Kevin himself by providing 6 months' notice in writing before the proposed date of termination, or in Venn Homesuite's case, payment in lieu of notice at its discretion.

Venn Homesuite may also terminate the employment of Kevin summarily in certain circumstances (without notice) if he engages in serious misconduct, including, but not limited to, any acts of dishonestly, fraud, wilful disobedience, failure to comply with a lawful and reasonable direction or bankruptcy.

### **Executive and Non-Executive Director**

Under the Constitution, the Directors decide the total amount paid to each Director as remuneration for their services as a Director to Venn Homesuite. Annual non-executive Directors' fees currently agreed to be paid by Venn Homesuite are \$20,000 per annum.

The Company must not pay remuneration to Directors that is calculated as a commission on or a percentage of operating revenue, or in the case of non-executive Directors, profits. Superannuation payments are included in all non-executive Director fee amounts.

### **Deed of Access, Insurance and Indemnity for Directors**

Venn Homesuite has entered into deeds of access, insurance and indemnity with each Director which contain rights of access to certain books and records of Venn Homesuite for a period of 7 years after the Director ceases to hold any office as an officer of the Company or a subsidiary of the Company. The seven-year period can be extended where certain proceedings or investigations commence before the seven year expires.

#### Indemnification

Pursuant to the Constitution, Venn Homesuite is required to indemnify all Directors and Secretaries, past and present, against all liabilities allowed under law. Under the deed of indemnity, access and insurance, Venn Homesuite indemnifies parties against all liabilities to another person that may arise from their position as an officer of Venn Homesuite or its subsidiaries or any other entity to which a party to this deed has been appointed as a nominee director at Venn Homesuite's request, to the extent permitted by law. The deed stipulates that Venn Homesuite will meet the full amount of any such liabilities, including reasonable legal costs and expenses.

#### Insurance

Pursuant to the deed of access, insurance and indemnity and the Constitution, Venn Homesuite has arranged and maintains Directors' and Officers' insurance for its Directors to the extent permitted by law. Under the deed, Venn Homesuite must obtain such insurance during each Director's period of office and for a period of seven years after a Director ceases to hold office. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires.

#### Other Information

The Company must also reimburse Directors for all reasonable travel and other expenses incurred in connection within the business of the Company.

Subject to the Corporations Act and Constitution, non-executive Directors may be paid such additional remuneration or benefits as the Board decides is appropriate where a Director performs extra or special services.

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

### **6.5 Interests of Existing Shareholders**

Soo Weng Wong, being the Chief Executive Officer of Venn Homesuite, is also a director of Venn Qudarsi Sdn Bhd.

### **6.6 Corporate Governance**

#### **Board of Directors**

The Board is responsible for Venn Homesuite's adherence to Corporate Governance. Under advice of their legal and financial advisers the Board develops relevant procedures, policies and strategies to ensure Corporate governance is adhered to.

The Board's goals are to:

- Ensure, maintain and develop ethical practices;
- Do everything in their ability to maintain financial stability and growth;
- Ensure that they adhere to relevant compliance and legal objectives;
- Endeavour to maintain or increase value to shareholders.

The Board will be responsible for:

- Developing policies and procedures that are consistent with the day and age;
- Ensuring discrimination and unethical practices are not present within the company;
- Reviewing the financial performance of the company on a regular basis;
- Adhering to relevant compliance and legal procedures at all times;
- Identifying risks and set procedures and policies to mitigate those risks; and
- Maintaining transparency with their shareholders.

## Composition of Board

Unless otherwise decided upon by the shareholders:

- the Board will consist of 3 directors;
- At all times, Venn Homesuite will require a minimum of 1 independent directors on the Board;
- The Board is to be made up of individuals with a blend of different competencies, including financial, compliance and aquaculture experience; and
- Board members must add value to the Company.

The Directors consider an independent director to be a non-executive director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence his or her capacity to bring an independent judgment to bear on issues before the Board and act in the best interests of the Venn Homesuite and its shareholders.

### **Adoption of ASX Corporate governance Principles and Recommendations**

To the extent applicable, the Company has adopted the Corporate governance Principles and Recommendations (4<sup>th</sup> Edition) as published by ASX Corporate governance Council.

The Company has adopted these principles to promote investor confidence. Please note the principles outlined are only guidelines and are not binding on the Company's actions or performance.

The key principles have been outlined below:

1. Lay solid foundation for management and oversight;
2. Structure the Board to be effective and add value;
3. Acting ethically and responsibly;
4. Safeguard the integrity of corporate reports;
5. Make timely and balanced disclosure;
6. Respect the rights of security holders;
7. Recognise and manage risk; and
8. Remunerate fairly and responsibly.

The Company is committed to upholding high standards of corporate governance and holds strong belief that good corporate governance helps ensure the future success of the Company, adds value to its stakeholders and promotes investors' confidence.

The Board of Directors acknowledges its responsibility to have oversight of overall corporate governance of the Company. It has adopted the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) ("**Recommendations**") in structuring the Company's corporate governance charters and policies appropriately.

The relevant materials can be found on the corporate governance page of the Company's website and should be read in conjunction with the below statement.

Despite not being a listed entity, Venn will adhere to the ASX Corporate Governance Principles to ensure proper corporate governance and to allow for easier transition in the event of a listing.

| Recommendation  | Compliance by Venn Homesuite  |
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| <b>Principle 1 – Lay solid foundations for management and oversight</b>   |   |
| <b>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</b>   |   |
| <p><b>1.1</b></p> <p><b>A listed entity should have and disclose a board charter setting out:</b></p> <p><b>(a) the respective roles and responsibilities of its board and management; and</b></p> <p><b>(b) those matters expressly reserved to the board and those delegated to management.</b></p>   | <p><b>Board Charter</b></p> <p>The Company has adopted a formal Board Charter effective as at 1 January 2020.</p> <p>The Board Charter governs the overall operations of the Board and sets out detailed information in relation to the role, responsibilities, composition, structure, performance review of the Board, as well as its relationship with management.</p> <p>The Board Charter articulates the respective roles and responsibilities of the relevant Committees, each Director, the Chair, CEO and Company Secretary. The Charter also confirms the definition of director’s independence and duties, as well as the directors’ access to professional advice within the terms of the Constitution.</p> <p>In following the Recommendations, the Board currently has three established Committees to assist the Board in exercising its authority and carrying out its duties:</p> <p>Nomination Committee – see Principle 2</p> <p>Audit and Risk Committee – see Principle 4 and 7</p> <p>Remuneration Committee – see Principle 8</p> <p>Each Committee has adopted its own Committee Charter, which serve as a form of reference and guidance in respect of each of their own operating procedures.</p> <p>A copy of the Board Charter is available on the Company’s website.</p> |
| <p><b>1.2</b></p> <p><b>A listed entity should:</b></p> <p><b>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</b></p> <p><b>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</b></p> | <p><b>Appointment of Directors</b></p> <p>The Company has implemented guidelines and policies in place for the appointment and selection of the Directors, whereby the Board assumes the responsibility to undertake appropriate background checks and independence assessment prior to the appointment of a nominated director.</p> <p>The Board has established a Nomination Committee Charter in ensuring the election or re-election of the Directors are executed in compliance with the Recommendations. The Committee acknowledges its responsibility to ensure that appropriate checks are made at the time of, and as part of, the recruitment process, having regard to their skills, experience and expertise, in order to maintain the integrity of the Board.</p>  |

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| <p><b>1.3</b></p> <p><b>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b></p>  | <p><b>Letter of Appointment</b></p> <p>Each Director and senior executive are party to a written appointment agreement with the Company whereby the non-executive Directors have executed a letter of appointment, and the executive Directors and senior executives have entered into service and/or employment contracts.</p>   |
| <p><b>1.4</b></p> <p><b>The Company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</b></p>  | <p><b>The Role of a Company Secretary</b></p> <p>The Company Secretary is accountable directly to the Board, through the Chairman, and plays a crucial role in all matters relating to ensuring the proper functioning of the Board.</p> <p>Under the Company's Board Charter, the Board assumes responsibility over the appointment, review and where appropriate, the removal of the Company Secretary.</p>   |
| <p><b>1.5</b></p> <p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a diversity policy;</b></p> <p><b>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</b></p> <p><b>(c) disclose in relation to each reporting period:</b></p> <p><b>(1) the measurable objectives set for that period to achieve gender diversity;</b></p> <p><b>(2) the entity's progress towards achieving those objectives; and</b></p> <p><b>(3) either:</b></p> <p><b>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</b></p> <p><b>(B) if the entity is a "relevant employer" under the <i>Workplace Gender Equality Act</i>, the entity's</b></p> | <p><b>Diversity Policy</b></p> <p>Venn is a forward thinking and dynamic organisation that holds its people in the highest esteem and considers them great assets of the Company.</p> <p>In enforcing a culture that promotes workplace diversity, the Company has adopted a Diversity Policy effective as at 1 January 2020, which sets out the measurable objectives, initiatives, strategies, and guidelines for achieving gender diversity within the organisation.</p> <p>The workforce of the Company comprises of professionals with diverse skills, backgrounds, and experiences – all of which allows the Company to access different perspectives and ideas and benefiting from all available talent.</p> <p>The Executives are responsible for the implementation and execution of this Policy whilst the Company Secretary is responsible for the administration aspect of this Policy. Ultimately, the Board holds overarching accountability for this Policy.</p> |

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| <p>most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>   |  |
| <p><b>1.6</b><br/> <b>A listed entity should:</b></p> <p><b>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</b></p> <p><b>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period</b></p> | <p><b>Board Performance Review</b></p> <p>According to the Company’s Board Charter, the Board is required to conduct a formal evaluation of performance of the Board and each Director when standing for re-election. The purpose of this process is to ensure that the Board is functioning effectively to allow ongoing success of the Company.</p>                                  |
| <p><b>1.7</b></p> <p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</b></p> <p><b>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</b></p>   | <p><b>Senior Executive Performance Review</b></p> <p>According to the Company’s Board Charter, the Chairman of the Board is required to conduct a formal evaluation of performance of the senior executives as well as reviewing individual remuneration levels for executives.</p>  |
| <p style="text-align: center;"><b>Principle 2 – Structure the Board to add value</b></p> <p style="text-align: center;"><b>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</b></p>      |  |
| <p><b>2.2</b></p> <p><b>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</b></p>  | <p><b>Board Skills Matrix</b></p> <p>The Board is committed to enhance investors’ confidence and increase the accountability of the Board, by appointing a Board of Directors with an appropriate range of skillsets and expertise, having regard to the strategies stipulated in the Diversity Policy, to ensure that the appointed Directors possess the competency to deal with</p> |

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|  | <p>current and emerging issues within the Company's operations.</p> <p>The Board has a Board Skills Matrix in place and is committed to review the Matrix regularly to identify any gaps and to develop the Matrix as the organisation evolves.</p> <p>In summary, the Matrix consists of three parts:<br/> Part A: Collective Skills (Governance and Industry skills)<br/> Part B: Personal Attributes and Behavioural Qualities<br/> Part C: Diversity and Non-Skills Based Criteria</p>  |
| <p><b>2.3</b></p> <p><b>A listed entity should disclose:</b><br/> <b>(a) the names of the directors considered by the board to be independent directors;</b><br/> <b>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</b><br/> <b>(c) the length of service of each director.</b></p> | <p><b>Directors' Independence</b></p> <p>The Board is committed to conduct ongoing assessment and annual formal review of each Director's independence.</p> <p>The purpose of this process is to ensure that such independent director operates and performs its duties that clearly align with the interests of the Company and has the capacity to bring an independent judgement to bear on issues before the Board.</p> <p>In the event that the Board determines that a director's status as an independent director has changed, that determination will be disclosed and explained in a timely manner to the market.</p> |
| <p><b>2.4</b></p> <p><b>A majority of the board of a listed entity should be independent directors.</b></p>  | <p><b>Independent Directors</b></p> <p>The Board consists of 3 Directors. Kevin is the only non-independent Director.</p>   |
| <p><b>2.6</b></p> <p><b>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</b></p>  | <p><b>New Directors Induction</b></p> <p>According to the Board Charter, the Directors are required to undergo and participate the induction programs and briefings upon appointment.</p>   |
| <p><b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b></p>   |   |
| <p><b>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</b></p>   |   |

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| <p><b>3.1</b></p> <p><b>A listed entity should articulate and disclose its values.</b></p>   | <p><b>Statement of Values</b></p> <p>The Company has in place a Statement of Values that prescribes its mission, values, and strategic goals, all of which are expressly applicable to the Company's Directors, Senior Executives and Employees.</p> <p>In aiming to provide the highest quality of aquaculture products and delivery whilst ensuring the stocks were fished within biologically sustainable levels, the Company's operations revolve around the following four core values:</p> <ul style="list-style-type: none"> <li>• Sustainability</li> <li>• Integrity</li> <li>• Perceptive</li> <li>• Collaborative</li> </ul> <p>The Statement of Values can be found on the Company's website.</p>   |
| <p><b>3.2</b></p> <p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</b></p> <p><b>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</b></p> | <p><b>Employee Code of Conduct</b></p> <p>The Company is committed to delivering strong returns while also promoting shareholder and general market confidence in the Company. As at 1 January 2020, the Company has adopted an Employee Code of Conduct ("<b>Code</b>"), which clearly defines the professional and workplace behavioural standards expected of the Directors, Executives and Employees.</p> <p>The main objectives of the Code are to ensure that:</p> <ul style="list-style-type: none"> <li>• High standards of corporate and individual behaviour are observed in the context of their employment or engagement with the Company; and</li> <li>• Employees are aware of their responsibilities to the Company and always act in an ethical and professional manner; and</li> <li>• All persons dealing with the Company can be guided by the stated values and practices set out in the Code.</li> </ul> <p>The Code is underpinned by other policies and procedures that articulate the expectation to act ethically and responsibly, as well as comply with legislative and regulatory obligations. These include the Diversity Policy, Whistleblower Policy, Anti-Bribery and Corruption Policy and Continuous Disclosure Policy.</p> |
| <p><b>3.3</b></p> <p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a whistleblower policy; and</b></p> <p><b>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</b></p>                                | <p><b>Whistleblower Policy</b></p> <p>The Company acknowledges that pivotal role of whistleblowers within the organisation and has adopted a Whistleblower Policy on 1 January 2020.</p> <p>In protecting and supporting Venn's employees, the Company will ensure that the whistleblower disclosures are dealt with appropriately and on a timely basis, and that any information relating to the whistleblower will be secure and kept confidential.</p> <p>The Company has appointed the Chief Executive Officer as the Whistleblower Protection Officer, who is</p>   |

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|   | <p>responsible for the administration of the Policy; whereas the Company Secretary and the Audit and Risk Committee are appointed as the Whistleblower Investigation Officer to assist the Protection Officer in dealing with the reports and investigations of any reportable conducts pursuant to the Policy.</p>  |
| <p><b>3.4</b></p> <p><b>A listed entity should:</b></p> <p><b>(a) have and disclose an anti-bribery and corruption policy; and</b></p> <p><b>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</b></p>   | <p><b>Anti-Bribery and Corruption Policy</b></p> <p>The Company has in place an Anti-Bribery and Corruption Policy, which forms a part of the Company's risk management framework.</p> <p>This Policy is a critical component of the Company's delivery on its strategic goal of enduring trust, integrity and resilience, and outlines the Company's specific requirements regarding the management of receiving and offering gifts and benefits pursuant to the relevant laws, regulations and principles.</p> <p>A copy of this Policy is available on the Company's website.</p> |
| <p><b>Principle 4 – Safeguard Integrity of Corporate Reports</b></p> <p><b>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</b></p>  |  |
| <p><b>4.2</b></p> <p><b>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</b></p> | <p><b>Declaration in Relation to Financial Statements</b></p> <p>The CEO of the Company acknowledges his responsibility to provide an annual declaration to assure the Board that the Company's financials are:</p> <ul style="list-style-type: none"> <li>• properly maintained; and</li> <li>• in compliance with the appropriate accounting standards; and</li> <li>• accurate and clearly reflects the Company's current financial performance.</li> </ul>   |
| <p><b>4.3</b></p> <p><b>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</b></p>  | <p><b>External Auditor</b></p> <p>The Company has engaged an external auditor, William Buck), to perform the necessary audit and review, as well as preparation of the auditor's report. The effectiveness, performance and independence of the external auditor is reviewed at least annually by the Board.</p>   |

**Principle 5 – Make Timely and Balanced Disclosure**  
**A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.**

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| <p><b>5.1</b></p> <p><b>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</b></p> | <p><b>Continuous Disclosure Policy</b></p> <p>The Company's Continuous Disclosure Policy incorporates underpinning principles for communicating with shareholders, including the intention to provide timely, factual, complete, and balanced information.</p> <p>Importantly, in line with the Company's Constitution, it also reiterates the Board's commitment to continuous disclosure of material matters and significant developments, and the manner in which these will be determined.</p> <p>The Board has processes in place to ensure such issues are recognised and escalated appropriately. The Policy also specifies roles and responsibilities of the Board and management in relation to communication, reporting and disclosure obligations.</p> <p>The Company Secretary is charged with monitoring compliance with this Policy on a daily basis.</p> |
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| <p><b>5.2</b></p> <p><b>A listed entity should ensure that its board receives copies of all material announcements promptly after they have been made.</b></p> | <p><b>Accessibility of Material Announcements</b></p> <p>The Policy also addresses authorisations to speak to media or comment publicly. Where material matters are involved, protocols exist to ensure shareholders are informed.</p> <p>The Company Secretary is to ensure that a copy of all material market announcements is to be circulated to the Board as soon as practicable after its release.</p> |
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**Principle 6 – Respect the Rights of Shareholders**

**A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.**

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| <p><b>6.1</b></p> <p><b>A listed entity should provide information about itself and its governance to investors via its website.</b></p> | <p><b>Company's Website</b></p> <p>Venn places considerable emphasis on active and effective communication with its shareholders, investors, market participants, customers, employees, suppliers, stakeholders, and the wider community in general.</p> <p>The Company's website contains an easily accessible Governance landing page. It is the primary platform for investors to access communications and any relevant information, in particularly the Company's corporate governance policies and procedures.</p> |
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| <p><b>6.2</b><br/> <b>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</b></p>   | <p><b>Investor Relations Program</b></p> <p>The Company is committed to encourage and promote two-way communication with its investors. In ensuring that the investors are well-informed of all material information relating to their Company, Venn has adopted its Investor Relations Program, effective as at 1 January 2020, that specifies procedures and initiatives to create an environment where the investors are given the platform to discuss and make direct enquiries with the Company.</p> <p>This Policy aims to ensure investors/shareholders are able to exercise their constitutional rights and powers effectively as well as reflects the Board's commitment to effective communication with them.</p> |
| <p><b>6.3</b><br/> <b>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders</b></p>  | <p><b>Meetings with Investors</b></p> <p>In addition to the Annual General Meeting, an extensive calendar is maintained that details meetings with and reporting to Shareholders each year. As part of this, the Company may schedule at least one half-day visits per year for the major shareholders to visit the headquarter. Senior management also meets with Shareholders' representatives regularly. Topics typically include current strategic matters, business performance and forecasts, and emerging risks and opportunities.</p>   |
| <p><b>6.4</b><br/> <b>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</b></p> <p><b>6.5</b><br/> <b>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</b></p> | <p><b>Electronic Communications</b></p> <p>The Company recognises that electronic communication as safe, effective, and convenient means of communication. As such, the Company offers its investors the option to receive information from the Company and its registry electronically.</p> <p>To ensure compliance with the Recommendations, the Chair of the meeting assumes the responsibility to ensure that shareholders are able to vote physically, electronically or by proxy via poll.</p>  |
| <p><b>Principle 7 – Recognise and Manage Risk</b></p> <p><b>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</b></p>  |   |
| <p><b>7.2</b><br/> <b>The board or a committee of the board should:</b></p> <p><b>(a) review the entity's risk management framework at least annually to satisfy itself that it</b></p>  | <p><b>Review of Risk Management Framework</b></p> <p>The Board commits to ensuring the Company effectively manages its strategic, financial, operational, reputational, and emergency risks. The Board also ensures that an effective system of risk management and internal control</p>  |

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| <p><b>continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</b></p> <p><b>(b) disclose, in relation to each reporting period, whether such a review has taken place.</b></p>   | <p>operates within the Company and that it regularly monitors the performance of that system.</p> <p>As stated under Recommendation 4.1 and Recommendation 7.1, the Audit and Risk Compliance Committee has been established to assist the Board to discharge its duties in relations to the review of risk management framework.</p>  |
| <p><b>7.3</b></p> <p><b>A listed entity should disclose:</b></p> <p><b>(a) if it has an internal audit function, how the function is structured and what role it performs; or</b></p> <p><b>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</b></p>   | <p><b>Internal Audit</b></p> <p>As part of a comprehensive risk management and internal control system, the Audit and Risk Committee is responsible for overseeing the effectiveness of the Company's internal audit function and controls.</p> <p>Under the Audit and Risk Committee Charter, the Committee has unrestricted access to all records and information of the Company in carrying out its internal audit duties.</p>  |
| <p><b>7.4</b></p> <p><b>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</b></p>  | <p><b>Disclosure of Material Risks</b></p> <p>The Company has disclosed all material risks facing Venn in Section 6 of this Prospectus. Any existing and potential material risks will be disclosed to the market in its annual report or elsewhere as appropriate.</p> <p>The Audit and Risk Committee regularly reviews the current and emerging risks facing the business and monitors the status of plans and controls to manage those risks. The Committee reports at least annually to the Board on the status of risk.</p>  |
| <p style="text-align: center;"><b>Principle 8 – Remunerate Fairly and Responsibly</b></p> <p style="text-align: center;"><b>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</b></p> |  |
| <p><b>8.2</b></p> <p><b>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</b></p>   | <p><b>Remuneration Policies and Practices</b></p> <p>The Remuneration Policies and Practices for Non-Executive and Executive Directors addresses the composition of executive remuneration, termination payments and links to performance, as well as equity-based components where applicable.</p> <p>Under the Remuneration Policy, non-executive Directors receive a cash fee for service and have no entitlement to any performance-based remuneration. On the other hand, the remuneration packages of the executives may include short-term, medium-term, and long-term incentive component that is linked to the overall financial and operational performance of Venn.</p> |



### Departure from Recommendations

| Recommendation | Description   | Departure   |
|----------------|---|---|
| 1.             | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <p>Pursuant to the Company's Board Charter the Chairman should not have been the CEO of the Company at any time during the previous 3 years.</p> <p>However, on completion of the Offer, Kevin will be both CEO and Chairman of Venn.</p> <p>Venn is aware of the confidence independence brings to its shareholders. Venn will endeavor to appoint an independent Chairman as reasonably possible.</p> |
| 8.1            | The entity should have a remuneration committee   | Due to the size of the board Venn will not have a remuneration committee.   |
| 2.1            | Implementation of a nomination committee  | Venn will not have a nomination committee due to the size of the board (3) and the impracticalities of a non-listed company to maintain one.  |
| 4.1            | The board of a should have an audit committee which.  | Venn will not have an audit committee due to the size of the board (3) and the impracticalities of a non-listed company to maintain one.  |
| 7.1            | Audit and Risk Committee Charter.   | Venn will not have an audit and risk committee charter as they will not have an audit or risk committee.  |

## 8. Investigating Accountant's Report

7 October 2020

The Directors  
Venn Homesuite Limited  
Level 7, 257 Collins Street,  
Melbourne, VIC, 3000.

Dear Sirs

**Independent Limited Assurance Report on the historical and pro forma historical financial information of Venn Homesuite Limited**

We have been engaged by Venn Homesuite Limited (“the Company”) to report on the historical financial information and pro forma historical financial information of the Company for inclusion in a Prospectus document relating to the issue 30,000,000 shares in the Company (“the document”).

Expressions and terms defined in the document have the same meaning in this report.

**Scope**

*Historical Financial Information*

You have requested William Buck to review the following consolidated historical information of Venn Homesuite Limited included in the public document:

- the Statements of Financial Position of Venn Homesuite Limited as at 30 June 2020.

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company’s adopted accounting policies, which are disclosed in the financial information section of the Prospectus document. The historical financial information has been reviewed by William Buck Audit (Vic) Pty Ltd (“William Buck”) in accordance with the Australian Auditing Standards as part of our role as Investigating Accountant.

The historical financial information is presented in the public document in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

**ACCOUNTANTS & ADVISORS**

Level 20, 181 William Street  
Melbourne VIC 3000  
Telephone: +61 3 9824 8555  
[williambuck.com](http://williambuck.com)

#### *Pro Forma historical financial information*

You have requested William Buck to review the following pro forma historical information of the Company referred to as "the pro forma historical financial information".

- The pro forma historical Statement of Financial Position as at 30 June 2020.

The pro forma historical financial information has been derived from the consolidated historical financial information of Venn Homesuite Limited, after adjusting for the effects of pro forma adjustments described in the financial information section of the Prospectus document. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the consolidated historical financial information and the events and transactions to which the pro forma adjustments relate, as described in the financial information section of the Prospectus document, as if those events or transactions had occurred as at the date of the consolidated historical financial information. Due to its nature, the pro forma historical information does not represent the Company's actual or prospective financial position or financial performance.

#### **Directors' responsibility**

The directors of the Company are responsible for the preparation of the historical financial information and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and include in the pro forma historical information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

#### **Our responsibility**

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Accounting Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

## **Conclusions**

### *Historical financial information*

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information, as described in the financial information section of the Prospectus document, and comprising:

- the Statements of Financial Position of Venn Homesuite Limited as at 30 June 2020.

is not presented fairly, in all material aspects, in accordance with the stated basis of preparation, as described in the financial information section of the Prospectus document.

### *Pro Forma historical financial information*

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro-forma historical financial information, as described in the financial information section of the Prospectus document, and comprising:

- The pro forma historical Statements of Financial Position as at 30 June 2020.

is not presented fairly, in all material aspects, in accordance with the stated basis of preparation, as described in the financial information section of the Prospectus document.

## **Restriction on Use**

Without modifying our conclusions, we draw attention to the financial information section of the Prospectus document which describes the purpose of the financial information, being for inclusion in the public document. As a result, the financial information may not be suitable for use for another purpose.

William Buck has consented to the inclusion of this assurance report in the public document in the form and context in which it is included.

## **Liability**

### *Responsibility*

Consent to the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it appears has been given, but should not be taken as an endorsement of the Company or a recommendation by William Buck of any participation in the share issue by any intending investors. At the date of this report our consent has not been withdrawn.

### *General Advice Limitation*

This Report has been prepared and included in the Prospectus to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on this information contained in this Report. Before acting or relying on information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

**Declaration of Interest**

William Buck does not have any interest in the outcome of the issue of shares other than in the preparation of this Investigating Accountant's Report for which normal professional fees will be received.

Yours faithfully

*William Buck*

**William Buck Audit (Vic) Pty Ltd**  
ABN 59 116 151 136

*Alan Finnis*

**A. A. Finnis**  
Director

Melbourne, 7 October 2020

## 9. Additional Information

### 9.1 Company Tax Status

Venn Homesuite is subject to tax at the Australian corporate tax rate.

### 9.2 Material Contracts

Material contracts are vital to the Company's business, as the Directors believe that investors may wish to be informed by these contracts when making a decision as to whether they should invest into the company. Brief summaries of the contracts have been provided below for information purposes only. The Company does not purport the details of the summaries to be complete or reflective of the actual contractual terms.

#### a. Loan Agreement with Venn Quadsari Sdn Bhd ("VQ")

The Company has entered into a loan agreement with VQ. Pursuant to this agreement VQ has or will loan the Company, prior to the completion of this raise, \$775,506 to pay for upfront the expense of this offer. The expenses of the offer will be repaid to VQ upon the offer's completion.

#### b. Marketing Agreement with STO Advisory Sdn. Bhd.

The Company has entered into an Agreement with STO Advisory to handle marketing related matters pursuant to this raise. STO advisory will be paid a fee of \$115,000 with a budget of \$260,000, which will be used as marketing expenses.

#### c. Success Fee Agreement with STO Advisory Sdn. Bhd.

The Company has entered into a Success Fee Agreement with STO Advisory in which they will be awarded a success fee of \$350,000 amount in the event this offer is successful.

#### d. Share subscription facilitation Agreement with Automic Pty Ltd

The Company has entered into an Agreement with Automic Pty Ltd to facilitate the electronic offer form and custody of funds until the offer is complete. Automic will be paid a fee of \$6,600.

#### e. Director Non-Payment Agreement

The Directors have entered into an agreement with the company that stipulates that they will not be paid a salary until completion of this offer.

#### f. Registry and online form set-up

Venn has entered into an agreement with Venn Qudarsi Sdn Bhd to onboard Venn Homesuite and onto their registry and investor relation management platform. The platform will act as the Company's registry platform, allow the facilitation of investor relation management, updates and announcements.

The Company has agreed to pay Venn Qudarsi Sdn Bhd a one-time set-up fee of \$20,000 AUD, and \$500 per month for a maximum of 1000 users, if the platform exceeds 1000 users the monthly fee will increase.

## **g. Director's Indemnity and Insurance**

Venn Homesuite will enter into Deeds of Indemnity, Insurance and Access (collectively, Indemnity Deeds) with each of its current Directors pursuant to the Corporations Act and the Company's constitution.

The scope of the Indemnity Deeds will cover indemnification of the Directors against certain liabilities to the maximum extent permitted by law and incurred by them whilst acting as a Director of the Company or its subsidiary companies.

The Indemnity Deeds shall insure the Directors against certain risks to which the Directors are exposed to as a Director and will grant the Director right of access to certain records of the Company for a period of seven years from the date the Former Directors ceases to be a Director of the Company.

Venn Homesuite will pay a premium for a contract ensuring an officer of the Company or its related body corporate against any liability incurred by the person in that capacity, except a liability arising out of conduct in contravention of the Corporations Act. Venn Homesuite acknowledges its obligation and will endeavour to maintain continuity of indemnity protection for each of the Company's Director.

### **9.3 Legal Proceedings**

There is no current or threatened legal proceedings against Venn Homesuite Ltd. This assumption is made pursuant to the directors and key managements knowledge.

### **9.4 Ranking of Shares**

As of the date of this prospectus, all shares are of the same class (ordinary shares). Each share holds the same respective liquidation rights, voting right, dividend right and share transfer rights.

### **9.5 Voting Rights**

At a meeting of members each person present or by proxy has one vote on a show of hands or one vote per share held via a pole. This is subject to any specials rights or restrictions placed.

### **9.6 Dividend Rights**

Any dividend that may be declared by the Company are payable on all shares in proportion to the amount paid up.

### **9.7 Variation of Rights**

Rights that are attached to shares may only be varied by consent in writing of the holders of 75% of the Shares, or via a special resolution passed in a general meeting.

### **9.8 Shareholder Liability**

As the shares are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

### **9.9 Transfer of Shares**

Subject to the Constitution, Corporations Act, Listing Rules and any other applicable laws, Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the listing Rules require or permit the Company to do so.

#### **9.10 Meetings and Notice**

Each shareholder will be entitled to receive notice of, and attend and vote at, the Company's general meetings.

Each shareholder will be entitled to receive all, notices, accounts and other documentation required to send to shareholder as per the Constitution and Corporations Act.

#### **9.11 Continuous Disclosure**

The Company will practice regular disclosure of any information that it becomes aware of concerning the Company and which a reasonable person would believe to have effect on the material value and price of the Company.

#### **9.12 Consent**

All parties referred to below, do not make any statements in this prospectus other than those referred to in this section and to the maximum extent permitted by law, expressly disclaim and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name to its name and a statement included in this Prospectus with the consent of that party as specified below.

- Agile Legal Consulting has given written consent to be being named as the Lawyers and Corporate Advisors of the Company. Agile Legal Consulting has not withdrawn its consent prior to the lodgement of the Prospectus with ASIC.
- William Buck has given written consent to be being named as the Investigating Accountant of the Company. William Buck has not withdrawn its consent prior to the lodgement of the Prospectus with ASIC.

#### **9.13 Expenses of the Offer**

|   |   |
|---|---|
| <b>ASIC Fees</b>                              | \$3,206                                       |
| <b>Australian Legal Fees</b>                  | \$66,000                                      |
| <b>Malaysia Legal Fees</b>                    | \$5,200                                       |
| <b>Investigating Accountant Fees</b>          | \$5,500                                       |
| <b>Automic Pty Ltd Subscription</b>           | \$6,600                                       |
| <b>STO Advisory Fees</b>                      | RM348,038<br>Approximately<br>(\$115,000 AUD) |
| <b>Marketing Fees (including Success Fee)</b> | \$610,000                                     |
| <b>Registry Set-Up and License Fees</b>       | \$20,500                                      |
| <b>Total</b>                                  | \$832,006                                     |

#### **9.14 Taxation Considerations**

Tax consequences of an investment of new shares is dependent on each applicant's circumstances. It is the responsibility of all Applicants to consider the tax consequences related to an investment of new shares. The Company, its directors or any affiliated party does not accept any liability in relation to taxation consequences of the Applicant. The Company strongly recommends seeking tax advice prior to deciding whether to invest in shares under this offer.

**9.15 Dividends on a Share**

Dividends will be distributed in accordance to the Venn Homesuite's dividend policy.

**9.16 Governing Law**

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under this Prospectus are governed by the laws applicable in Victoria and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of Victoria.

## 10. Glossary

|                                    |  |
|------------------------------------|--|
| <b>\$</b>                          | Australian Dollars (AUD), unless otherwise stated.   |
| <b>AASB</b>                        | The Australian Accounting Standards Board  |
| <b>Agile Legal Consulting</b>      | The Australian Legal Practitioners and Legal Advisors of the Company based in Melbourne, Australia.  |
| <b>Applicant</b>                   | A person who submits an Application.   |
| <b>Application</b>                 | An application to subscribe to fully paid ordinary shares in the Company under this Prospectus.  |
| <b>Application Form</b>            | The form for making an Application under this Prospectus, accompanying this Prospectus.  |
| <b>Application Monies</b>          | The value of the amount accompanying an Application to the Company under this Prospectus.  |
| <b>ASIC</b>                        | Australian Securities and Investments Commission.  |
| <b>Board or Board of Directors</b> | The board of directors of the Company.   |
| <b>Closing Date</b>                | The date on which the Offer is expected to close, being 19 January 2021 in respect of the Retail Offer.  |
| <b>Completion of the Offer</b>     | Completion in respect of the allotment and issue of Shares by the Company.   |
| <b>Constitution</b>                | The constitution of the Company as at the Prospectus Date.   |
| <b>Corporations Act</b>            | <i>Corporations Act 2001 (Cth)</i> .   |
| <b>Directors</b>                   | A member of the Board.   |
| <b>EBIT</b>                        | Earnings before interest and taxation.   |
| <b>EBITDA</b>                      | Earnings before interest, taxation, depreciation and amortization.   |
| <b>Existing Shareholders</b>       | The holders of Existing Shares as at the Prospectus Date, 19 October 2020.   |
| <b>Exposure Period</b>             | The period specified in section 727(3) of the Corporations Act, being a minimum period of seven (7) days after the Prospectus Date (which may be extended by ASIC by a further period of seven (7) days), during which no Applications may be accepted or processed by the Company.  |
| <b>GST</b>                         | The goods and services tax on goods, services and other items sold or consumed in Australia.   |
| <b>IFRS</b>                        | International Financial Reporting Standards (IFRS) – a set of accounting standards developed by the International Accounting Standards Board (IASB).   |
| <b>Institutional Investor</b>      | An investor in Australia who is either a “professional investor” or “sophisticated investor” under sections 708(11) and 708(8) of the Corporations Act; and in certain other jurisdictions, as agreed between the Company and the Underwriter, to whom offers or invitations in respect of securities can be made without the need for lodged or registered prospectus or other form of disclosure document or filing with, or approval by, any governmental agency. |

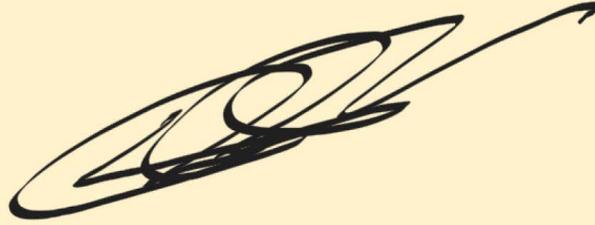
|  |   |
|--|---|
| <b>Key Shareholders</b>                | Group of persons in ownership of the majority of the shares under this Prospectus and the Offer. Also given meaning by virtue of section 2.4.   |
| <b>Management</b>                      | The executive management team of the Company.   |
| <b>Offer</b>                           | The offering of shares under this Prospectus.   |
| <b>Offer Document</b>                  | An offer of shares in the Company under this Prospectus that is prepared in accordance with section 708AA of the Corporations Act.  |
| <b>Offer Price</b>                     | AUD 00.35 per share.  |
| <b>Official List</b>                   | The official list of entities that SSX has admitted to and not removed from listing.  |
| <b>Opening Date</b>                    | The date on which the Offer is expected to open, being 26 October 2020 in respect of the Retail Offer.  |
| <b>Prospectus</b>                      | This document (including the electronic form of this Prospectus) and any supplementary or replacement prospectus in relation to this document.  |
| <b>RM/MYR</b>                          | Malaysian Ringgit.  |
| <b>Shareholder's Agreement</b>         | An agreement made between the shareholders of the Company.  |
| <b>Share Registry</b>                  | Konkrete Distributed Registries Ltd   |
| <b>TFN</b>                             | Tax file number issued by the Australian Taxation Office (ATO).   |
| <b>Venn Group</b>                      | The group of property development and construction companies being Venn Capital Holdings Sdn Bhd, Venn Property Sdn Bhd and Venn Signature Sdn Bhd, previously founded and managed by Venn Homesuite's senior management team |
| <b>Venn Homesuite or "The Company"</b> | Venn Homesuite Limited (ACN 641 944 934)  |

Directors Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of Venn Homesuite Ltd.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

**KEVIN SOO WENG WONG**  
Chief Executive Officer

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## CORRECT FORMS OF REGISTRABLE TITLE

| Type of Investor            | Correct Form of Registration                                  | Incorrect Form of Registration  |
|-----------------------------|---|---------------------------------|
| Individual                  | Mr John Richard Sample  | J R Sample                      |
| Joint Holdings              | Mr John Richard Sample & Mrs Anne Sample                      | John Richard & Anne Sample      |
| Company                     | ABC Pty Ltd   | ABC P/L or ABC Co               |
| Trusts                      | Mr John Richard Sample<br><Sample Family A/C>                 | John Sample Family Company      |
| Superannuation Funds        | Mr John Sample & Mrs Anne Sample<br><Sample Family Super A/C> | John & Anne Superannuation Fund |
| Partnerships                | Mr John Sample &<br>Mr Richard Sample<br><Sample & Son A/C>   | John Sample & Son               |
| Clubs/Unincorporated Bodies | Mr John Sample<br><Health Club A/C>                           | Health Club                     |
| Deceased Estates            | Mr John Sample<br><Estate Late Anne Sample A/C>               | Anne Sample (Deceased)          |

## INSTRUCTIONS FOR COMPLETING THE FORM

### YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

This is an Application Form for fully paid ordinary Shares in Venn Homesuite Limited (ACN 641 944 934) (the "Company") made under the terms set out in the Prospectus dated 19 October 2020.

Capitalised terms not otherwise defined in this document has the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

- Shares Applied For & Payment Amount** - Enter the number of Shares you wish to apply for. Your Application must be a minimum of A\$2,000.25 of Shares and there is no maximum Application amount. Next, enter the amount of the Application Monies payable. To calculate this amount, multiply the number of Shares applied for by the Offer Price, which is A\$0.35 per Share.
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEST) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/-/home>
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Payments for Applications made through this Application Form can only be made by cheque. Payment can be made by BPAY but only by making an online Application, which can be accessed by following the web address provided on the front of the Application Form. Do not forward cash with this Application Form as it will not be accepted.  
Your cheque must be made payable to "Venn Homesuite Limited" and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

## DECLARATIONS

### BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:

- Have received a copy of the Prospectus, either in printed or electronic form and have read the Prospectus in full;
- Have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus)
- Acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Am/are over 18 years of age;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

## LODGEMENT INSTRUCTIONS

The Offer opens on 26 October 2020. The Offer is expected to close on 26 January 2021. The Directors reserve the right to close the Offer at any time once sufficient funds are received or to extend the Offer period. Applicants are therefore encouraged to submit their Applications as early as possible. Completed Application Forms and cheques must be submitted:

### By Post:

Venn Homesuite  
C/- Automic Group  
GPO Box 5193  
SYDNEY NSW 2001

### By Hand Delivery:

Venn Homesuite  
C/- Automic Group  
Level 5, 126 Phillip St  
SYDNEY NSW 2001

### Online:

<https://investor.automic.com.au/#/ipo/vennhomesuite>

## ASSISTANCE

Need help with your application, no problem. Please contact Automic on:



### PHONE:

1300 288 664 within Australia  
+61 (2) 9698 5414 from outside Australia



### LIVE WEBCHAT:

Go to [www.automicgroup.com.au](http://www.automicgroup.com.au)



### EMAIL:

[corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)



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