Proposed ASX Code: JOB

This Prospectus is for: an offer of up to 40,000,000 new Shares at an issue price of $0.20 each to raise up to $8,000,000 with a minimum subscription of 33,000,000 Shares to raise $6,600,000 (Offer); and satisfying the admission requirements to ASX.

LEAD MANAGER

AGC CAPITAL SECURITIES

LEGAL ADVISER

MILLS OAKLEY

JOBSTORE GROUP LTD. / ABN 46 619 209 791

IMPORTANT: This is an important document and should be read in its entirety. An investment in Jobstore Group Ltd. should be considered speculative.
IMPORTANT NOTICE

This Prospectus is dated 11th September 2018 and was lodged with ASIC on that date. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Company will apply to the ASX within seven days of the Prospectus Date for admission of the Company to the Official List and for quotation of its Shares on the ASX.

The ASX takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liabilities whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Prospectus. ASIC takes no responsibility for the contents of this Prospectus.

The distribution of this Prospectus in jurisdictions outside 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. Failure to comply with these restrictions may violate securities laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer. No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Exposure Period

This Prospectus is subject to an exposure period of seven days from the date of lodgement with ASIC. This period may be extended by ASIC for a further period of up to seven days. The purpose of this exposure period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be deficient, any applications received during the exposure period will be dealt with in accordance with section 724 of the Corporations Act. Applications received prior to the expiration of the exposure period will not be processed until after the exposure period. No preference will be conferred on applications received in the exposure period and all applications received during the exposure period will be treated as if they were simultaneously received on the Opening Date.

Not Investment Advice

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 (including financial and tax issues) of any prospective investor.

Disclaimer

Except as required by law, and only to the extent so required, no person named in this Prospectus, nor any other person, guarantees the performance of Jobstore, the repayment of capital by Jobstore, or the payment of a return on the Shares.

No person is authorised to give any information or make any representation in connection with the Offer which is not included in this Prospectus. Any information or representation not included in this Prospectus may not be relied on as having been authorised by Jobstore, its Directors, or any other person involved in the preparation of the Prospectus or the making of the Offer. In making any investment decision you should rely only on information in this Prospectus.

Web Site – Electronic Prospectus

A copy of this Prospectus is available and can be downloaded from the website of the Company at www.jobstoregroup.com.au. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company prior to the Closing Time. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

No Cooling Off Rights

Cooling off rights do not apply to an investment in Shares offered under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application.

Suitability of Investment and Risks

Before deciding to invest in the Company, prospective investors should read this Prospectus in its entirety and, in particular, the summary of the Company’s products and services in Section 3 and the risk factors in Section 5. You should carefully consider these factors in the light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional advisor before deciding to invest. Any investment in the Shares of the Company should be regarded as speculative.

Statements of Past Performance

This Prospectus includes information regarding the past performance of Jobstore. Prospective investors should be aware that past performance should not be relied upon as being indicative of future performance.
Selling Restrictions in Foreign Jurisdictions

No action has been taken to register or qualify the Shares the subject of this Prospectus, or the Offer, or otherwise to permit the public offering of the Shares, in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus outside of Australia should observe any such restrictions. See below for foreign selling restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. In particular this Prospectus may not be distributed in the United States. The Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (US Securities Act) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States unless the Shares are registered under the US Securities Act or are offered and sold in transactions exempt from, or not subject to the registration requirements of the US Securities Act and any other applicable US securities laws.

The taxation treatment of the Shares may not be the same as those for securities in jurisdictions outside Australia. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of your accountant, financial advisor, stockbroker, lawyer or other professional advisor.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore.

Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA. This document has been given to you on the basis that you are (i) an existing holder of the Company’s shares, (ii) an “institutional investor” (as defined in the SFA) or (iii) a “relevant person” (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Malaysia

The offering made under this Offer does not constitute, and should not be construed as to constituting an offer or invitation to subscribe for or purchase any securities in Malaysia. The Company, by the dispatch of this Prospectus, has not made available any securities for subscription or purchase in Malaysia. This Prospectus will not be distributed in Malaysia. This Prospectus does not constitute, and should not be construed as offering or making available any securities for purchase in Malaysia.

By submitting an Application Form, the applicant represents and warrants that if they (or any person for whom they are applying for shares) are in Malaysia, they (and any such person) acknowledge that:

- they have not received the Prospectus in Malaysia;
- the Prospectus has not been distributed or made available in Malaysia;
- the Shares have not been, and should not be construed as having been, offered or made available for purchase in Malaysia;
- the Company has not made available, offered for subscription or purchase of Shares in Malaysia; and
- they have not received nor executed the offer and acceptance documents in Malaysia.

Time

Unless otherwise stated or implied, all references to times in this Prospectus are to the time in Perth, Australia. Unless otherwise stated or implied, references to dates or years are calendar year references.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Incorporation by reference

In accordance with section 712 of the Corporations Act, this Prospectus includes the Legal Opinion lodged by the Company with ASIC on 11 September 2018, a copy of which will be provided to you free of charge if you contact the Company Secretary on +61 8 9486 4036 between 8:30 am and 5:30 pm Perth, Australia time, Monday to Friday (business days only) during the Offer Period.

Privacy

By filling out the Application Form to apply for Shares, you are providing personal information to Jobstore and the Share Registry, which is contracted by the Company to manage Applications. Jobstore, and the Share Registry on Jobstore’s behalf, may collect, hold, use and disclose that personal information for the purpose of processing your Application, servicing your needs as a Shareholder, providing facilities and services that you need or request and carry out appropriate administration. If you do not provide the information requested in the Application Form, Jobstore and the Share Registry may not be able to process or accept your Application.
Once you become a Shareholder, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the Shares you hold) to be included in the Shares register. In accordance with the requirements of the Corporations Act, information on the Share register will be accessible by members of the public. The information must continue to be included in the Share register if you cease to be a Shareholder.

Your personal information may also be used from time to time to inform you about other products and services offered by Jobstore which it considers may be of interest to you. Your personal information may also be provided to Jobstore’s agents and service providers on the basis that they deal with such information in accordance with Jobstore’s privacy policy. The agents and service providers of Jobstore may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. 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 ongoing administration of the Share register;
- brokers for the purpose of providing their services;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisors for the purpose of administering, and advising on, the Shares and for associated actions.

Information contained in Jobstore’s Share register is also used to facilitate corporate communications (including Jobstore’s financial results, annual reports and other information that Jobstore may wish to communicate to its Shareholders) and compliance by Jobstore with legal and regulatory requirements. An Applicant has a right to access, correct and update his or her personal information that Jobstore and the Share Registry hold about that person, subject to certain exemptions under law. A reasonable fee may be charged for access. Access requests must be made in writing or by telephone call to Jobstore’s registered office or the Share Registry’s office, details of which are disclosed in the corporate directory on page 9 of this Prospectus. The Company will aim to ensure that the personal information it retains about you is accurate, complete and up to date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change.

Applicants can obtain a copy of Jobstore’s privacy policy by visiting Jobstore’s website https://www.jobstoregroup.com.au/privacy. By submitting an Application, you agree that Jobstore and the Share Registry may communicate with you in electronic form or to contact you by telephone in relation to the Offer.

### Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person endorses the Prospectus or its contents or the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

### Currency

References to currency are to Australian dollars unless otherwise stated. The functional currency of the operating entities in the Group is Malaysian Ringgit or RM. The historical financial information included in this Prospectus for the financial periods ended 30 June 2016, 2017 and six months to 31 December 2017 have been prepared and presented in Australian dollars using the following average and year end rates:

**Average rate during the period (RM1=A$):**

<table>
<thead>
<tr>
<th></th>
<th>FY16</th>
<th>FY17</th>
<th>FY18</th>
</tr>
</thead>
<tbody>
<tr>
<td>A$</td>
<td>0.3368</td>
<td>0.3097</td>
<td>0.3165</td>
</tr>
</tbody>
</table>

**Year end rates during the period (RM1=A$):**

<table>
<thead>
<tr>
<th></th>
<th>30 June 2016</th>
<th>30 June 2017</th>
<th>30 Jun 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>A$</td>
<td>0.3331</td>
<td>0.3030</td>
<td>0.3351</td>
</tr>
</tbody>
</table>

Unless expressly stated otherwise, amounts apart from the historical financial information have been converted based on the closing rate with the Reserve Bank of Australia as at 29 June 2018:

<table>
<thead>
<tr>
<th></th>
<th>AUD</th>
<th>RM</th>
<th>USD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2.9837</td>
<td>0.7391</td>
<td>0.7391</td>
</tr>
</tbody>
</table>

### Questions

If you have any questions about this Prospectus or how to apply for Shares, you should seek advice from your accountant, financial advisor, stockbroker, lawyer or other professional advisor. Instructions on how to apply for Shares are set out in Section 9.9 and on the Company’s website at www.jobstoregroup.com.au. Alternatively, please contact the Company Secretary on +61 8 9486 4036 between 8:30 am and 5:30 pm Perth, Australia time, Monday to Friday (business days only) during the Offer Period.
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</tbody>
</table>
**Corporate Directory**

**INVESTOR QUERIES**

**DAN SMITH**  
Company Secretary / +61 8 9486 4036  
Between 8.30 am and 5.30 pm Perth, Australia time Monday to Friday (business days only) during the Offer Period

<table>
<thead>
<tr>
<th>DIRECTORS</th>
<th>Independent Non Executive Chairman</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alan Beasely</td>
<td></td>
</tr>
<tr>
<td>Anping (Anson) Wang</td>
<td>Managing Director</td>
</tr>
<tr>
<td>Yi Chin (Annie) Wang</td>
<td>Executive Director</td>
</tr>
<tr>
<td>Shirley Liew</td>
<td>Independent Non Executive Director</td>
</tr>
</tbody>
</table>

| REGISTERED AND BUSINESS OFFICE | JOBSTORE GROUP LTD.  
Unit 5, Ground Floor, 1 Centro Avenue, Subiaco WA 6008  
Tel: +61 8 9486 4036  
Fax: +61 8 9486 4799

| COMPLIANCE MANAGER | Minerva Corporate  
Unit 5, Ground Floor, 1 Centro Ave, Subiaco WA 6008

| CORPORATE ADVISER | Ingenious Haus Group Limited  
B-7-18, Level 7, Oasis Square Ara Damansara  
Petaling Jaya, 47301 Selangor, Malaysia

| LEAD MANAGER | AGC Capital Securities Pty Ltd  
Suite 23.05, Level 23 One International Towers Sydney  
100 Barangaroo Avenue, Sydney NSW 2000, Australia

| COMPANY SECRETARY | Daniel Smith

| AUDITOR | BDO Audit (WA) Pty Ltd  
38 Station Street, Subiaco WA 6008

| SHARE REGISTRY | Link Market Services Limited  
QV1 Building, Level 12, 250 St Georges Terrace  
Perth WA 6000  
Tel: 1300 554 474

| INVESTIGATING ACCOUNTANT | BDO Corporate Finance (WA) Pty Ltd  
38 Station Street  
Subiaco WA 6008

| AUSTRALIAN LEGAL ADVISOR | Mills Oakley  
Level 12, 400 George Street Sydney NSW 2000

| MALAYSIAN LEGAL ADVISER | Tay & Partners  
6th Floor, Plaza See Hoy Chan, Jalan Raja Chulan, 50200  
Kuala Lumpur, Malaysia

| SINGAPORE LEGAL ADVISOR | Bird & Bird ATMD LLP  
2 Shenton Way, #18-01, SGX Centre 1  
Singapore 068804

| OFFER WEBSITE | Http://www.jobstoregroup.com.au

| COMPANY WEBSITE | Http://www.jobstoregroup.com.au
### Key Offer Information

**What we are offering**

**Key Offer Statistics:**

<table>
<thead>
<tr>
<th>Offer Price per Share</th>
<th>$0.20</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Minimum Subscription</th>
<th>Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount to be raised under this offer (before offer costs)</td>
<td>$6,600,000</td>
<td>$8,000,000</td>
</tr>
<tr>
<td>Shares on issue at the Prospectus Date</td>
<td>1</td>
<td>1</td>
</tr>
<tr>
<td>Shares issued after the Prospectus Date, but before completion of the Offer</td>
<td>130,615,833</td>
<td>130,615,833</td>
</tr>
<tr>
<td>Total number of shares offered under this prospectus</td>
<td>33,000,000</td>
<td>40,000,000</td>
</tr>
<tr>
<td>Total Number of Shares on issue following this offer</td>
<td>163,615,834</td>
<td>170,615,834</td>
</tr>
<tr>
<td>Implied market capitalisation at the Offer Price</td>
<td>$32,723,166</td>
<td>$34,123,166</td>
</tr>
<tr>
<td>Performance Shares</td>
<td>75,000,000</td>
<td>75,000,000</td>
</tr>
</tbody>
</table>

1. See Section 9.6 for more information on the issue of Shares pre-Listing.
2. A summary of the key terms of the Performance Shares is included in Section 10.3.

### Important dates

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TUESDAY 18 September 2018</strong></td>
<td>Opening date of the Offer</td>
</tr>
<tr>
<td><strong>TUESDAY 13 November 2018</strong></td>
<td>Closing time of the Offer 3.00pm</td>
</tr>
<tr>
<td><strong>TUESDAY 20 November 2018</strong></td>
<td>Issue of Shares</td>
</tr>
<tr>
<td><strong>Friday 30 November 2018</strong></td>
<td>Expected dispatch of holding statements</td>
</tr>
<tr>
<td><strong>Wednesday 5 December 2018</strong></td>
<td>Shares begin ASX trading</td>
</tr>
</tbody>
</table>

The above dates are indicative only and may change. The Company reserves the right to vary the dates and times of the Offer, including to extend the Offer, close the Offer or to accept late Applications, without notifying any recipient of this Prospectus or any Applicants. Prospective investors are encouraged to submit their Applications as soon as possible after the Offer opens.
CHAIRMAN’S LETTER

Dear Investor

On behalf of the Directors of Jobstore Group Ltd. (Company or Jobstore), I am pleased to present this Prospectus to you.

The Company is seeking to raise up to $8,000,000 through the issue of up to 40,000,000 Shares at an offer price of $0.20 each under this Prospectus. You may apply for Shares using the Application Form accompanying this Prospectus.

The Company has entered into conditional share sale agreements to acquire all of the issued capital of Jobstore Group Berhad (Jobstore Malaysia), a company incorporated in Malaysia.

Incorporated in 2015, Jobstore currently operates an A.I. powered online recruitment platform (Recruitment Platform) that assists users by sourcing and managing interested, qualified and available candidates for companies of all sizes. Jobstore Group provides various human resource services to its corporate customers primarily via the Talent Sourcing Platform feature of the Recruitment Platform, an online job advertising service allowing employers to attract the maximum potential number of qualified candidates by posting jobs to up to 50 job sites. Jobstore Group also provides an automated way for companies to manage the entire recruiting process, from receiving applications to hiring employees via the Application Tracking System feature of the Recruitment Platform.

The Group aims to be one of the top human capital management service providers in Malaysia, Australia, and Singapore via our A.I. powered human capital management platform (HCM Platform). To expand our reach to different markets, we will focus on continued research and development of the Recruitment Platform and HCM Platform to meet customer needs and new products and services to diversify our revenue base. We will also explore the possibility of acquisitions and joint ventures in overseas markets to accelerate our growth. The Offer is being conducted to allow the Group to expand current operations in Australia, access capital markets, provide a more visible and prominent profile for the Group, and provide a liquid market for the Group’s securities.

We believe the online recruitment advertising and human capital management industries are in a very challenging, but promising period of transition - one that presents us with significant opportunity. Through our dedication and commitment to grow our business, we have sought to serve our customers in recruitment and human capital management by anticipating change, understanding it and, most of all, driving it. As we have done since our founding, we are working to transform change to opportunity, to serve our customers and to build value for our Shareholders.

The funds raised from this Offer will be used primarily to continue our product development, increase usage of the Group’s services amongst our existing customer base, and to accelerate our market penetration in Australia and other countries within the Asia Pacific region.

While the Directors believe the Group has significant growth potential, there are risks associated with investing in the Company. This Prospectus contains detailed information about the Offer, the industries in which Jobstore Group operates and the Group’s financial and operating performance. An investment in the Company is considered as speculative and subject to risks, including but not limited to downturn in the employment market, competition, structural changes in the recruitment market, platform disruption and impairment, failure to scale up or commercialise, and growth management. The risks are fully contained in Section 5. Potential investors are urged to read this Prospectus carefully and in full, and to seek their own professional advice to make an informed decision.

On behalf of the Directors, I invite you to consider this opportunity to invest in the Company and look forward to welcoming you as a Shareholder of Jobstore.

Yours faithfully

Alan Beasley
Chairman
1.0 INVESTMENT OVERVIEW
1.1 Introduction

This information is a selective overview only and is not intended to provide full information for investors intending on applying for Shares offered under this Prospectus. Prospective investors should read the Prospectus in full before deciding whether or not to invest in Shares.

Who is issuing this Prospectus?
Jobstore Group Ltd. (ACN 619 209 791), a company incorporated in Australia (Company or Jobstore).

Who are the Company’s subsidiaries?
Jobstore was incorporated on 19 May 2017 and has entered into conditional share sale agreements to acquire all of the issued capital of Jobstore Group Berhad (Jobstore Malaysia). Jobstore Malaysia holds a 49% interest in Agensi Pekerjaan Talencloud Consultancy Sdn. Bhd. (TalenCloud Consultancy).

Jobstore holds a 100% interest in Jobstore Australia Pty Ltd (Jobstore Australia) and Jobstore Singapore Pte Ltd (Jobstore Singapore).

What is the Offer?
This Prospectus is issued in conjunction with a public offer for the issue of up to 40,000,000 Shares at an issue price of $0.20 per Share to raise up to $8 million (before costs) and an application by the Company for the listing of its shares on ASX.

What are the terms and conditions of the Offer?
The terms and conditions of the Offer are set out in Section 9.3.

IMPORTANT NOTICES

This information is a selective overview only and is not intended to provide full information for investors intending on applying for Shares offered under this Prospectus. Prospective investors should read the Prospectus in full before deciding whether or not to invest in Shares.
1.2 Our Business Model

What are the Company’s key products and services?

Jobstore Group currently offers three key products through its Recruitment Platform:

1. **Talent Sourcing Platform**

The key features are the:

- online job distribution platform;
- advertising tracking system;
- talent database search; and
- A.I. powered talent recommendation system.

2. **Application Tracking System**

The key features are:

- all of the features of the Talent Sourcing Platform;
- requisition planning;
- interview scheduling;
- real-time recruiting analytics;
- employee on-boarding; and
- assessment & background checking.

3. **Human Capital Management Platform**

The Group’s third key product is the HCM Platform. The commercialised modules of the HCM Platform are:

- Recruiting (all features of the Application Tracking System);
- Payroll & Compensation;
- Resource Planning
- Workforce Analytics & Reporting

The modules under development are:

- Performance & Goals
- Succession & Development
- Learning & Development
- Collaboration & Communication

How does the Group generate revenue?

Jobstore Group generates revenue through the offering of the Recruitment Platform, HCM Platform and associated services via a subscription and pay-per-use fee models.

Sections 3.4
What material contracts has Jobstore Group entered into?

Jobstore has entered the following material contracts:

- Share sale agreements with all the holders of ordinary shares in Jobstore Malaysia and all the holders of RCPS (collectively, the **Jobstore Malaysia Vendors**) whereby Jobstore will purchase all ordinary shares in the capital of Jobstore Malaysia and all ordinary shares in the capital of Jobstore Malaysia issued on the exercise of the conversion rights for the RCPS (**Share Sale Agreements**), with completion conditional upon (amongst other things) Jobstore receiving conditional approval from ASX to Jobstore’s application for admission to, and quotation of its Shares on, the Official List.

- The TalenCloud Investment Services Agreement and Shareholders’ Agreement.

- Subscription letter agreements between Jobstore and persons who have subscribed for Shares for nominal consideration to be issued to them subject to Jobstore receiving conditional approval from ASX to Jobstore’s application for admission to, and quotation of its Shares on, the Official List (**Subscription Letter Agreements**).

- Lead Manager Mandate – AGC Capital Securities Pty Ltd.

- Corporate Advisory Mandate – Ingenious Haus Group Limited.

- Funding agreement with Cradle Fund Sdn Bhd.

In addition, the Company has entered into contracts with its Directors. See Section 6.3 for more information.
What is Jobstore’s growth strategy?

1. Greater usage from existing customers

Jobstore Group aims to increase usage of its services amongst the Group’s existing customer base and undertake cross-selling and upselling of additional services to customers who are yet to subscribe to all of the Group’s products.

2. Increasing market penetration in Australia and other countries in the region

Jobstore Group plans to accelerate its market penetration in Australia and other countries in the Asia Pacific region by increasing investment into sales and marketing to drive lead generation and new customer wins. Additionally, Jobstore Group aims to further develop and establish partnerships with industry bodies to promote the Group’s brand and reputation which the Group anticipates will encourage customer referrals.

3. Expand product offering

Jobstore Group adopts a continuous improvement approach to its product offering by continuously investing in research and development to enhance the functionality of its existing product offering and to expand its existing product offering with additional services.

The product development process is driven by collating feedback and product enhancement suggestions from a wide range of sources including Jobstore Group’s customers and employees.

4. Acquisitions

Jobstore Group believes that there is an opportunity to gain additional market share through targeted acquisitions of other HR service companies across Australia and the Asia Pacific region.
1.4 Key Risks

There are a number of risks associated with investing in the shares generally and in the Company specifically. The following is a summary of the key risks that may affect the financial position of Jobstore Group, the value of an investment in the Company, as well as the Group’s operations. Full details of these risks and other material risks are set out in Section 5 of this Prospectus.

Please consider the risks described below and the information contained in other Sections this Prospectus. You should also consider consulting with your professional advisors before deciding whether or not to apply for the Shares.

### Key risks specific to Jobstore Group

<table>
<thead>
<tr>
<th>Risk</th>
<th>Description</th>
<th>Sections</th>
</tr>
</thead>
<tbody>
<tr>
<td>Downturn in the employment market</td>
<td>There is a risk that demand of the online job posting service slows down and/or behaviours with respect to human resources related technology or software would change or evolve such that demand for the Group’s products is reduced. The loss of customers would have an adverse impact on the revenue and financial position of the Group.</td>
<td>5.1.1</td>
</tr>
<tr>
<td>Structural changes in the recruitment market</td>
<td>The performance of the Group may be influenced by structural changes in the market. If job seekers will in the future to utilise the services of recruitment consultations less than the extent to which they are presently utilised, the Group’s revenues would be adversely impacted.</td>
<td>5.1.2</td>
</tr>
<tr>
<td>Competition risk</td>
<td>Jobstore Group operates in competitive industries, which are subject to significant increasing competition from companies in the Asia Pacific region, through a combination of established organisations and new entrants to the market. Jobstore cannot predict the timing and scale of its competitors’ actions or whether new competitors will emerge in the online recruitment advertising and human capital management markets.</td>
<td>5.1.4</td>
</tr>
<tr>
<td>Platform disruption and impairment</td>
<td>Any fault, corruption, interruption, or impairment to this infrastructure (including by viruses or hackers) could potentially lead to a loss of customers, legal claims by customers, and an inability to attract new customers, any of which could adversely impact the Group’s operating and financial performance.</td>
<td>5.1.16</td>
</tr>
<tr>
<td>Failure To scale up or commercialise</td>
<td>There is a risk that the Group’s current and future products launched and developed to the market may be unprofitable because they are not supported by sufficient market interest in a particular region (due to localised competition, cultural or other factors) and purchases, not adequately marketed and fail to sell.</td>
<td>5.1.6</td>
</tr>
<tr>
<td><strong>Growth management</strong></td>
<td>There is a risk that the Group may not be able to manage its expansions geographically and may have a lack of capable staff. This may have an adverse effect on the Group's financial performances.</td>
<td><strong>Sections 5.1.7</strong></td>
</tr>
<tr>
<td>-----------------------</td>
<td>-------------------------------------------------------------------------------------------------</td>
<td>------------------</td>
</tr>
<tr>
<td><strong>Limited operating history</strong></td>
<td>Jobstore Group has a limited operating history. Like many early stage technology companies, the Group has incurred losses since its inception and it is difficult to make an evaluation of the Group's business or its prospects. Historical financial information relating to the Group and the losses it has experienced to date are described in Section 7.</td>
<td><strong>Sections 5.1.10</strong></td>
</tr>
<tr>
<td><strong>Brand establishment and reputation</strong></td>
<td>The Group’s intellectual property and brand are key assets of its business. If the Group fails to successfully establish and maintain its brand, its business and operating results could be adversely affected.</td>
<td><strong>Sections 5.1.11</strong></td>
</tr>
<tr>
<td><strong>Data breach and privacy</strong></td>
<td>The Group maintains an extensive and highly confidential database of users and customers’ information and data. The provision of secure and reliable information storage and processing services is integral to the business and operations of the Company in the media and communications industry. There is no guarantee that the implementation of such precautions will be sufficient to prevent data security breaches and information being compromised or misused.</td>
<td><strong>Sections 5.1.18</strong></td>
</tr>
</tbody>
</table>
## Key risks specific to an investment in the Company

### Concentration of ownership
The concentration of ownership may discourage, delay, or prevent a change in control of the Company, which would deprive Shareholders an opportunity to receive a premium for their Shares as part of a sale of the Company.  

### Location of Directors, management, assets and operations
Both of Jobstore’s executive Directors, the Group’s management team, and its main assets are located in Malaysia. As a result, the Company has a reduced level of control over those assets and is dependent on its executive Directors to report to and take direction from the Company. It will be more difficult for Shareholders to pursue claims against the Company and / or the Directors and management than if Jobstore Group was a group wholly incorporated and operating in Australia.

### General risks

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

#### Changes in legislation and government regulation
The introduction of new legislation or amendments to existing legislation and regulations by governments, and decisions by courts and tribunals, can impact adversely on the operations and financial performance of the Group.

#### Unforeseen risks
There may be other risks which Directors or management of the Company are unaware of at the time of issuing this Prospectus which may impact on the Company, the Group’s operations and / or the valuation and performance of Shares.

#### Combination of risks
The Company may be subject to combination of risks, including any risks outlined in Section 5, which could affect the performance evaluation, financial performance and prospects of the Company.
### 1.5 Directors and key management

Jobstore’s Board collectively have significant depth of executive and non-executive board experience in the technology and human resources industries and early stage companies, combined with capital market, financial and commercial expertise.

<table>
<thead>
<tr>
<th>Who are the Directors of the Company?</th>
<th>Alan Beasley</th>
<th>Independent Non Exec. Chairman</th>
<th>Section 6.1</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Anping (Anson) Wang</td>
<td>Managing Director</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Yi Chin (Annie) Wang</td>
<td>Executive Director</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Shirley Liew</td>
<td>Independent Non Exec. Director</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Who are the management and consultants of the Company?</th>
<th>Harvey Wong</th>
<th>Co-Founder &amp; Head of Engineering (Employed by Jobstore Malaysia)</th>
<th>Section 6.5</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Bee Choo (Julia) Tan</td>
<td>Chief Financial Officer (Employed by Jobstore Malaysia)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Daniel Smith</td>
<td>Company Secretary (Employed by Minerva Corporate)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Kah Wai (Susan) Lim</td>
<td>Head of Product (Employed by Jobstore Malaysia)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Noor Azillah Sabar</td>
<td>Chief People Officer (Employed by Jobstore Malaysia)</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>What contracts has the Company entered into with Directors and management?</th>
<th>1. Share Sale Agreements to acquire all the issued capital of Jobstore Malaysia – the vendors of ordinary shares in Jobstore Malaysia include, but are not limited to:</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• Yong Wen Tsae who is a related party of Jobstore because she is the spouse of Anping (Anson) Wang (a Director of Jobstore); and</td>
</tr>
<tr>
<td></td>
<td>• Anping (Anson) Wang who is a Director and related party of Jobstore.</td>
</tr>
<tr>
<td></td>
<td>4. Non-executive letters of appointment with Alan Beasley and Shirley Liew.</td>
</tr>
<tr>
<td></td>
<td>A summary of the key terms of these contracts is included in Section 6.3 of this Prospectus.</td>
</tr>
</tbody>
</table>
1.6 Financial Position

What is the financial position of the Group?

This Prospectus contains financial information about the Group which is set out in the Limited Assurance Report and includes a historical profit and loss statement, cash flow statement and balance sheet and a pro forma balance sheet.

Historical profit and loss (Jobstore Group)

<table>
<thead>
<tr>
<th></th>
<th>FY18 (audited)</th>
<th>FY17 (audited)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>$2,112,337</td>
<td>$633,249</td>
</tr>
<tr>
<td>EBITDA</td>
<td>$(1,073,684)</td>
<td>$(937,216)</td>
</tr>
<tr>
<td>NPAT</td>
<td>$(868,887)</td>
<td>$(737,541)</td>
</tr>
</tbody>
</table>

Historical and pro forma balance sheet as at 30 June 2018 (Jobstore Group)

<table>
<thead>
<tr>
<th></th>
<th>30/06/2018 (audited) ($)</th>
<th>Minimum Subscription $6,600,000</th>
<th>Maximum Subscription $8,000,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total assets</td>
<td>$1,073,684</td>
<td>$6,961,302</td>
<td>$8,289,832</td>
</tr>
<tr>
<td>Total liabilities</td>
<td>$3,391,825</td>
<td>$2,488,880</td>
<td>$2,488,880</td>
</tr>
<tr>
<td>Net assets</td>
<td>$(2,318,141)</td>
<td>$4,472,422</td>
<td>$5,800,952</td>
</tr>
</tbody>
</table>

The financial information presented above is intended as a summary only and should be read in conjunction with the more detailed discussion of the pro forma historical financial information in Section 7 and the risk factors set out in Section 5.
How will the proceeds of the Offer be used?

Jobstore intends to use its current funds and the funds raised from the Offer (based on maximum subscription of $8m) broadly as follows:

<table>
<thead>
<tr>
<th>USE OF FUNDS:</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Regional Expansion (Australia &amp; Singapore)</td>
<td>$1,800,000</td>
</tr>
<tr>
<td>Growing Malaysia Operations</td>
<td>$1,500,000</td>
</tr>
<tr>
<td>R&amp;D, Product Development &amp; IP</td>
<td>$1,500,000</td>
</tr>
<tr>
<td>Cash Reserves &amp; General Working Capital</td>
<td>$2,196,000</td>
</tr>
<tr>
<td>Cost of the Offer</td>
<td>$1,106,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$8,102,200</strong></td>
</tr>
</tbody>
</table>

1. Including $102,200 existing cash held by the Group at 30 June 2018.

This is a statement of the Company’s intentions as at the Prospectus Date. In the event of the Maximum Subscription not being raised the allocation of funds raised will be made on a pro rata basis.

Will the Company pay dividends?

The Company’s focus will be generating capital growth. The Company has no immediate plans to declare or distribute dividends. Payment of future dividends will depend on matters such as the profitability and financial performance of the Group.

Section 3.6

Section 7.10
## 1.6 Details of the Offer

### Why is the purpose of the Offer?

The purpose of the Offer is to:

- expand current operations in Australia – the strong optimism and growth in the Australian recruitment industry is an opportunity for the Group to expand its presence into the Australian market;
- allow Jobstore Group to access capital markets to improve capital management and to facilitate operational expansion;
- provide a more visible and prominent profile to better construct new products, promote, market and further commercialise the Group’s existing and new products and services for the benefit of all stakeholders; and
- provide a liquid market for interested parties to invest in the Company and share in its growth.

Specifically, the Company intends to apply funds raised from the Offer, together with existing cash reserves of the Group, in the manner set out in Section 3.6.

### What is being offered?

The Offer of up to 40,000,000 Shares at an offer price of $0.20 per Share to raise up to $8,000,000.

### What is the minimum subscription?

The minimum subscription under the Offer is $6,600,000 by the issue of 33,000,000 Shares. The Company will not issue any Shares pursuant to this Prospectus until the Minimum Subscription condition is satisfied and a conditional approval letter for admission to the Official List has been received from the ASX.

Should the Minimum Subscription not be raised within four months after the Prospectus Date, the Company will not issue the Shares and will repay all Application Monies to Applicants without interest.

### How do I apply for Shares?

Applications for Shares under the Offer can be made by completing the Application Form accompanying this Prospectus in accordance with its instructions.

### Is the Offer underwritten?

The Offer is not underwritten.
What will be the Company's capital structure following completion of the Offer?

<table>
<thead>
<tr>
<th></th>
<th>Minimum Raising $6.6 million</th>
<th>Maximum Raising $8 million</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>%</td>
<td>Number</td>
</tr>
<tr>
<td>Current</td>
<td>1</td>
<td>1</td>
</tr>
<tr>
<td>Jobstore Vendors</td>
<td>108,630,000</td>
<td>108,630,000</td>
</tr>
<tr>
<td></td>
<td>66.39</td>
<td>63.67</td>
</tr>
<tr>
<td>TalenCloud</td>
<td>2,000,000</td>
<td>2,000,000</td>
</tr>
<tr>
<td></td>
<td>1.22</td>
<td>1.17</td>
</tr>
<tr>
<td>RCPS holders</td>
<td>5,425,833</td>
<td>5,425,833</td>
</tr>
<tr>
<td></td>
<td>3.32</td>
<td>3.18</td>
</tr>
<tr>
<td>Harvey Wong</td>
<td>6,250,000</td>
<td>6,250,000</td>
</tr>
<tr>
<td></td>
<td>3.82</td>
<td>3.66</td>
</tr>
<tr>
<td>Employees</td>
<td>1,310,000</td>
<td>1,310,000</td>
</tr>
<tr>
<td></td>
<td>0.8</td>
<td>0.77</td>
</tr>
<tr>
<td>Non-Executive Directors</td>
<td>500,000</td>
<td>500,000</td>
</tr>
<tr>
<td></td>
<td>0.31</td>
<td>0.29</td>
</tr>
<tr>
<td>Advisors</td>
<td>6,500,000</td>
<td>6,500,000</td>
</tr>
<tr>
<td></td>
<td>3.97</td>
<td>3.81</td>
</tr>
<tr>
<td>IPO Raising</td>
<td>33,000,000</td>
<td>40,000,000</td>
</tr>
<tr>
<td></td>
<td>20.17</td>
<td>23.44</td>
</tr>
<tr>
<td>Total Shares</td>
<td>163,615,834</td>
<td>170,615,834</td>
</tr>
<tr>
<td></td>
<td>100</td>
<td>100</td>
</tr>
</tbody>
</table>

What are the terms of the Shares offered under the Offer?

A summary of the material rights and liabilities attaching to the Shares offered under the Prospectus is set out in Section 10.2.

Will the Company's Shares be quoted?

An application will be made to the ASX for quotation of the Shares under the trading symbol "JOB" within seven days after the Prospectus Date.

If the Shares are not admitted to the Official List before the expiry of three months after the Prospectus Date, or such period as varied by ASIC, the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act without interest.

Will any Shares be subject to escrow?

Certain existing Shares may be classified by ASX as restricted securities and may be escrowed for up to 24 months from the date of Listing.

During the period in which Shares are prohibited from being transferred, trading in Shares will be less liquid which may impact on the ability of a Shareholder to dispose of Shares in a timely manner.
<table>
<thead>
<tr>
<th>Question</th>
<th>Answer</th>
<th>Page/Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>What are the key dates of the Offer?</td>
<td>The key dates of the Offer are set out in the Timetable to the Offer on page 11 of this Prospectus.</td>
<td>Page 11</td>
</tr>
<tr>
<td>What is the minimum investment under the Offer?</td>
<td>Applications under the Offer must be for a minimum of $2,000 (equivalent to 10,000 Shares) and in multiples of $200 (equivalent to 1,000 Shares) thereafter.</td>
<td>Section 9.3</td>
</tr>
<tr>
<td>Is there any brokerage, commission or duty payable by Applicants?</td>
<td>No brokerage, commission or duty is payable by Applicants on the acquisition of Shares under the Offer.</td>
<td>Section 9.3</td>
</tr>
<tr>
<td>What are the costs of the Offer?</td>
<td>Assuming the Offer is fully subscribed, the total cost of the Offer (including advisory, legal and accounting costs, ASIC and ASX fees) is estimated to be approximately $1,106,036.</td>
<td>Section 9.16</td>
</tr>
<tr>
<td>What are the tax implications of investing in Shares?</td>
<td>Shareholders may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares issued under the Prospectus. The tax consequences of any investment in securities will depend upon an investor’s particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Shares offered under the Prospectus.</td>
<td>Section 10.11</td>
</tr>
<tr>
<td>How can I obtain further advice?</td>
<td>By speaking to your accountant, stockbroker or other professional advisor. If you require assistance or copies of the Prospectus, please contact the Company Secretary on +61 8 9486 4036.</td>
<td>Section 9</td>
</tr>
</tbody>
</table>
2.0

INDUSTRY OVERVIEW
2.1. Introduction & Background

Jobstore Group currently operates in the online job distribution industry, which forms part of the wider online recruitment industry. Jobstore Group operates an A.I. powered online recruitment platform (Recruitment Platform), offering two different products:

- an A.I. powered talent sourcing platform (Talent Sourcing Platform) that allows employers to, via a single submission, advertise their vacant job positions across more than 50 job sites, social networks and search engines. Where permissible, data from each application is extracted and maintained on a single portal for future use by the customer. The Talent Sourcing Platform serves customers of all sizes.

- an A.I. powered application tracking system (Application Tracking System) which is a SaaS, cloud-based product. The Application Tracking System tracks online job applications, matches applications with an employer’s requirements, and shortlists suitable and qualified candidates.

For further information on the Recruitment Platform, see Sections 3.4.1 and 3.4.2.

In addition, Jobstore Group recently launched an A.I. powered human capital management platform (HCM Platform) which is also a SaaS cloud-based product. The HCM Platform assists customers with human resource management, including recruiting and resource planning, and provides workforce analytics and reporting. The HCM Platform currently consists of three modules: Recruiting, Resource Planning, and Workforce Analytics & Reporting. When fully developed, the HCM Platform will offer eight modules that should, amongst other things, assist employers with managing employee payroll and benefits administration, oversee the performance review process, support employees to grow their skills through internal training and development, and facilitate collaboration among employees through social media tools.

For further information on the HCM Platform, see Section 3.4.3.
2.2. Overview of the online recruitment industry and online job distribution segment

The Group currently operates in the online recruitment industry. According to MarketsandMarkets.com, the global online recruitment advertising market is forecast to grow from US$125.82 billion (approximately $170.23 billion) in 2014 to US$220.38 billion (approximately $298.17 billion) by 2019, at a compound annual growth rate (CAGR) of 11.9%. The majority of the online transaction value is linked to traditional job boards and networking sites (e.g. LinkedIn, SEEK, Jobstreet).

In the last decade, technology (including by delivery of services via the cloud and the introduction of A.I.) has transformed the global online recruitment industry and introduced big data analytics into the recruitment process. Technology advancements have also improved the efficiency of the recruitment process by enhancing user experience and the way in which candidates are assessed, thereby delivering productivity gains. These changes have led employers:

• to adopt more online job recruitment tools; and
• away from legacy recruitment systems and processes.

The strength of the online recruitment industry in a given jurisdiction is directly correlated to the strength of the job market, which turns on, amongst other things, the number of job vacancies, market conditions and employment rates in that same jurisdiction. Logically, when the number of job vacancies increases, the number of job postings associated with those job vacancies also increase as does the need for recruitment and job distribution services. Therefore, trends in the job market in a given jurisdiction are a helpful indicator of where the online recruitment industry in that jurisdiction is heading.

2.2.1 Malaysia

In Malaysia, there is strong demand in the IT, financial, insurance and sales sectors amid a tough economic and business environment. Companies in these sectors are increasing their job recruitment drive. There are projected to be 342,779 job vacancies in Malaysia at the end of September 2018.

Malaysia is a regulated online recruitment market with significant regulatory requirements to be met by private recruitment agencies. Online classified advertising revenue is expected to show a CAGR (over the period from 2018 to 2022) of 7.1%, resulting in a market volume of US$34m (approximately RM137 million or $46 million) by 2022. According to the Malaysian Ministry of Human Resources, in 2016, Malaysia had more than 1,050 private job recruitment agencies.

3. Federal HR Technology – The Legacy Party is Over (https://www.acendre.com/blog/posts/federal-hr-technology-the-legacy-party-is-over/)
2.2.2 Singapore

According to a survey conducted by Manpower Group Singapore, 16% of employers said that they are planning on increasing their staffing levels in 2018. Most of this demand is in the financial and insurance, social and personal services, and professional services sectors. There are projected to be 55,200 job vacancies in Singapore at the end of September 2018.

Like Malaysia, Singapore is a highly regulated online recruitment market which is overseen by the Ministry of Manpower. As at August 2018, the Singapore online recruitment market consists of more than 3,700 job recruitment firms and technology providers, and an estimated 12,720 job recruiters in the country.

2.2.3 Australia

According to the Australian Bureau of Statistics (ABS), in May 2018, employment rose by 12,000 in seasonally adjusted terms, Full-time employment decreased 20,600 to 8,521,400 while part-time employment increased 32,600 to 3,996,900. As at May 2018, employment stood at 12.52 million – the highest level on record to that time.

The Australian market is unregulated with low barriers to entry and less government regulation compared to the Malaysian and Singaporean markets, and consists of 6,900 job recruitment agencies (mainly small to medium sized enterprises, and includes six ASX listed agencies).
2.3. Size of the online recruitment industry

2.3.1 Global figures

The global employment and recruitment industry has recorded 8.6% year-on-year growth and sales revenue of €450 billion in 2015 (approximately $709 billion applying an exchange rate of $1 - €0.63). This figure includes agency work, permanent recruitment, RPO (recruitment process outsourcing) and MSP (managed service provision), as well as career management. An estimated 90% of global revenues come from just ten countries, including China, the United States, the United Kingdom, Germany, France, Japan, Brazil and Australia.

2.3.2 Malaysia

It is estimated that at the end of 2016 the Malaysian online recruitment market generated more than RM150 million (approximately $50.27 million) in annual sales revenue. According to recent reports, Malaysia’s strengthening economy is creating a positive job market outlook for 2018 and the trend of technological transformation will continue.

2.3.3 Singapore

It is expected that the online digital advertising spend in Singapore will exceed US$1.68 billion (approximately $2 billion) in 2017, up from US$1.59 billion (approximately $1.9 billion) in 2015, with the online recruitment market revenue accounting for approximately 15% of this figure being US$300 million (approximately $406 million).

2.3.4 Australia

Australia’s online digital advertising spend exceeded $7.4 billion in 2016, growing steadily from $2.33 billion in 2010. Aside from revenue generated through online advertisements sales, the online recruitment market is estimated to generate in excess of $500 million in annual revenue in 2018. Strong growth within the market has been driven by a range of factors, including declining unemployment rates and associated business confidence, as well as a continued shift from traditional print media to online publications and mobile / cloud delivery.

2.3.5 Jobstore Group’s position within the online job distribution market

While Jobstore Group has only been operating in the Malaysian market since early 2015, management aspires that, within three years it will be one of the top three online recruitment platforms within Malaysia, with between 20% - 25% market share if the Listing is successful. The largest competitor of Jobstore Group in Malaysia is Jobstreet (a subsidiary of SEEK Limited), which has been operating since 1997. Post-Listing, with further investment in sales and marketing strategies, Jobstore Group intends to grow its market share in Malaysia.

As Jobstore Group has only recently entered the market in Singapore and Australia, it is competing with entrenched and recognised competitors. However, it will leverage off its experience and branding within the Malaysian market to grow into these jurisdictions.

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20. Seek.Com Macquarie Australia Conference Presentation, May 2018
2.4. Overview of the HCM software industry

2.4.1 Snapshot of the HCM software industry and its segmentation

Human capital management (HCM) software solutions form a part of the wider range of HR administration software offerings. The leading HCM software vendors have largely crossed over from the enterprise resource planning (ERP) space, leveraging off their established client bases and targeted solutions. 21 HR software solutions allow organisations to manage various processes including payroll, leave and benefits entitlements, staffing attendance and maintenance of employee records. Interest in HCM solutions is growing faster than the take up of traditional HR administration software. 22

HCM systems can facilitate scouting talent; recruiting employment candidates; managing employee payroll and benefits administration; overseeing the performance review process; enabling employees to advance themselves and grow their skills through internal training and job opportunities; and facilitating collaboration among employees through social media tools.

Technologies available to companies to assist them manage their human resources can be categorised as follows:

- **Big data**: Big data helps provide a deep insight and allows HR professionals to make decisions powered by vital information. It gives HR managers a fact-based view of the current workforce and helps them to identify emerging trends. Moreover, analytics helps recruiters assess potential employees and let you make better risk management decisions.

- **Mobile apps**: As the workforce seeks access to applications via mobile devices, companies are looking to adapt their HR systems accordingly. Additionally, the trend of creating applications that streamline basic HR functionality continues to evolve.

• **Social media:** A powerful tool, social media plays an active role in HR today, especially when it comes to recruitment. Employers are using social media channels like Facebook and LinkedIn to recruit staff. HR departments can use social media not only for recruitment, but also for employee engagement.

• **Cloud-based technology:** Be it a web application or a native application, SaaS applications play a key role in every business including HR departments. By centralizing data, workflow and operations can be streamlined across an enterprise. Implementing cloud-based solutions can have a positive impact on various streams of operations ranging from product development to workforce management and business integration.

Organisations, and particularly their HR departments, recognise the importance of leveraging HR administrative software into a wider talent management solution. The advent of HCM solutions has been shown to enhance workforce efficiencies and productivity. Traditionally, HCM requirements have been met by either on-premise solutions or by a mixture of manual paper processes and legacy systems. The shortcomings of trying to meet an organisation’s complex HCM requirements in this manner are obvious: on-premise systems often require significant up-front capital expenses and manual processes are laborious. Additionally, legacy systems lack scalability or interoperability with other systems and HR administration solutions.

The provision of a SaaS cloud-based solution, such as Jobstore’s HCM Platform with its growing range of modules, provides a flexible and scalable alternative to these legacy on-premise systems. Shifting to the cloud and utilising a SaaS model reduces the need for large capital expenses and ensures that organisations have access to current technology and service offerings.

2.4.2 **Malaysian market for HCM software**

According to the recent IDC APEJ Semi-annual Business Analytics Software Tracker 2017 report, the Malaysian big data and analytics software market (which includes the HCM software market), in Malaysia is forecasted to reach RM595 million (approximately $199 million) by 2021. Malaysian spending on business analytics software totalled RM433.7 million approximately ($145 million) in 2017, which is an increase of 10.9% over 2016 spending. Hence, business analytics software revenue is expected to achieve a CAGR of 8.8% over the period from 2016 to 2021.

2.4.3 **Singaporean market for HCM software**

The wider Singaporean software market, including enterprise resource planning, business administration and HR software, had total revenues of US$2 billion in 2017 (approximately $2.7 billion), representing a CAGR of 4.5% between 2013 and 2017. The country continues to move towards greater SaaS and cloud-based product delivery, thereby driving growth in the market for online HCM software.

2.4.4 **Australian market for HCM software**

Australia is seen as a less mature market for the adoption of cloud-based service offerings, and consistently lags behind other developed economies such as those in western Europe and the United States. To illustrate Australia’s lagging adoption rate, according to ABS data, only a third of Australian businesses have subscribed to some form of cloud-based offering. While this could be considered a deterrent to operating within the SaaS, cloud-based HCM solutions sector, Jobstore Group believes it provides a greater platform for growth, as cloud adoption in Australia is expected to experience higher relative CAGR through greater adoption, leading to a rapidly growing total addressable market.

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2.5. Size of the HCM software market

2.5.1. Global figures

According to Shea & Company’s Human Capital Management Software Market Overview, the HCM application market will continue to see impressive growth even as it matures. Figures for 2016 indicate that the global HCM market reached US$16.4 billion (approximately $22.2 billion) in annual licence, maintenance and subscription revenue. Jobstore Group’s HCM Platform and Application Tracking System straddle the service offerings across the talent management and HCM sector.

Jobstore Group believes that performance and learning management functions will be among the fastest growing subsectors for the following reasons:

- Talent management continues to be a priority for HR purchasers. This fast growing segment of HCM applications will continue to attract attention from both investors and users.
- The socialization and datafication of HCM functions will lead to emerging vendors with new exciting tools gaining traction from HR purchasers as add-on products which will catch the eye of leading platform vendors.

2.5.2. Southeast Asia and Asia Pacific region

For the Asia Pacific region as a whole, business and government spending on technology goods and services in local currency terms grew by 3.3% to $726 billion in 2017 and is forecast to grow another 5.7% in 2018. Technology spending in Southeast Asia grew by 5% to $62 billion in 2018. Software, technology outsourcing, and consulting services will grow robustly to support these initiatives.

Spending by enterprises in Malaysia across data centres, software, IT services, internal services, devices and telecom services is projected to be US$15.2 billion (approximately $20.6 billion) in 2018. Singapore enterprise spending on IT products and services is projected to be US$22.1 billion (approximately $) in 2018.

2.5.3. Jobstore Group’s position in the HCM market

Jobstore Group has recently expanded into the rapidly growing HCM market. Jobstore Group currently has nine customers secured in the Malaysian market.

As noted below, Jobstore Group expects a continued adoption towards SaaS-delivered HCM products, offering customers a unified and scalable product that integrates with existing software. The recognised importance and value to an organisation in having an integrated HCM offering is also leading to greater demand from medium to large-sized enterprises that can also benefit from efficiencies in cost and time.

2.6. **Industry drivers**

2.6.1. **Drivers of SaaS-based online job distribution platforms**

The main products and services within the online recruitment industry consist of:

- standard job boards which utilise generic templates and limited features;
- banner advertisements to related industries based on website traffic of job boards;
- premium job advertisements sites (or tiered offerings on traditional job boards); and
- database services – successful online recruitment platforms quickly build up an extensive database of potential candidates.

Driving the growth in these products and services are:

- a continued shift from print to digital advertising;
- growth in A.I. technology, providing better sorting and pre-screening of candidates. Additionally, A.I. helps with:
  - reducing time allocations;
  - improving responsiveness;
  - attracting the right talent (cultural fit in addition to skills and experience);
- penetration of mobile technology, cloud delivery and ease of use; and
- emergence of social sites (e.g. LinkedIn). 37

Jobstore Groups’ Recruitment Platform is well positioned to deliver on the key benefits being sought by new HR technology customers.

2.6.2. **Drivers of SaaS cloud-based HCM software solutions**

Organisations have come to understand the benefits offered by SaaS solutions, and cloud-based operations over legacy on-premise systems. 38 Importantly, a shift to adaptable and integrated HCM solutions offers organisations a competitive advantage by improving employee on boarding, performance management and ongoing development.

The key benefits of SaaS cloud-based HCM software solutions, and drivers of market penetration, include:

- automated online recruitment processes shortlist candidates, send interview invitations, and confirm interview slots
- cost effectiveness in transitioning from on-premise to the cloud
  - reduction of upfront costs (attractive for small to medium-sized enterprises)
  - allows for greater integration between systems
- provision of a unified HR offering that streamlines processes and assists with workforce optimisation; and
- scalability and regularity of updates
  - SaaS delivery allows for an organisation to tailor its requirements with the evolution of the business
  - vendors provide regular updates (or customisation) to adapt to changing conditions and requirements

2.7. **Trends**

New HR technology, which brings together social, mobile, analytics, and cloud technologies, represents a new way to improve the employee and candidate experience. A key objective for businesses and existing HR industry participants is choosing successful technology solutions with optimised end-to-end user experience, combining design thinking and the latest technologies with mobile, social, video and messaging technologies. 39

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37. 10 Recruitment Marketing Trends to Watch in 2018 (https://recruitics.com/blog/recruitment-marketing-trends-2018/)
38. To the Cloud and Beyond: Big Data in the Age of Machine Learning (https://hbr.org/resources/pdfs/comms/google/To.The.Cloud.And.Beyond.pdf)
2.7.1 Trends in the online recruitment industry

As evidenced by the move away from print media to online, on-premise systems and on to cloud-based offerings, the recruitment industry has grown from its traditional (yet still sizeable) offline beginnings, to become a fast-growing online industry. This growth and change in service delivery has been a function of a range of internal and external forces.

According to PageUp 40, the online recruitment market is shifting with:

- employers trending towards an increase in promoting talent from within;
- employers prioritising people analytics, including talent acquisition analytics; and
- job seekers increasing the use of social media and mobile devices in their job search.

2.7.2 Trends in the HCM software industry

Businesses of all sizes are beginning to understand the value in better understanding their current workforce, their recruitment needs and the potential to upskill and manage HR performance. This trend has led to an increase in market penetration of HCM platforms as a replacement to, or in addition to, legacy HR administration systems.

The main trends driving the growth in the HCM market are summarised below.

- Move from automating HR tasks to focussing on team productivity and performance
- HR cloud migration driven by the need improve team management (replacing talent management)
- Move to continuous performance management and away from annual reviews
- Increased focus on continuous feedback and engagement measurement
- Wellbeing is growing in importance
- Use of A.I. in the development of corporate learning
- Rapid innovation in job recruitment
- People analytics is maturing, driving more effective usage and greater customisation
- Increasing use of intelligent A.I.-driven self-service tools
  - Chatbots
  - Career / manager coaching
  - A.I. for employee self-service functions
  - Socialisation and datafication of HCM functions

2.8 Market opportunities for Jobstore

Jobstore Group focuses primarily on medium to large-sized enterprises employing from 100 to 2,000 employees. However, Jobstore Group’s scalable software solutions are also suitable to many organisations employing over 2,000 employees. Currently, the majority of the Company’s customers are in Malaysia, with a smaller, but growing number in Singapore and Australia.

Based on available data, Jobstore Group’s considers its target market to be the organisations included in the following table.

<table>
<thead>
<tr>
<th>ORGANISATIONS BY NUMBER OF EMPLOYEES BY JURISDICTION</th>
<th>Malaysia 41</th>
<th>Singapore 42</th>
<th>Australia 43</th>
</tr>
</thead>
<tbody>
<tr>
<td>Organisation size</td>
<td>Medium (20-199)</td>
<td>Large (200+)</td>
<td>Enterprise (500+)</td>
</tr>
<tr>
<td>Malaysia 41</td>
<td>10,800</td>
<td>17,800</td>
<td>4,300</td>
</tr>
<tr>
<td>Singapore 42</td>
<td>4,000</td>
<td>3,950</td>
<td>500</td>
</tr>
<tr>
<td>Australia 43</td>
<td>81,000</td>
<td>6,000</td>
<td>750</td>
</tr>
</tbody>
</table>

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42. Singapore registered companies: (https://bit.ly/2NFqTPV)
2.9. Competitive environment

2.9.1 Recruitment and online job distribution industries

Firms within the online recruitment industry face competition from internal and external operators. Internal competitors (existing market participants and new entrants) compete by:

- consolidating their product offerings which can give rise to greater scale and efficiencies;
- adaptation and focusing on specialised markets; and
- continuing product development and enhancement.

External competitors include:

- networking sites such as LinkedIn;
- payroll / accounting providers diversifying into online recruitment services; and
- traditional recruitment agencies.

Jobstore Group considers the entities indicated below to be the dominant online job recruitment platforms within the countries that Jobstore Group operates.

<table>
<thead>
<tr>
<th>TOP ONLINE RECRUITMENT PLATFORM BY JURISDICTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Malaysia 44</td>
</tr>
<tr>
<td>Singapore 45</td>
</tr>
<tr>
<td>Australia 46</td>
</tr>
</tbody>
</table>

Jobstore Group believes it has two clear competitive advantages over traditional online recruitment firms, being its ability to distribute job postings to over 50 plus job sites, and its A.I. technology and proprietary algorithm which increases the success of both recruiters and job seekers in identifying the right party to work with.

2.9.2 HCM software industry

Globally, the dominant players in the HCM software industry include Oracle, SAP, Workday and LinkedIn.47

Below are the companies that Jobstore Group considers as its main competitors within each country where it operates.

- Malaysia: Deskera, Orisoft and HR2000
- Singapore: TimesSoft, Talenox and HRMS
- Australia: ELMO, LiveHire, PageUp and FlareHR

Jobstore Group considers that its HCM Platform (once fully developed) will offer a highly competitive product offering with the flexibility to be tailored and scaled depending on client needs. Additionally, given the Group’s expertise in online recruitment and talent sourcing using A.I. technology, there is an opportunity to offer a broader yet complimentary range of services to existing businesses and referred customers.

2.10. Barriers to entry

Jobstore Group believes there are a number of barriers to entry to the markets in Asia Pacific that may limit the ability of new market participants to enter the online job distribution and HCM software industries. The key barriers to entry are summarised below.

44. Job Posting Sites - Malaysia (https://www.betterteam.com/job-posting-sites-malaysia)
2.10.1 Online recruitment industry

There are minimal barriers to entry into the online job distribution industry across the Southeast Asia and Asia Pacific markets generally. Key barriers to entry are set out below. SEEK Limited is dominant in Australia (with an estimated 80% market share) and has grown its position in Malaysia and Singapore with its Jobstreet.com product offering. To compete with SEEK Limited, new entrants will have to present innovative and cost-effective solutions to the market.

(a). Reputation and brand: The prime example of an industry participant with overwhelming reputation and brand superiority is SEEK Limited in the Australian market. Jobstore Group has and continues to invest in its brand awareness and prides itself on a reputation for providing quality service.

(b). Ability to monetise website traffic: Most online recruitment companies’ financial success depend on their ability to monetise website traffic through advertising, as job posting services only form a part of the overall offering. The ability to sell advertising opportunities is driven by scale.

Jobstore Group’s Recruitment Platform, as an online job distribution platform, is able to quickly scale through association and relationships with a range of other online recruitment platforms.

(c). Capital intensity: While skilled IT labour is readily available, companies face initial capital requirements in establishing an online presence and a scalable platform solution. Additionally, incorporating greater functionality, A.I. processes and mobile solutions into online job distribution platforms requires sophisticated networks and IT infrastructure. Jobstore Group’s IT systems and platform development is well established and is overseen by an experienced team of software engineers and developers.

2.10.2 HCM software industry

Jobstore Group believes there are a number of barriers to entry which may limit the ability of new market participants to enter the HCM software industry. The key barriers to entry are summarised below.

(a). Research and development cost: Organisations must invest a significant amount of time and capital into the development (including design and testing) of their product offerings to ensure success. While continual development and ease of deployment are major selling points for SaaS cloud-based solutions, these new software enhancements and features must be regularly updated in response to market trends and client needs, and to comply with regulatory changes. Jobstore Group’s R&D is undertaken in-house and led by an experienced team of IT professionals and software engineers who are able to swiftly act to meet market changes or customer needs.

(b). Regulatory compliance:

(i). Payroll is especially complicated across different jurisdictions which can create complexities in adhering to localised regulatory compliance. Jobstore Group is working closely with advisors to obtain advice on how best to implement each requirement to minimise compliance gaps.

(ii). Local capability to host data can be a challenge. While the Group’s software solutions are normally delivered via the cloud, users (particularly government agencies in Malaysia) may mandate local hosting and / or privacy regulations. For all government and banking clients in Malaysia, Jobstore Group provides access to its product suite via desktop applications so all customer information can be stored locally on the customer’s own computers and servers.

(c). Human capital and knowledge

(i). New markets pose challenges to entrants that do not have a deep understanding of local market forces and trends. Jobstore Group undertakes extensive due diligence on any new markets in which it proposes to establish or expand its operations to include.

(ii). Challenges exist in attracting the right talent (specifically in sales and marketing) to drive market penetration and acceptance. Skilled talent often seeks out established organisations. Jobstore Group has been able to hire and retain experienced talent in online recruitment marketing and sales due to its strong position within the Malaysian recruitment market.

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48. SEEK Limited 2017 Annual Report

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3.0 COMPANY & BUSINESS OVERVIEW
3.1. Introduction

Jobstore Group currently operates an A.I. powered online recruitment platform for sourcing and managing candidates for businesses of all sizes (Recruitment Platform). The Recruitment Platform is comprised of two products: the Talent Sourcing Platform and the Application Tracking System. As at June 2018, the Group’s services were used by over 5,370 organisations across 32 different industries. The Group currently has a customer base spanning across Australia, the United States, Singapore, the United Kingdom, China, Indonesia, Philippines, Vietnam and Malaysia.

The Recruitment Platform helps employers and recruitment agents (Jobstore Group’s primary customers) to be more effective when managing their talent acquisition. The Recruitment Platform streamlines the hiring process by creating a network of advertising channels for employee recruitment, and assists with the management of job advertisements and candidates for customers throughout the recruitment process. To the extent permissible, data collected during the recruitment process and resulting data-driven analytics are made available to the customer for present and future recruitment needs.

Jobstore Group also operates and is further developing an A.I. powered human capital platform (HCM Platform) which assists customers with a range of human resource management requirements. The first three modules of the HCM Platform - recruiting, resource planning, and workforce analytics & reporting – were launched in December 2017. The HCM Platform builds on and incorporates the Application Tracking System.

Jobstore Group’s use of A.I. technology helps customers to be more effective in:

- gathering, sorting and analysing data collected via the Recruitment Platform and the HCM Platform; and
- managing, measuring, planning for, and making decisions about candidates and employees.

Jobstore Group’s products use A.I. technology to assist HR teams better collaborate and engage with candidates throughout the hiring process and employees once hired. By automating manual processes and analysing data inputs, administrative overheads are lowered thereby delivering time and cost savings to customers.

Further details on the Group’s product suite are set out in Section 3.4 below.
3.2 Company History

3.2.1 Overview

The Jobstore Group is made up of a group of entities that operate across Southeast Asia and Australia. Jobstore Malaysia is Jobstore Group’s original operating business and remains its primary operating entity. Jobstore Group has recently expanded its jurisdictional footprint and has established operating entities in Australia and Singapore.

3.2.2 Jobstore Group Ltd.

Jobstore was incorporated on 19 May 2017 for the purpose of acquiring Jobstore Malaysia, undertaking an initial public offer of its shares, and listing on ASX.

Jobstore has entered into conditional share sale agreements to acquire all of the ordinary shares in the capital of Jobstore Malaysia (Share Sale Agreements), including the ordinary shares that will be issued on conversion of the RCPS, before it lists on ASX. The material terms of the Share Sale Agreements are summarised in Section 4.1. Details of the capital structure of Jobstore Malaysia are summarised in Section 10.4.

3.2.3 Jobstore Malaysia

Jobstore Malaysia was incorporated in Malaysia on 12 March 2015. It is Jobstore Group’s primary trading business in Malaysia.

On 28 June 2018, Jobstore Malaysia acquired a 49% interest in TalenCloud Consultancy (TalenCloud Investment). Talencloud Consultancy holds a PE Agency licence (a Malaysian licence that is required to carry on any recruitment activity) and operates Jobstore Malaysia’s Malaysian recruitment business. Material terms of the PE Agency licence and the TalenCloud Investment are summarised in Section 3.3.1(a) and Section 4.2, respectively.

3.2.4 Jobstore Australia and Jobstore Singapore

Jobstore Australia was incorporated on 22 May 2017 and Jobstore Singapore was incorporated on 27 September 2017. These companies are wholly owned subsidiaries of the Company and were incorporated to expand the business operations of Jobstore Group in their respective jurisdictions.

3.2.5 Jobstore Group

On completion of the Share Sale Agreements, Jobstore Group will be structured as follows:

![Diagram of Jobstore Group structure]

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49. Jobstore Malaysia owns 49.0% of the ordinary shares and 100% of the preference shares in TalenCloud Consultancy. TalenCloud Consultancy forms part of the consolidated Jobstore Group for accounting purposes. For further detail see section 10.5.
3.3 Operational History

The accessibility of the Internet to a wide range of people means that there is an increasingly global pool of potential employees available to employers and recruiters. Having a pool of available talent looking for work is no longer as significant an issue as it once was. Rather, the recruitment challenge for employers has become more focused on finding suitable candidates efficiently, and, once hired, making them productive as quickly as possible.

Jobstore Group was formed to solve these problems; initially via the Recruitment Platform (in respect of recruitment) and subsequently via the HCM Platform (in respect of recruitment and human capital management).


On Listing, Jobstore Group will have:

- two offices in Malaysia (one in Kuala Lumpur and one in Penang), one office in Singapore, and one office in Sydney, Australia; and
- approximately 90 full time staff working across its four offices, with over 50 employees in sales and 25 in product development.

A diagrammatic illustration of the history of Jobstore Group is set out below.
Over the past three years, Jobstore Group’s founding business has achieved strong revenue growth.

Note: Shows revenue on a group consolidated basis, including Malaysian, Singaporean and Australian operations.

Jobstore Group serves over 6,024 organisations (as at August 2018) across the Asia Pacific region including:

- Singapore Airlines
- University Of Reading
- AffinBank
- Media Prime Malaysia
- PriceWaterHouseCoopers
- Australian High Commission
- Legoland Resort
- Westin Hotel & Resort Group
- OCBC Bank
- Boardroom Pty Ltd
- Konica Minolta
- Malaysia Airlines
- IDP Education Limited
- Hard Rock
- 7-Eleven
3.3.1 Operations by Country

(a) Malaysian Operations

Jobstore Malaysia

Jobstore Malaysia started by launching what has become the Talent Sourcing Platform. Over time, Jobstore Malaysia developed this platform into the Recruitment Platform, which can assist customers via either the Talent Sourcing Platform or the Application Tracking System. More recently, Jobstore Malaysia has deployed the HCM Platform.

Currently, Jobstore Malaysia provides services to:

• more than 5,900 customers through the Talent Sourcing Platform;
• 50 customers through the Application Tracking System; and
• nine customers through the HCM Platform.

To date, all intellectual property (including trademarks, algorithms and platform architecture) used by Jobstore Group is developed and owned by Jobstore Malaysia. The Group does not own any patents, industrial designs or geographical indications.

Jobstore has obtained a legal opinion from Malaysian legal counsel, Tay & Partners (Legal Opinion) with respect to the following matters of Malaysian law in force as at 11 September 2018 in relation to Jobstore Malaysia and TalenCloud Consultancy:

- due incorporation and capacity
- share capital
- directors and company secretary
- filings with the Companies Commission of Malaysia
- licences
- compliance
- winding-up and bankruptcy
- litigation
- immunity
- intellectual property rights
- prospectus
- listing
- repatriation of dividends and restrictions on foreign exchange
- material contracts

The Legal Opinion has been lodged with ASIC under section 712 of the Corporations Act. A copy of the Legal Opinion can be obtained free of charge from the Company Secretary on +61 8 9486 4036 between 8:30 am and 5:30 pm Perth, Australia time, Monday to Friday (business days only) during the Offer Period.

TalenCloud Consultancy

TalenCloud Consultancy holds a PE Agency licence (a Malaysian licence that is required to carry on any recruitment activity) granted pursuant to the Malaysian Private Employment Agencies Act 1981 (PEA Act). Under the PEA Act, the Director General of Labour may, by written notice to TalenCloud Consultancy and without any compensation, suspend or revoke the PE Agency licence if the Director General of Labour is satisfied that the PE Agency licence holder:

• contravened or failed to comply with any of the provisions of the PEA Act or any regulations made under the PEA Act;
• failed to comply with any conditions imposed by the Director General of Labour;
• has been convicted of an offence under the PEA Act or a director of the PE Agency licence holder has been detained under any written law in relation to anti-trafficking in persons and forced labour;
• has wound up or otherwise dissolved;
• failed to comply with any written directions issued by the Director General of Labour under the PEA Act;
• induced the granting of the PE Agency licence by a false representation of fact;
• used the PE Agency licence for an unlawful purpose; or
• ceased to carry on recruiting activities.
The Director General of Labour shall not suspend or revoke the PE Agency licence unless it is satisfied that, after giving the holder an opportunity to make representations in writing, the PE Agency licence should be suspended or revoked.

As a holder of a PE Agency licence, TalenCloud Consultancy complements the Recruitment Platform and the Recruitment module of the HCM Platform by providing traditional recruitment services, including talent search capabilities and candidate recommendations to satisfy customer needs in Malaysia. TalenCloud Consultancy acts as a recruitment expert to identify, interview, shortlist and recommend the right candidates for customers based in Malaysia.

(b) Australian Operations

Jobstore Australia was established to manage Jobstore Group’s day-to-day business operations in Australia, with a focus on sales, marketing, and brand development.

To date, Jobstore Group has serviced more than 50 Australian customers through its Talent Sourcing Platform which includes the Australian High Commission, Boardroom Pty Ltd, Westin Hotel & Resort Group, and Ava Research. Australian customers have been serviced by Jobstore Malaysia’s operations team. Since 1 January 2018, Jobstore Group has provided talent sourcing services to 15 clients in Australia across a range of sectors, including businesses in the human resource management, consulting, automotive, and mineral exploration industries. As at the Prospectus Date, Jobstore Group is in ongoing discussions with a number of Australian businesses regarding the HCM Platform.

Jobstore Australia has engaged a corporate strategy consultant to identify opportunities within the Australian market, and assist in developing local operations. By early 2019, it is expected that Jobstore Australia will:

• have a team of professionals that will focus on market testing and business development; and
• oversee the launch of the Application Tracking System and the HCM Platform in Australia.

(c) Singaporean Operations

Like Jobstore Australia, Jobstore Singapore was established to manage the Jobstore Group’s local day-to-day business operations.

Singapore is Jobstore Group’s second biggest market. Currently, Jobstore Group has more than 150 customers in Singapore utilising the Talent Sourcing Platform, which contributes approximately 5% of Jobstore Group’s total revenue.

Jobstore Singapore’s customers are currently serviced by Jobstore Malaysia’s operations team. By the end of 2018, Jobstore Singapore expects to have a team of three professionals that will focus on business development.
3.4 Business model and product suite

Jobstore Group generates revenue from three different products:

- **Talent Sourcing Platform** (which forms part of the Recruitment Platform): Customers can choose either a pay per use service or subscribe to an annual package. The average fees generated per customer are approximately $2,000 per annum.

- **Application Tracking System** (which forms part of the Recruitment Platform): This is a SaaS subscription service that is targeted at medium sized companies that have between 100 and 1,000 employees. Users of the Application Tracking System pay an annual license fee to access the system’s full suite of features. Annual subscription fees are typically $20,000 per annum.

- **HCM Platform**: This is a SaaS subscription service that is targeted at enterprise level companies which have more than 1,000 employees, although it is also a suitable service for medium sized companies. Customers pay an annual fee per module on the HCM Platform, with pricing determined by the number of modules subscribed for. Subject to the customer’s preference, the annual subscription fee can include platform implementation and support costs, initial system training, software customisation, system migration, change management training and career site design. Subscription fees will vary based on optionality, but may exceed $50,000 per annum.

Jobstore Group’s product suite

- **Human Capital Management Platform (HCM Platform)**:
  - **Current modules**: Resources Planning, Recruiting, Workforce Analytics, Compensation
  - **Under Development**: Succession, Performance, Collaboration & Learning.

- **Application Tracking System (ATS)**: The ATS includes all features of the talent sourcing platform, as well as:
  - Interview Scheduling, Assessment, On-Boarding & Recruitment Analytics

- **Talent Sourcing Platform** Features of the platform include:
  - Online Job Distribution, Talent Database Search, Advertising Tracking, Talent Recommendation.
3.4.1. A.I. Powered Talent Sourcing Platform

The Talent Sourcing Platform assists users by sourcing and managing interested, qualified, and available candidates for customers of all sizes. By using the Talent Sourcing Platform, customers are better able to source candidates, track advertisement performance, track application status and build a better talent pool.

The current target market of the Talent Sourcing Platform is small to medium sized enterprises with hiring needs of up to 25 new employees annually.

Internal studies have indicated potential cost savings of up to 70% for businesses by switching to Jobstore Group for their recruitment needs. For example in Australia, when an employer or recruiter wishes to target more than five job sites for an online job posting, it could be incurring costs in a range from $600 to $1,000 (SEEK - $300, Careerone - $200, Gumtree - $100, Indeed - $100 and LinkedIn - $200). With Jobstore Group’s online job distribution service available through all of Jobstore Group’s products, the cost can be as low as $150 per job advertisement, which is posted on over 50 job sites (compared to a single site posting with most of Jobstore Group’s competitors).

Overview of the key features of the Talent Sourcing Platform

(a) Online job distribution platform

(i) The Talent Sourcing Platform provides a job distribution service for customers to advertise vacant positions across up to 50 job sites, social networks, classified ad sites and search engines via a single submission.

(ii) The Talent Sourcing Platform is linked, and can distribute, customers’ job postings to the following major job search websites, amongst others:

- LinkedIn
- Adzuna
- Glassdoor
- Starjobs
- Mitula
- Jobisjob
- Trovit
- Jobactive
- Careerjet
- Jobrapido
- Indeed
- Neuvoo

50 Jobstore Group internal study
(b) **Advertising tracking system**

Similar to Google Analytics and where permitted, the Talent Sourcing Platform allows customers to track the traffic of the job postings, the source of the traffic, and the source of applications across multiple job sites, social networks and search engines with real time data accessed through a single point. Customers receive a weekly report from Jobstore Group that summarises the advertisement traffic, the traffic source, weekly traffic improvements and job site penetration. Customers also can login to their Jobstore account to access real time data, reports and dashboards.

(c) **Talent database search**

Where permitted, the Talent Sourcing Platform aggregates the talent pool from multiple sources and collects the information into a single, accessible database maintained by Jobstore Group. Customers do not have to wait for job seekers to apply to a job posting; rather, they can search Jobstore Group’s expanding talent pool database to identify and contact suitable candidates immediately.

(d) **A.I. powered talent recommendation system**

Jobstore provides an A.I. powered talent recommendation service to its customers. This service is divided into components that each perform a different task, including:

- converting resume formats (Word, PDF or an image) into machine readable text;
- parsing the information to extract and analyse all data from the resume;
- identifying the key information to assist in profile creation, such as years of working experience, education background, average working period at each job and company, job title, skills, language, location, and expected position and salary; and
- using a proprietary algorithm to create a jobseeker profile and match applicants to jobs available in the Jobstore Group database.

The A.I. system finally recommends a job vacancy to a particular candidate (and will correspondingly recommend a candidate to the customer who posted the applicable job vacancy). The A.I. system will also assign a relevant score to each candidate that will assist the customer to rank the candidates.

Both the applicant and the customer will receive a notification regarding the recommendation. The applicant can accept or reject the recommendation. If the applicant accepts the recommendation, the customer can then contact the candidate for screening or interviewing.
3.4.2. A.I. Powered Application Tracking System (ATS)

The Application Tracking System includes all features of the Talent Sourcing Platform, plus additional features including requisition planning, interview scheduling, candidate questionnaire assessment, background checking (this feature is currently only available for Malaysian customers) and employee on-boarding. The Application Tracking System uses A.I. technology to screen candidates, test applicants, schedule interviews, manage the hiring process, check references, and complete new-hire paperwork. The Application Tracking System helps customers by providing a structured online process that tracks the recruitment cycle, from receiving applications to hiring employees.

The Application Tracking System:

- saves time and frees resources by automating job board posting, resume submission, interview organisation and candidate pre-screening. As a result, customers do not have to operate separate recruitment spreadsheets,
- applies standardised metrics to the recruitment process;
- standardises the hiring process which increases consistency of outcome;
- provides customisable features so that the customer is able to understand the status of its recruitment process at any time; and
- gives the customer a head start on employee retention with better screened and qualified candidates.

Overview of the key features of the Application Tracking System
(a). Talent Sourcing Platform

The Application Tracking System incorporates all features of the Talent Sourcing Platform. See Section 3.4.1 for further details.

(b). Requisition planning

The Application Tracking System provides an online requisition system for HR departments to manage their internal hiring request and approval processes. The requisition feature allows cross-departmental collaboration by use of inclusive management tools. Each designated participant has real time access to the Application Tracking System and the online requisition and notification system. This feature provides a seamless online approval process which increases efficiency and reduces duplication and unnecessary complication in the hiring process.

(c). Interview scheduling

This feature synchronises all communications between candidates and the customer. The automated interview scheduling tool streamlines talent acquisition teams’ workloads, allowing for greater flexibility, automated administrative functions and improved efficiency. Subject to the inputs made by the customer, the system can recommend an appointment and schedule a time for all relevant parties.

(d). Assessment and background checking

Customers can offer applicants an assessment questionnaire before, during, or after the interview via the Application Tracking System’s online assessment feature. Customers can create a list of assessment questions in the system and make the questions available to select applicants. The online assessment feature can be administered quickly and easily through well-designed software.

Jobstore Group provides a background checking service in Malaysia. This feature captures background information (such as education history, criminal records and the applicant’s employment history). Jobstore Group intends to investigate the provision of the background checking service in each of the other jurisdictions in which it operates.

(e). Employee on-boarding

On-boarding can be simple or complex, depending on the types of employees being retained and their position within the organisation. The traditional on-boarding process involves employees participating in an orientation program that, amongst other things:

- provides information about the organisation’s goals and culture, its reporting lines and its management team;
- introduces policies and procedures;
- involves the collection of required documents and materials from new employees, including payroll details, HR details and emergency contacts; and
- assesses the new employees to ensure they understand the materials and information provided.

Using the Application Tracking System’s on-boarding feature, HR professionals can coordinate the logistics of an automated on-boarding program. This includes a self-service on-boarding portal for scheduling and completion by employees of employee orientation sessions.

(f). Real-time recruitment analytics

The Application Tracking System provides a real-time recruitment analytics regarding the status of talent sourcing, applications, assessments and the on-boarding process. Customers can access this feature online at anytime. The HR analytics it provides assesses the hiring and integration process for new employees. Use of the analytic feature of the Application Tracking System and an evaluation of its data should assist HR departments when assessing, planning and implementing hiring strategies and programs.
3.4.3. A.I. Powered Human Capital Management Platform (HCM Platform)

Jobstore Group’s HCM Platform consists of applications designed to assist in the acquisition, tracking, management and development of an organisation’s workforce. Effectively, it automates and streamlines traditional processes and provides new tools by which to assist the customer with managing its human resources. The HCM Platform incorporates all of the features of the Application Tracing system and provides the following additional functionality:

- **currently, in respect of:**
  - Recruiting (includes Application Tracking System Module)
  - Resource Planning;
  - Workplace Analytics,
  - Payroll and Compensation;

- **in development, in respect of:**
  - Employee Succession and Development;
  - Performance and Goals;
  - Learning and Development; and
  - Collaboration and Communication.

Overview of the HCM Platform and the interaction and development of the various modules

The HCM Platform is designed for enterprise customers, including multinationals and government agencies. Currently, the HCM Platform is being provided as a SaaS service to seven customers across three countries: Malaysia, Singapore and the United States.

By utilising adaptable A.I. technology, a cloud delivery model, and a focus on the customer experience, the HCM Platform aims to optimise each customer’s human resources. It is intended that this will be achieved by:

- assisting HR departments understand the complexity of, and adapt to the rapid changes in, their business’ operating environments;
- promoting employee collaboration and engagement, and
- empowering HR and business leaders to make informed decisions using real-time data and analytics.
The modules of the HCM Platform are described in greater detail below.

(a) **Recruiting module (existing)**

The Recruiting module includes all the features of the Application Tracking System. See Section 3.4.2 for further details.

(b) **Resource Planning module (existing)**

The Resource Planning module assists customers prepare and implement a workforce management plan by:

- conducting an inventory of existing human resources – data on the current number of employees and their capacity, performance and potential is collected and analysed. To fill the various job requirements, internal sources and external sources can be determined.
- forecasting supply and demand of human resources - the human resource requirements of the business are assessed. The available internal and external sources to fulfil those requirements are also determined. Recommendations are made about matching job descriptions and job specifications with available candidates. Assessments are also made with regard to capacity, utilisation and optimisation.
- formulating a human resource plan – metrics are provided that allow planning for new recruitment, training, transfers, redeployment, redundancy and termination.
(c) Workforce Analytics & Reporting module (existing)

Utilising A.I., the Workforce Analytics & Reporting module collects data from all other modules utilised by the customer within the HCM Platform and compares this data with the information contained in the Resource Planning module. Based on this comparison, the module provides real time analysis and reports on the customer’s current and forecast hiring requirements, current recruitment processes and their status, employment status and headcount predictions to assist with HR planning and optimisation. Reports can be sent to management teams by email or can be accessed via a customised dashboard at any time. The module helps organisations to develop and improve recruiting methods, and to make better informed hiring and HR management decisions.

(d) Payroll & Compensation module (existing)

Similar to other payroll software providers, this module will provide customers with a system to manage employee salaries and ensure that tax deductions or other withholdings are accurately accounted for. The module will need to be adapted to address local regulatory and legal requirements. It is intended that the module will also allow employees to make certain changes to their payroll records (such as address changes) through an interface within the customer’s payroll software, thereby removing manual paper processes and resulting in time savings and efficiency for payroll staff.
(e) **Succession & Development module (in development)**

Once deployed, this module will provide customers with a customised system to analyse their workforce and identify employee strengths and weaknesses. This module will gain insights into the workforce and ensure continuity of appropriately skilled and qualified talent within the organisation. This is achieved by augmenting each employee’s profile with information on performance, certifications, status, interaction with colleagues, career development, suitability for progression, and other indicators, such as potential rating, retirement risk, and flight risk. Employees will also be able to personalise desired career paths that identify roles they wish to have in the short (1-3 years), mid (3-5 years) and longer term, and help them identify the learning and development they must undertake to achieve their goals.

With the help of A.I., the system will provide HR administrators with smart recommendations for courses, content, open positions and mentors, which will help employees overcome skill gaps and reach their potential.

(f) **Performance & Goals module (in development)**

Information derived from employee performance evaluations including past achievements, current projects, skill sets, and measurable behaviours, if used properly, can inform thinking as to new ways to motivate and manage employees, with a view to creating a more motivated workforce.

The Performance & Goals module will provide customers with software to drive and monitor personal and team performance, productivity and objectives. It is intended that the module will:

- establish a framework that will assist planning, recording and tracking performance, goal achievement and goal setting; and
- provide simple, yet meaningful questions, that help reviewers focus on what an employee does well and how they can further improve.
(g) Learning & Development module (in development)

It is intended that the Learning & Development module will assist HR teams manage organisational learning and development initiatives and continuous education requirements by recording, tracking and assessing each employee’s training program. After relevant data is uploaded in the system, the system will generate personalised learning programs for employees and provide recommendations to customers as to further training programs and courses. All training programs and results are recorded for audit purposes and internal benchmarking. The training can be performed by internal or external providers via online assessments or via group learning programs.

(h) Collaboration & Communication module (in development)

Once fully developed, the Collaboration & Communication module will provide a tool for internal teams to collaborate and communicate with each other and (potentially) with other groups outside the organisation. The Collaboration & Communication module will synchronise with all other modules in the HCM Platform so users can access real time data and reports through the system.
3.5 Growth Strategy

Jobstore Group’s growth strategy is focused on:

- organic growth by way of increasing product offerings, IP development and expansion in existing markets; and
- investigating new investments and possible acquisitions in new and existing markets.

It is intended that funds raised by the Offer will be used to fund growth through:

- regional expansion in Singapore and Australia, through an increase in job distribution partnerships, and expanding sales and marketing capabilities;
- increasing the size of the Malaysian operations through an increase in job distribution partnerships and expanding the sales and servicing teams; and
- current and future product development, including research and development of intellectual property related primarily to the additional modules of the HCM Platform, together with new product development.

Further details of Jobstore Group’s growth strategy are set out below.

The commitment of funds set out in the following subsections assumes that the Maximum Subscription will be raised from the Offer. Details on the use of funds should the Minimum Subscription be raised from the Offer, refer to Section 3.6.
3.5.1. Regional expansion

Jobstore plans to accelerate its market penetration in Australia and Singapore (where it currently operates) by increasing investment into its sales and marketing capabilities and initiatives to drive lead generation and increasing market share. Additionally, Jobstore Group aims to further develop and establish partnerships with industry bodies to promote its brand and reputation which it is anticipated will facilitate inbound customer referrals.

(a) Australia operations

Via its Malaysian office, Jobstore Group has rolled out its Talent Sourcing Platform into the Australian market, and has successfully served more than 50 customers in the country. After Listing, Jobstore Group will invest to grow the Australian team and the range of products offered to the local market. While the Australian market has dominant layers such as SEEK Limited (with an estimated 80% of the online recruitment market), it is still highly fragmented when it comes to HCM products. 51 Jobstore Group is aware of various small, yet successful, online HR businesses that could provide a way to rapidly expand into the Australian market through investments or acquisitions (for further details see Section 3.5.4).

Jobstore Group plans to allocate approximately 15% or $1,200,000 of the proceeds from the Offer towards expanding its Australia operations (based on the Maximum Subscription raised). Of this, approximately $200,000 will be invested into job distribution partnerships to acquire additional qualified applicants, $380,000 will be invested into brand awareness building in the country, and $380,000 into online traffic promotion. Jobstore Group also intends to launch the Application Tracking System followed by the HCM Platform in Australia within 12 months from Listing. The Group intends to invest approximately $240,000 for the launch of these products and the associated marketing campaigns during the next 24 months which includes building brand awareness.

(b) Singapore operations

Jobstore Group has been successfully operating in the Singaporean market since the second half of 2017, with 150 customers subscribed to the Talent Sourcing Platform, and (more recently) with the first Singaporean user of the HCM Platform. Jobstore sees the Singaporean market as underserved by online HR product providers and an area of significant growth potential (see Section 2.4.3 for more information).

As part of its growth plans, Jobstore Group is intending to allocate approximately 8% or $600,000 of the proceeds from the Offer to expand the current operations in Singapore (based on the Maximum Subscription raised). Of this, approximately $120,000 will be invested into job distribution partnerships to acquire additional qualified applicants, $240,000 will be invested into brand leadership building in the country, and $240,000 into online traffic promotion. It is intended that the Singapore team will grow to five sales account managers by the end of 2019.

Like Australia, the Group believes there are opportunities for strategic investment and / or acquisitions in the Singapore market which could provide immediate penetration into the local online recruitment and HCM markets (see Section 3.5.4 for further details).

3.5.2. Growing Malaysia operations

(a) Accelerated growth through distribution partners

Jobstore Group sees significant customer growth acceleration opportunities through enhancing existing relationships with job distribution partners, such as LinkedIn, Indeed and CareerOne, who can generate traffic and applications for the Talent Sourcing Platform and help build brand awareness for Jobstore.

Jobstore Group plans to integrate with more job boards, social media sites, job aggregators, and application tracking service providers to speed up the job advertising process, shorten the time frame for identifying suitable candidates, and providing an improved service for customers. Jobstore Group is aiming to expand its partnerships to 100 job sites before the end of 2019. The Group is currently investing approximately of 7% or $30,000 from its monthly revenue into job distribution and it intends to maintain this investment.

(b) Cross-selling or up-selling to existing customers

Jobstore Group sees potential in cross-selling its products amongst its existing customer base, leveraging solutions found between the Recruitment Platform, and HCM Platform. Additionally, the Group will focus on up-selling product types (from the Talent Sourcing Platform to the Application Tracking System) and additional modules of the HCM Platform as they are developed. Ultimately, the Group believes there will be strong demand for incorporating all platforms, particularly for businesses with between 100 and 1,000+ employees.

To underpin the focus on cross and up-selling, Jobstore Group will invest 3.8% or $300,000 of proceeds from the Offer to growing its sales team in Malaysia from 50 to 100 sales account managers by Q3 2019 (based on the Maximum Subscription raised). This investment will be deployed across hiring activities, such as online job advertising, extra internal recruiter salaries, career fair exhibition expenses, and sales account manager training expenses.

(c) Generate more traffic through expanded online and offline marketing campaigns

Jobstore Group will allocate 16% or $1,200,000 of the proceeds from the Offer to various online and offline advertising campaigns and mediums to increase awareness of the Group and its products (based on the Maximum Subscription raised). These marketing activities include social media campaigns, offline marketing campaigns and Google AdWords discussed below.

- **Social media** – A proven and effective way to gain new audiences and grow brand awareness is by collaborating with top influencers within the industry through social media. Jobstore Group is currently running campaigns together with individual influencers, artists, business leaders and other employers on Facebook and Instagram. The Group currently invests approximately 5% of its monthly revenue in its social media campaigns and it intends to maintain that level of expenditure after Listing.

- **Offline marketing activities** – Jobstore Group will allocate 8% or $600,000 of the proceeds from the Offer to improve and strengthen the Group’s brand awareness through offline marketing activities. Offline marketing activities include: television and radio advertising, print advertising, HR conferences and career fairs, and outdoor advertising such as billboard advertising.

- **Google AdWords** – By developing a Google AdWords campaign, Jobstore Group aims to expand its reach to its target market. The Group intends to allocate 8% or $600,000 of the proceeds from the Offer towards Google AdWords as a way to maintain and grow traffic to the Group’s website and promote its services.
3.5.3. Research and development strategy

Led by Jobstore Group’s co-founder and Head of Engineering, Harvey Wong, all R&D activities are carried out in-house. Jobstore intends to allocate up to 19% or $1,500,000 of the proceeds from the Offer to expanding R&D activities (based on the Maximum Subscription raised).

Jobstore Group sees R&D as an important investment, and one that allows the Group to continue offering market leading products, delivering cost and time savings to customers. The Group continues to focus expansion of the Recruitment Platform with continuous product development and enhancement, and is currently in the process of developing additional modules for the HCM Platform. Jobstore has plans to develop a new co-worker focused social network which it intends to launch by mid-2019.

(a) Job distribution technology

Jobstore Group intends to continue to extend the functionality and range of the Recruitment Platform to stay on top of the rapidly changing business environment in each jurisdiction where it operates. Up to 3% or $240,000 of the proceeds from the Offer will be invested in developing the Malaysian team for purpose of job distribution technology enhancement. To achieve this, the Group intends to increase the number of engineers in the Jobstore team from five to ten by the end of 2019.

R&D investments will continue to be highly focused on creating innovative adaptations to the Group’s products utilising A.I. technology (such as enhancing the current candidate recommendation system), and providing a more accurate advertising tracking system by integrating with more search engines. Jobstore Group will continue to collaborate with customers closely in these efforts to maximise the value of the Group’s products and to address additional market opportunities.

(b) HCM Platform

Following Listing, Jobstore Group intends to develop the full range of modules for the HCM Platform. This will be achieved by doubling the size of the A.I. R&D team in Malaysia to ten by investing 3% or $240,000 of the proceeds from the Offer into additional resources.

In addition, the Group also intends to allocate approximately 10% or $780,000 of the proceeds from the Offer to fund a new R&D centre in Australia to focus on the development of its A.I. technology. This investment includes salary and consulting costs for engineers and developers, and equipment fit out.

(c) Co-worker social network

Jobstore Group sees growth opportunities in expanding into additional market verticals with product offerings that can leverage off the Group’s strong technological development capabilities and A.I. driven systems. One particular vertical is the development of a co-worker focused social network which will incorporate A.I. technology and personality analysis to assist managers in identifying employees best suited for collaborating on specific tasks or establishing teams, enhancing culture and work efficiency. This new social network is expected to launch within 12 months from listing. The Group intends to allocate 3% or $240,000 of the proceeds from the Offer toward developing the co-worker social network.

The co-worker social network will be offered for free, however each member who joins will be invited to provide a full resume or profile. Similar to the LinkedIn business model, users will be provided with a “freemium” product, while organisations and recruiters will be charged an access fee if they use the system to successfully recruit a job candidate.

3.5.4. Acquisition and investment plan

As part of its ongoing growth plans, Jobstore Group will evaluate potential acquisition or investment opportunities within the Australian HR sector as a way to expand operations and leverage its product offerings through an established network. Any costs incurred in exploring these opportunities including due diligence exercises, legal and accounting advice expenses will be funded through cash reserves and working capital.
3.6 Use of funds

The Company intends to use its current funds of approximately $102,200 cash on hand as at 30 June 2018 and the funds raised from the Offer broadly as follows:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>MINIMUM ($’000)</th>
<th>MAXIMUM ($’000)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Available Funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash on hand (as at 30/06/2018)¹</td>
<td>102</td>
<td>102</td>
</tr>
<tr>
<td>Funds to be raised under the Prospectus</td>
<td>6,600</td>
<td>8,000</td>
</tr>
<tr>
<td>Total funds available</td>
<td>6,702</td>
<td>8,102</td>
</tr>
<tr>
<td>USE OF FUNDS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Expansion of Regional operations (Australia &amp; Singapore)²</td>
<td>1,500</td>
<td>1,800</td>
</tr>
<tr>
<td>Growing Malaysian operations (business development, online and offline marketing campaigns, and sales growth)³</td>
<td>1,000</td>
<td>1,500</td>
</tr>
<tr>
<td>R&amp;D, product development and IP development⁴</td>
<td>1,000</td>
<td>1,500</td>
</tr>
<tr>
<td>Cash reserves and general working capital⁵</td>
<td>2,167</td>
<td>2,196</td>
</tr>
<tr>
<td>Costs of the Offer⁶</td>
<td>1,035</td>
<td>1,106</td>
</tr>
<tr>
<td>TOTAL</td>
<td>6,702</td>
<td>8,102</td>
</tr>
</tbody>
</table>

Note 1: These funds represent existing cash held by the Group at 30 June 2018. The Group expects to incur costs within the ordinary course of its business which will diminish this amount prior to completion of the Offer.

Note 2: Refer to the table below for an itemised detailed cost of the Group’s regional expansion plan:

<table>
<thead>
<tr>
<th>Country</th>
<th>Expenditure includes</th>
<th>Minimum Subscription ($)</th>
<th>Maximum Subscription ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Australia</td>
<td>Marketing, business development and sales</td>
<td>900,000</td>
<td>1,200,000</td>
</tr>
<tr>
<td>Singapore</td>
<td>Marketing, business development and sales</td>
<td>600,000</td>
<td>600,000</td>
</tr>
<tr>
<td>TOTAL</td>
<td></td>
<td>1,500,000</td>
<td>1,800,000</td>
</tr>
</tbody>
</table>
Note 3: Refer to the table below for an itemised detailed cost of the Group’s Malaysian expansion plan:

<table>
<thead>
<tr>
<th>Item</th>
<th>Minimum Subscription ($)</th>
<th>Maximum Subscription ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Growing the sales team</td>
<td>200,000</td>
<td>300,000</td>
</tr>
<tr>
<td>Online and offline marketing campaigns</td>
<td>400,000</td>
<td>600,000</td>
</tr>
<tr>
<td>Google AdWords campaign</td>
<td>400,000</td>
<td>600,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>1,000,000</strong></td>
<td><strong>1,500,000</strong></td>
</tr>
</tbody>
</table>

Note 4: Refer to the table below for an itemised more detailed cost of the Group’s R&D, product development and IP development plan:

<table>
<thead>
<tr>
<th>Item</th>
<th>Minimum Subscription ($)</th>
<th>Maximum Subscription ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Malaysia (job distribution technology, launch of social network for co-workers and launch of all HCM modules)</td>
<td>592,000</td>
<td>720,000</td>
</tr>
<tr>
<td>Australia (development of A.I. technology)</td>
<td>408,000</td>
<td>780,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>1,000,000</strong></td>
<td><strong>1,500,000</strong></td>
</tr>
</tbody>
</table>

Note 5: Working capital includes the general costs associated with the management and operation of the business including salaries & wages, payroll and other administration expenses and other costs.

<table>
<thead>
<tr>
<th>Item</th>
<th>Minimum Subscription ($)</th>
<th>Maximum Subscription ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries and consulting fees</td>
<td>1,000,000</td>
<td>1,000,000</td>
</tr>
<tr>
<td>Professional fees (potential acquisitions / investments)</td>
<td>300,000</td>
<td>300,000</td>
</tr>
<tr>
<td>Corporate expenses and day-to-day operational costs</td>
<td>867,200</td>
<td>832,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>2,167,200</strong></td>
<td><strong>2,196,200</strong></td>
</tr>
</tbody>
</table>

Note 6: Refer to Section 9.16 for further details.

If less than the Maximum Subscription is raised, funds will be focused towards expenses associated with the Offer and then to marketing, technology and development.

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

The use of funds set out above represents current intentions of the Directors based on present plans and business conditions. The amounts and timing of the actual expenditures may vary significantly and will depend upon numerous factors, including the timing and success of Jobstore Group’s development efforts and the risk factors contained in Section 5.
3.7 Key strengths

The key strengths of the Group are set out below. These should be read in conjunction with the key risks of Jobstore Group which are set out in Section 5.

3.7.1 Globally scalable and flexible products

As a technology platform, Jobstore Group has the capacity to launch its systems and products across multiple jurisdictions with ease, subject to adaptations necessary to satisfy local laws and regulations. The product suite is attractive to local, regional and global customers. Currently, Jobstore Group services customers from over ten countries, including Australia, Singapore, Malaysia, the United States and China.

3.7.2 Unique online recruitment business

Jobstore Group offers a unique online job advertising technology, being the Recruitment Platform. This technology is different and more versatile than current or traditional job advertising technologies. Instead of promoting Jobstore Group as a sole job site, such as SEEK.com or monster.com, Jobstore Group collaborates with over 50 job sites, social networks and search engines to promote customers’ job advertisements and aggregate the talent pool from those distribution partners.

Jobstore Group positions itself between the upstream ‘source channel technologies’ (e.g. job boards, marketplaces, networks) and the downstream ‘human resource management technologies’ (e.g. Taleo, Success Factors) to act as a single destination for the management of all job advertisements in a single standardised format, maintaining live data on advertisement performance and candidate applications status for all employers.

3.7.3 Diverse, adaptive and scalable product suite

The technology used in the Talent Sourcing Platform, Application Tracking System and the HCM Platform can be used in conjunction with existing HR technologies to make customers’ HR management more efficient.

3.7.4 Unique proprietary IP and HR technology

Jobstore Group has invested, and will continue to invest, significant capital and time into R&D, testing, continuous improvement and commercialisation with customers small, medium and large.

Jobstore Group’s intellectual property, including the algorithms, source code, online processes, functionality, data infrastructure and other information technology underlying the Recruitment Platform and HCM Platform was developed in-house, is proprietary to Jobstore Group, and are key assets of the business. Jobstore Group’s owned intellectual property is a source of competitive advantage, by seamlessly allowing the Group to receive and process customer feedback and then develop and customise its products and services to meet customers’ needs. Jobstore Group does not intend to licence its owned intellectual property outside of the Group, and thereby maintain its competitive advantage.

Jobstore Group intends to continually enhance its product portfolio and maintain consistent quality of products and services, which will help continued client engagement and further develop brand loyalty.
3.7.5 Sales and customer uptake

Jobstore continues to accelerate its sales and market penetration of the Group’s products. Jobstore Group has made and intends to continue making significant investments in its sales and marketing capabilities in order to further accelerate sales growth and market adoption:

(a) **Talent Sourcing Platform**
Jobstore Group hires telesales executives to pitch the Talent Sourcing Platform to potential customers.

(b) **Application Tracking System**
Jobstore Group recruits all Application Tracking System customers through online marketing, including Google AdWords, Facebook, Twitter, and Google+.

(c) **HCM Platform**
Jobstore Group has a dedicated team of key account sales directors with experience in enterprise sales and SaaS product delivery. Their experience is particularly suited to presenting the myriad features and value proposition of the HCM Platform.

3.7.6 Trade mark protection

Jobstore Group owns certain trade marks in Australia and in Malaysia as noted below.

<table>
<thead>
<tr>
<th>Jurisdiction</th>
<th>Mark</th>
<th>Registration no.</th>
<th>Registration date</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Australia</td>
<td><strong>JOBSTORE</strong></td>
<td>1844965, 1844966, 1844967, 1844968, 1844969</td>
<td>January 9, 2018</td>
<td>Registered</td>
</tr>
<tr>
<td>Australia</td>
<td><strong>JOBSTORE.COM</strong></td>
<td>1844970, 1844971, 1844972, 1844973, 1844974</td>
<td>January 9, 2018</td>
<td>Registered</td>
</tr>
<tr>
<td>Malaysia</td>
<td><strong>JOBSTORE.COM</strong></td>
<td>2015005708</td>
<td>May 28, 2015</td>
<td>Registered</td>
</tr>
</tbody>
</table>
4.0

MATERIAL CONTRACTS
The Directors consider that there are a number of contracts which are material to the Group or are of such a nature that an investor may wish to have details of them when making an assessment of whether or not to apply for Shares. The main provisions of these contracts are summarised below. These summaries do not purport to be complete and are qualified by the text of the contracts themselves.

4.1 Share Sale Agreement

(a). The Company has entered into conditional share sale agreements (Share Sale Agreements) with the holders of all of the issued capital of Jobstore Malaysia, including Yong Wen Tsae, Anping (Anson) Wang, Chong Sow Keong, Cradle Fund Sdn Bhd (Cradle Fund) and others (collectively, Jobstore Malaysia Vendors) whereby the Company will purchase all the issued capital of Jobstore Malaysia from the Jobstore Malaysia Vendors.

(b). Completion of the Share Sale Agreements is conditional on ASX providing conditional approval for admission of Jobstore to the Official List and agreeing to quote the Shares (the Condition Precedent). That is, the Share Sale Agreements will not complete until the Condition Precedent is satisfied or otherwise waived by the Company.

(c). As consideration for the sale of their ordinary shares in Jobstore Malaysia to the Company, the Jobstore Malaysia Vendors will receive Shares in the following proportions:

(i). Yong Wen Tsae and Anping (Anson) Wang will receive 560.55 Shares for every one ordinary share in Jobstore Malaysia sold to the Company (being 108,630,000 Shares). Yong Wen Tsae and Anping (Anson) Wang will also receive Performance Shares (see Section 10.3 for more information on Performance Shares).

(ii). Cradle Fund Sdn Bhd will receive 1.6649 Shares for every one ordinary share in Jobstore Malaysia sold to the Company (being 1,548,365 Shares).

(iii). Chong Sow Keong will receive [1.5983] Shares for every one ordinary share in Jobstore Malaysia sold to the Company (being 2,397,467 Shares).

(iv). The remaining Jobstore Malaysia Vendors will receive 1.6918 Shares for every one ordinary share in Jobstore Malaysia sold to the Company (being 1,480,001 Shares).

(d). On completion of the Share Sale Agreements, the Jobstore Malaysia Vendors will be issued, in aggregate, 114,055,833 Shares.

(e). In the event the Condition Precedent is not satisfied or waived by the Company by 31 December 2018 the Share Sale Agreements will terminate and the parties will be released from all obligations with effect from the date of termination.

(f). The Share Sale Agreements contain standard representations and warranties regarding (amongst other things) title typical of agreements of this nature. In addition, the Share Sale Agreements for Yong Wen Tsae and Anping (Anson) Wang (co-founder of Jobstore Malaysia) contain a suite of business warranties regarding the operation of Jobstore Malaysia.

(g). The Share Sale Agreements are governed by the laws of New South Wales.

For details on the capital structure of the Company at the Prospectus Date, at the time immediately prior to Listing, and immediately after Listing, see Section 9.6. For details on the capital structure of Jobstore Malaysia, see Section 10.4.
4.2 TalenCloud Investment

4.2.1 Background

(a). On 28 June 2018, Jobstore Malaysia entered into a subscription agreement (Subscription Agreement) whereby it was issued ordinary shares and a preference share in the capital of TalenCloud Consultancy such that Jobstore Malaysia holds 49% and the TalenCloud Consultancy shareholders (other than Jobstore Malaysia) (TC Shareholders) each hold 25.5% of the issued capital of TalenCloud Consultancy (TalenCloud Investment).

(b). TalenCloud Consultancy holds a PE Agency Licence and now operates Jobstore Malaysia’s Malaysian recruitment business. For more information on the PE Agency licence, see Section 3.3.1(a).

(c). See Section 10.5 for details on the capital structure of TalenCloud Consultancy and a summary of the material terms of the TalenCloud Consultancy preference share.

4.2.2 SHA

(a). As part of the TalenCloud Investment, Jobstore Malaysia, TalenCloud Consultancy and the TC Shareholders have entered into a shareholders’ agreement which governs the relationship between the parties (SHA).

(b). The SHA results in Jobstore Malaysia exercising effective control over the operations of TalenCloud Consultancy. Amongst other things, Jobstore Malaysia:

(i). has the right to control the composition of a majority of the directors of the board of TalenCloud Consultancy;
(ii). has the right to appoint key management, the company secretary and the auditors of TalenCloud Consultancy;
(iii). is entitled to approve all shareholder and board resolutions, including with regard to the issue of further shares;
(iv). is able to control the financial and accounting policies of TalenCloud Consultancy;
(v). has the right to control the bank accounts of TalenCloud Consultancy; and
(vi). enjoys the financial benefits of TalenCloud Consultancy’s operations.

Jobstore Malaysia also has certain pre-emptive rights with respect to the issue and transfer of TalenCloud Consultancy’s ordinary shares.

4.2.3 Services Agreement

TalenCloud Consultancy and Jobstore Malaysia have also entered into a shared services agreement (Services Agreement) whereby Jobstore Malaysia provides secondment labour, IT support, marketing services, audit services, administrative support, and financial services to TalenCloud Consultancy. Jobstore Malaysia charges TalenCloud Consultancy for the provision of these services on a cost-plus basis. Further, TalenCloud is granted a non-exclusive and non-assignable licence to use the certain intellectual property in the course of its operations. Jobstore Malaysia charges TalenCloud Consultancy a percentage of its revenue as consideration for the licence.

4.2.4 Subscription Letter Agreements

The TC Shareholders have each entered into a Subscription Letter Agreement (defined below) with Jobstore whereby Jobstore will issue 1,000,000 Shares for nominal consideration to each of the TC Shareholders as consideration for the impact of the TalenCloud Investment on their shareholding in TalenCloud Consultancy (see Section 4.3 below).
4.3 Subscription Letter Agreements

The persons noted in the table below have entered into subscription letter agreements with Jobstore whereby they have subscribed for Shares to be issued to them by Jobstore for nominal consideration subject to Jobstore receiving conditional approval from ASX to Jobstore’s application for admission to, and quotation of its Shares on, the Official List (Subscription Letter Agreements). Harvey Wong has also subscribed for Performance Shares via a Subscription Letter Agreement as noted in the table below. The Subscription Letter Agreements contain standard representations and warranties typical of agreements of this nature and are governed by the laws of New South Wales.

<table>
<thead>
<tr>
<th>Subscriber</th>
<th>Number of Shares</th>
<th>Number of Performance Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>TC Shareholders ¹</td>
<td>1,000,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Non-executive Directors ²</td>
<td>500,000</td>
<td>Nil</td>
</tr>
<tr>
<td>IHL ³</td>
<td>6,500,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Jobstore Malaysia co-founder, Harvey Wong</td>
<td>6,250,000</td>
<td>7,500,000 ⁴</td>
</tr>
<tr>
<td>Jobstore Malaysia Employees</td>
<td>1,310,000</td>
<td>Nil</td>
</tr>
</tbody>
</table>

1. See Section 4.2.4.
2. See Sections 6.3(c) and 6.3(c).
3. See Section 4.4.
4. See Section 10.3.

See Section 9.6 for more information on Jobstore’s capital structure.

4.4 Corporate Advisory Mandate

Jobstore Malaysia has entered into a corporate advisory mandate with Ingenious Haus Limited (IHL), whereby IHL provided certain advisory services to assist the Company towards Listing and with general corporate advisory services. These services included managing the overall corporate planning and advising on the corporate structure of the Group, assisting with streamlining business units, preparation of corporate material, and liaising with the Company’s advisors. In consideration for these services, Jobstore Malaysia will pay IHL RM480,000 (approximately $160,875) in monthly instalments of RM20,000 (approximately $6,700) per month for a period of 24 months (from October 2016). Upon Jobstore successfully listing on a recognised securities exchange (which includes ASX), Jobstore Malaysia will pay IHL any remaining unpaid monthly fees up to the maximum agreed amount of RM480,000. Additionally, IHL will be entitled to 5% of the pre-Listing issued capital of Jobstore, equivalent to 6,500,000 Shares as further compensation for services related to the Listing. As to what proportion of these fees relate to the Offer and other services see Section 10.12.
4.5 Lead Manager Mandate

On 11 July 2018, Jobstore Group entered into a mandate with AGC Capital Securities Pty Ltd (AGC) to act as lead manager to the Offer.

The key terms of the lead manager mandate are as follows:

Fees

(a). Capital Raising Fee: 5% of the funds raised by AGC under the Offer. AGC will pay any third party selling fees from the Capital Raising Fee;
(b). Corporate Retainer Fee: $50,000;
(c). Expenses: Jobstore Group will reimburse AGC for any out of pocket expenses subject to pre-approval.

Termination

The lead manager mandate contains a termination clause consistent with an agreement of this nature. In the event Jobstore terminates the mandate other than for cause at any time after one month from the date of execution of the mandate, or if AGC terminates the mandate for cause, Jobstore will be required to pay AGC a termination fee of $25,000.

Conditions, representations, warranties and undertakings

The lead manager mandate contains certain standard representations, warranties and undertakings by Jobstore Group to AGC as well as conditions precedent to the benefit of AGC, including due diligence, Jobstore Group being capable of accepting Applications, and ASX indicating that it will grant permission for admission of the Jobstore Group to the Official List.

The representations and warranties given by the Company relate to matters such as power and authorisations, information provided by Jobstore Group, financial information, information in the Offer documents, the conduct of the Offer and compliance with laws, Listing Rules and other applicable laws material to the business, Jobstore Group’s material contracts, litigation, and authorisations.

The Company’s undertakings include, amongst others, that it will perform its obligations under the lead manager mandate, comply with and observe the Listing Rules, inform AGC in writing of any breach or default of the lead manager mandate, and keep AGC informed of any material adverse change to the Company’s financial position during the term of the lead manager mandate.

Indemnity

Subject to certain exclusions relating to, among other things, fraud, bad faith, wilful misconduct or negligence of the lead manager, Jobstore Group agrees to keep AGC indemnified from losses suffered in connection with the Offer.

4.6 Funding agreement

Jobstore Malaysia has received a financial grant from Cradle Fund of up to RM500,000 (approximately $167,577) pursuant to a funding agreement dated 21 September 2015 (Funding Agreement). Based on the terms of the Funding Agreement, in the event that Jobstore Malaysia (i) earns revenue or secures further investment from third parties of not less than RM2,500,000 (approximately $837,885) and makes profit after tax of at least RM300,000 (approximately $100,546) or (ii) sells its business together with its intellectual property rights for consideration of not less than RM2,500,000 (approximately $837,885), within 36 months from 21 September 2015, the financial grant will be converted into a partial grant whereby Jobstore Malaysia will be required to repay Cradle Fund 50% of the actual amount disbursed together with an administrative fee of RM10,000 (approximately $3,351) or a smaller sum at the discretion of Cradle Fund. However, if the events in (i) or (ii) above occur after the expiry of 36 months from 21 September 2015 (being 21 September 2018), then the actual amount disbursed by Cradle Fund may, at Cradle Fund’s discretion, be fully converted into a gratuitous grant.
5.0

RISK FACTORS
An investment in the Company is not risk free. Before deciding whether or not to invest in Shares, prospective investors should read the entire Prospectus, consider the following risk factors in light of their personal circumstances and investment objectives (including financial and taxation issues), and seek professional advice from their accountant, stockbroker, lawyer or other professional advisor.

This Section describes some of the potential risks associated with Jobstore Group’s business, the industry in which the Group operates, and an investment in Shares. Jobstore Group is subject to a number of risks which may, either individually or in combination, adversely impact Jobstore Group’s future operating and financial performance, investment returns, and the value of the Shares. Many of these factors are beyond the control of the Company and the Directors.

This Section identifies the risks the Directors regard as major risks associated with an investment in the Company and is based on an assessment of a combination of the probability of the risk occurring, the ability to mitigate the risk, and the impact of the risk if it did occur. This list is not intended to be an exhaustive list of all the risk factors to which the Company or the Group is exposed.

5.1 Risks specific to Jobstore Group

In addition to the general risks outlined below, there are specific risks associated with the Group’s existing and proposed operations. These include:

5.1.1 Downturn in employment market

The performance of the Group may be influenced by the employment market in each jurisdiction in which it operates and globally. This in turn is influenced by the general conditions of the economies in which the Group conducts its business and the global economy. A downturn in any applicable employment market may adversely impact the Group’s financial performance. This risk cannot be controlled by the Company or the Directors. This risk is mitigated by diversifying Jobstore Group’s product suite and expanding the jurisdictions in which its business operates.

5.1.2 Structural changes in the recruitment market

The performance of the Group may be influenced by structural changes in the recruitment market. If, in the future, job seekers utilise the services of recruitment consultations less than the extent to which they are presently utilised, the Group’s revenues would be adversely impacted.

Further, the Group’s financial performance or operating margins could be adversely affected if the popularity of the Internet as a medium of employment advertising were to diminish due to the emergence of new technology.

This risk cannot be controlled by the Company or the Directors. This risk is mitigated by dedicating resources to research and development so as to remain abreast of, and adaptive to, structural change.

5.1.3 Private employment agency licence

Under the Malaysian Private Employment Agencies Act 1981 (PEA Act), a private employment agency (PE Agency) is required to maintain a licence with the Malaysian Ministry of Human Resources (MOHR). The PEA Act was amended by the Malaysian Private Employment Agencies (Amendment) Act 2017 (PEA Amendment Act) which came into force on 1 February 2018.

Prior to the PEA Amendment Act coming into force, Jobstore Malaysia formed the view that a PE Agency licence was not required in respect of its operations.

Based on changes to the PEA Act as a result of the PEA Amendment Act, Jobstore Malaysia considered that a PE Agency licence was required in respect of its operations.

TalenCloud Consultancy applied for a PE Agency licence in February 2017 and the licence was obtained in December 2017. With effect from 1 July 2018, TalenCloud Consultancy took over the recruiting activities of Jobstore Malaysia. Prior to 1 July 2018, Jobstore Malaysia conducted recruiting activities without a PE Agency licence.
If the MOHR takes the view that Jobstore Malaysia was required to obtain and maintain a PE Agency licence prior to 1 July 2018:

(a) Jobstore Malaysia may be held liable for operating a PE Agency without a licence and may incur a fine not exceeding RM200,000 (approximately $67,030); and / or
(b) Jobstore Malaysia’s directors, manager, secretary or other similar officer may be held liable for operating a PE Agency without a licence and may incur a fine not exceeding RM200,000 (approximately $67,030), charged and, if found guilty, imprisoned for a period not exceeding three years, or both.

5.1.4 Competition risk

Jobstore Group operates in competitive industries which are subject to significant increasing competition from companies in the Asia Pacific region, through a combination of established organisations and new entrants to the market. See Section 2.9 for an overview of competition in the industries in which Jobstore Group operates. Jobstore Group cannot predict the timing and scale of its competitors’ actions or whether new competitors will emerge in the online recruitment advertising or human capital management markets.

Many existing competitors of Jobstore Group (such as Seek, Indeed, LinkedIn, ELMO and Deskera) are well established organisations with long standing reputations in the marketplace. Further, these potential competitors are, or are financially backed by, well-funded organisations. Those competitors could, with their industry knowledge and access to substantial funding, seek to directly compete with the Group’s business model.

The actions of existing competitors may become more focused on Jobstore Group’s specific sector of the market or become more effective. New competitors may enter the market. If the Group is unable to compete effectively, Jobstore’s financial performance and / or operating margins may suffer. Competitor action may cause Jobstore Group’s existing customer base to migrate to a new platform, which will in turn materially affect Jobstore’s ability to grow its revenues and profitability, and may reduce the value of an investment in Shares.

This risk cannot be controlled by the Company or the Directors. Jobstore Group will continue to conduct detailed market studies to understand its customers’ needs and will continue to enhance its products and services accordingly. The Group has developed a comprehensive marketing strategy aimed at establishing the Group’s brand and reputation.

5.1.5 Key personnel

The prospects of the Group depend, in part, on the entrepreneurial drive and business experience of key executives. These key personnel include both existing executive Directors. There can be no assurance that the Group will be able to retain these key personnel. The loss of a number of key personnel without replacement by, or the inability to recruit and retain, persons of similar technical skills and experience may have an adverse effect on the business. The proposed Listing in part seeks to place Jobstore Malaysia, being a controlled entity of a publicly listed company, in a better position to provide a more attractive career path for these key personnel in order to retain them.

The interests of the Company and certain executives, including the executive Directors and Jobstore Malaysia co-founder, Harvey Wong, are aligned by virtue of the fact that they hold Shares and are incentivised in respect of the Group’s performance. Details of these arrangements are set out in Sections 4.3 and 10.3.

5.1.6 Failure to scale up or commercialise

There is a risk that the Group’s current and future products launched and developed to the market may be unprofitable because they are not supported by sufficient market interest in a particular region (due to localised competition, cultural or other factors) and purchases or otherwise not adequately marketed and fail to sell. There is also a risk that the products waste operating costs or incurs operating costs earlier than necessary or greater than forecast. This risk is being mitigated by Jobstore Group’s focus on developing stronger sales and marketing teams in each jurisdiction in which it operates and further developing its product range, including by way of developing new, and upgrading existing, products. For further details in respect of Jobstore Group’s plans to grow its sales and marketing teams see Sections 3.5.1 and 3.5.2. For details on the Group’s research and development growth strategy see Section 3.5.3.
5.1.7 Growth management

Expansion of the Group’s business involves expanding its market share within Malaysia, Australia and Singapore. To achieve this, the Group must employ key staff to oversee regional expansion initiatives. There is a risk of a material adverse effect on the Group’s financial performance if it is not able to hire and retain the right people or manage its growth efficiently and effectively. Jobstore Group will look to mitigate this risk by retaining specialist local advisors to assist with business development and market penetration.

5.1.8 Additional capital requirements

The Group’s capital requirements depend on numerous factors. Subject to the Group’s ongoing ability to generate income from its operations, the Group may require further external financing in the future. Any additional equity financing will dilute shareholdings. Debt financing, if available, may involve restrictions on financing and operating activities. If the Group is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

5.1.9 Intellectual property protection

A substantial part of the Group’s success will depend on its ability to protect its own intellectual property rights and commercially sensitive information, and to operate without infringing third party intellectual property rights. Although the Group has:

(a). entered into intellectual property ownership and industry-specific non-disclosure arrangements with all staff and contractors to protect the Group’s intellectual property rights; and

(b). registered some of its trade marks,

no assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate the Group’s intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. The complex nature of technology and trade mark infringement can lead to expensive and lengthy disputes for which there can be no guaranteed outcome.

5.1.10 Limited operating history

The Company was established in May 2017. Its principal operating subsidiary, Jobstore Malaysia, has been in operation since 12 March 2015. For the financial year ending 30 June 2018, Jobstore Malaysia generated approximately $2,112,337 in revenue and a loss from continuing operations before income tax of approximately $1,006,977. See Section 7.3(a) for more information on the Company’s financial position.

If the Group fails to manage its operating costs or fails to realise on its revenue growth plan, there is a risk that the Group may incur future losses. This risk is mitigated in part by the strength of the Board and the Group’s management team, and the adoption by the Company of its business and growth plans. See Section 6.5 for more details on the Group’s management team and Section 3.5 for details of the Group’s growth strategy.
5.1.11 Brand establishment and reputation

Establishing and maintaining the Group’s brand in the online recruitment advertising and human capital management markets is critical to growing its customer base. If the Group fails to successfully establish and maintain its brand, its business and operating results could be adversely affected. This risk is mitigated by the Group’s increasing investment into its marketing capabilities and initiatives and into enhancing relationships with its job distribution partners to help build brand awareness.

The Company is aware of a website operating with the name ‘Jobstore’ in Melbourne. Given the similarity in business names, there is a risk that the Group’s brand could be confused with this ‘Jobstore’ brand and a risk of potential damage to the Group’s brand as a result of activities undertaken by this enterprise over which the Group has no control. The Company does not consider this website to be a genuine competitor to its brand or business.

5.1.12 Currency and foreign exchange

For the immediate future, revenue generated, and capital and operating costs incurred, by the Group will largely be denominated in RM. As the Group will be reporting its financial results in Australian dollars, it may be impacted by foreign exchange movements. To mitigate this risk, the Group is considering the implementation of a hedging policy.

5.1.13 Reliance on application platform providers and search engines

The Group relies, in part, on search engines to direct users and potential new customers to its products. The Group’s search result rank is largely outside of its control and competitors’ search engine procedures may result in their websites or applications receiving a higher search result ranking that the Group’s product. Should the Group’s brand or products fail to attract a high level of internet search ranking, direction of users or potential new customers to its products could be limited and its business and operating results could be adversely affected.

The Group also relies on application marketplaces, such as Apple’s App Store and the Google Play Store, to facilitate downloads of its products. Should any operators of applications platforms utilised by the Group make changes to limit or make more difficult use access to its products, the Group’s business and operating results may be affected.

Jobstore Group aims to mitigate this risk by implementing a comprehensive marketing strategy aimed at establishing the Group’s brand and reputation, thus driving job seekers directly to the Jobstore website and reducing the Group’s reliance on third party websites.

5.1.14 Loss of customers

There is a risk that consumer preferences for, and / or behaviours with respect to, online recruitment advertising and human capital management related technology and software will change or evolve such that demand for the Group’s products is reduced. The loss of customers would have an adverse impact on the revenue and financial position of the Group. Although the Group does not depend on any particular customer or group of customers as a material source of revenue, the Group is still at the growth stage of its business. As such, a loss of a material number of customers may have an adverse impact on the revenue and financial position of the Group.

5.1.15 Technology displacement

The Group’s business is based largely on the technology and software comprising the Recruitment Platform and the HCM Platform. As with all information technology and software products, there is a risk that this technology and / or software may be superseded or displaced in the market by new technology offerings or software which customers perceive have advantages over the Group’s offerings. This risk is mitigated by the Group’s continued and increasing investment in research and development of its current product suite and new product development.
5.1.16 Platform disruption and impairment

The Recruitment Platform and the HCM Platform rely on IT infrastructure. Any fault, corruption, interruption, or impairment to this infrastructure (including by viruses or hackers) could impair the ability for the Group to continue normal transaction processing.

The Group’s mitigation strategies include:

(a). ongoing and repetitive backup, maintenance and restoration procedures;

(b). hosting the Recruitment Platform using the cloud computing and webhosting services provided by Amazon Web Services, which features multiple independent data centres utilising state of the art build-in firewalls, automatic back-up and disaster recovery features, automatic security updates and SSL and HTTPS security protocols;

(c). regular internal training, education and continuous monitoring to maintain best practice procedures in data security and hacker attack protection;

(d). software used to detect, redirect and block attacks from servers, ensuring all traffic is redirected to a separate server before reaching the Recruitment Platform and HCM Platform; and

(e). disaster recovery plans and escalation procedures, including external ‘penetration tests’ to verify the Recruitment Platform’s security measures.

Although the Group has strategies and technology in place to minimise such disruption or attacks, these strategies may not be successful. Continuous advancements in hacker technology and methods do require the Group to continuously test, update and audit the deployed hacker prevention strategies. Unavailability of the website, the loss or corruption of data, the impairment of software or the inability to process transactions could lead to a loss of revenues for the Group. Further, it could hinder the Group's ability to retain existing customers or attract new customers, which would have a material adverse impact on the Group's growth.

5.1.17 Programming errors

The Group’s products contain complicated programming and the Group’s objectives are to quickly develop and launch its products. Jobstore Group’s products may therefore contain, now or in the future, errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered could result in (amongst other consequences) damage to the Group’s brand, loss of users, loss of platform partners, falls in revenues or liability for damages, any of which could adversely affect the Group’s business and operating results.

5.1.18 Data breach and privacy

The Group maintains an extensive and highly confidential database of users and customers’ information and data. Interactions with users and customers are recorded on the database, with such information available across the Group. The provision of secure and reliable information storage and processing services is integral to the business and operations of the Group.

Whilst the Group complies with laws and follows best practice in relation to privacy and data protection, security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise risks, there is no guarantee that the implementation of such precautions will be sufficient to prevent data security breaches and information being compromised or misused. Any disruption to or compromise of the integrity or security of the database would have a detrimental impact on the way the Group conducts its day-to-day business. Potential implications in relation to data breaches and breaches of privacy data held on the Recruitment Platform and HCM Platform could be significant.

To mitigate this risk, the Group has taken out a Cyber Defence Insurance Policy which covers the Group in the event of privacy breaches, system damage, business interruption, and computer viruses.
5.1.19 Political, economic and social reforms in Malaysia

Malaysia has recently had a change of government, which may give rise to changes in government regulation and policy affecting Jobstore Malaysia. This risk cannot be controlled by the Company or the Directors.

There is no assurance that any change that occurs as a result of political, economic or social reforms in Malaysia will have a positive effect on Malaysia’s economic development or that the Group’s operating companies will benefit from or will be able to capitalise on these reforms.

Any negative impacts may disproportionately affect Jobstore Group given the relative size of Jobstore Malaysia’s business operations to the Group.

5.1.20 Country risk and foreign operations

There are risks associated with operating in foreign countries such as Malaysia and Singapore. Country risks include exchange rate risk, economic risk, sovereign risk, political risks and transfer risk.

The Group’s operating results and financial conditions are susceptible to changes in Malaysia’s political, economic and social conditions, as the majority of the Group’s revenue will be derived from Jobstore Malaysia.

There can be no guarantee that government regulations in Malaysia, Singapore or Australia, in particular in relation to foreign investment, repatriation of foreign currency, taxation and the regulation of the recruitment industry, will not be amended in the future to the detriment of the Group’s business. Costs of compliance with laws and regulations in Malaysia, Singapore and Australia may vary from current estimates.

5.1.21 Repatriation of dividends

Malaysia does not impose withholding tax on dividends paid by Malaysian tax resident companies to foreign shareholders. As such, dividends from Jobstore Malaysia to Jobstore Australia will not be subject to Malaysian withholding tax.

Further, Subdivision 768-A of the Income Tax Assessment Act 1997 (Cth) (ITAA 1997) provides that an equity distribution received by an Australian corporate tax entity from a foreign company is non-assessable non-exempt (NANE) income in certain circumstances. For the distribution to be NANE income, the Australian corporate tax entity must (amongst other things) have a direct or indirect participation interest in the foreign company, the sum of which is at least 10%. Given Jobstore Malaysia will become wholly owned by Jobstore Group, dividends received by Jobstore Group from Jobstore Malaysia are NANE income and therefore not taxable in Australia.

Under the current Foreign Exchange Administration Notices issued by Bank Negara Malaysia, non-residents are free to repatriate any amount of funds in Malaysia at any time, including capital, divestment proceeds, profits, dividends, rental, fees and interests arising from investment in Malaysia, subject to the applicable reporting requirements. In the event Bank Negara Malaysia introduces additional restrictions in the future, it may affect Jobstore Group’s ability to repatriate dividends or distributions, if any, from Jobstore Malaysia.
5.1.22 Emerging market risk

Pursuant to ASIC’s Report 368, ‘Emerging Market Issuers,’ (Report 368) and Report 521 ‘Further Review of Emerging Market Issuers’ (Report 521), the Company may be classified as an emerging market issuer, being an entity which has:

(a) material assets located in, or a revenue stream derived from operations in, an emerging market;

(b) subsidiaries incorporated in and / or listed in an emerging market;

(c) lack of liquidity with emerging market securities; and

(d) directors and senior management based offshore in an emerging market.

In Report 368 and Report 521, ASIC identified risks associated with identification as an emerging market issuer, including implementation of good corporate governance in light of a geographically scattered board of directors and implementing effective internal controls and risk management systems where operations are geographically diverse.

ASIC also noted that reliance on a small number of key individuals located outside Australia may raise the risk of substantial transactions benefiting those individuals. Finally, ASIC noted that it may be difficult for external professionals, such as auditors, to verify information or opinions provided by experts or professionals in an overseas jurisdiction.

The Company intends to mitigate this risk by:

(e) verifying and robustly testing the reliability of the information it uses and discloses. However, it may be difficult to fully assess the sufficiency and appropriateness of information provided.

(f) implementing best-practice corporate governance, internal controls and risk management systems. Although some members of the Board are based in Malaysia, others are based in Australia. All are English speaking and intend to travel when needed to ensure compliance with the Company’s policies and procedures; and

(g) tailoring its compliance arrangements to address this risk.

5.1.23 Enforcement of contracts in foreign jurisdiction

Each of Jobstore Malaysia and Jobstore Singapore has entered into contracts which are material to Jobstore Group’s business and are governed by the laws of Malaysia and Singapore, respectively. Should a contract dispute result in court action or should either Jobstore Malaysia or Jobstore Singapore be in a position to require the enforcement of contractual provisions, the procedure in courts and enforcement of judicial decisions in the applicable jurisdiction may be different and more costly to that in Australia.

5.1.24 Entering new markets

In addition to Australia and Singapore, the Group intends to expand its opportunities into additional overseas markets in due course. The Group’s ability to grow and enter new markets may involve certain barriers to entry, such as language, cultural and regulatory hurdles, and the need to make additional investment in the Recruitment Platform and HCM Platform to adapt the technology for local market usage.

Jobstore Group will look to mitigate this risk by conducting extensive due diligence and studies in these new markets and retaining specialist local advisors.
5.1.25 Acquisitions and investments

As part of its growth strategy, the Group may from time to time undertake acquisitions of, or significant investments in, complementary companies, technology or prospects in Malaysia, Singapore, Australia or other countries. To the extent that the Group grows through acquisition, the Company will face operational and financial risks commonly encountered with such a strategy, including, but not limited to, risks associated with:

(a). negotiating and execution of the acquisition or investment;
(b). continuity or assimilation of operations and personnel;
(c). diversion of the Group’s limited management resources; and
(d). the impact on relationships with employees and customers of the acquired business as a result of changes in ownership and management.

In addition, depending on the type of transaction, it may take a significant period of time to completely realise the full benefit of any such acquisition or investment.

As at the Prospectus Date, the Company has not identified any targets for acquisitions or investment. The acquisition of, or investment in, any such targets, once identified, would be subject to a process of due diligence investigation, negotiation, execution, completion and integration, any one or more of which may not successfully occur.

5.1.26 Covenants

Jobstore Malaysia obtained a financial grant from Cradle Fund of up to RM500,000 (approximately $167,577) pursuant to the Funding Agreement dated 21 September 2015. In the event where Jobstore Malaysia:

(a). makes a revenue or secures further investment from third parties of not less than RM2,500,000 (approximately $837,885) and makes profit after tax of at least RM300,000 (approximately $100,546); or
(b). sells its business together with its intellectual property rights for a consideration of not less than RM2,500,000 (approximately $837,885) within 36 months from 21 September 2015,

the financial grant will be converted into a partial grant whereby Jobstore Malaysia will be required to repay Cradle Fund 50% of the actual amount disbursed together with the administrative fee of RM10,000 (approximately $3,351) or a smaller sum at the discretion of Cradle Fund. If the events in (a) and (b) above occur after the expiry of 36 months from 21 September 2015 (being 21 September 2018), then the actual amount disbursed by Cradle Fund may, at Cradle Fund's discretion, be fully converted into a gratuitous grant. According to Jobstore Malaysia, the financial grant has been fully utilised and disbursed and repayment to Cradle Fund is not required. The repayment provisions under the Funding Agreement may be triggered in the future.
5.1.27 Government incentives

On 18 July 2017, Jobstore Malaysia was awarded the Multimedia Super Corridor (MSC) Status by the Government of Malaysia through Malaysia Digital Economy Corporation Sdn. Bhd. (MDEC). MSC Status entitles Jobstore Malaysia to certain incentives, rights and privileges from the Government of Malaysia, as set out in the MSC Malaysia Bill of Guarantees, including:

(a) world-class physical and information infrastructure;
(b) employment of local and foreign knowledge workers;
(c) freedom of ownership by exempting companies with MSC Status from certain local ownership requirements;
(d) flexibility to source capital and funds globally;
(e) financial incentives, such as the Pioneer Status Incentive discussed below; and
(f) globally competitive telecommunications tariffs.

It is of note that the above incentives, rights and privileges are subject to the requirements of other laws and regulations of Malaysia. The Government of Malaysia has also highlighted that the actual provision of such incentives, rights and privileges will be dependent upon a range of factors and parties (both public and private).

Under the conditions of the MSC Status award, Jobstore Malaysia must relocate the operation of its qualifying activities to designated premises within a MSC Malaysia Cybercity / Cybercentre that has a minimum office space of 12,000 square feet within six months of 18 July 2017. Although Jobstore Malaysia’s office is located within a recognised MSC Malaysia Cybercity / Cybercentre, it does not fulfil the minimum office space requirement of 12,000 square feet. Jobstore Malaysia sent a letter to MDEC on 5 April 2018 that sought a waiver of the condition until 31 December 2020. As at the Prospectus Date, a reply from MDEC has not be received. As such, Jobstore Malaysia is in breach of the approval conditions for its MSC Status and this may result in its MSC Status being revoked at any time.

If the MSC Status is revoked, Jobstore Malaysia will not be able to enjoy the incentives, rights and privileges of a MSC Status company as set out in this Section.

On 18 July 2017, the Government of Malaysia (through MDEC) approved Jobstore Malaysia’s application for the Pioneer Status Incentive (PSI) in which Jobstore Malaysia may enjoy a 100% exemption on taxable statutory income in respect of MSC Malaysia qualifying activities for a period of up to ten years (renewable after the expiry of the first five years, subject to compliance with terms and conditions and relevant laws). Under the terms of the PSI award, Jobstore Malaysia must submit an application to MDEC to obtain a Pioneer Status Certificate within 24 months from the date of the award letter, being 17 July 2019. As at the Prospectus Date, Jobstore Malaysia had yet to submit its application to MDEC for a Pioneer Status Certificate, although it intends to do so in August 2018. In the event Jobstore Malaysia fails to submit its application to MDEC by 17 July 2019, MDEC may revoke the PSI awarded to Jobstore Malaysia. There is no guarantee that the Pioneer Status Certificate will be granted as it is subject to prevailing policies of the Government of Malaysia.

If the PSI is revoked, Jobstore Malaysia will not be able to enjoy the incentives provided under the PSI.

5.2 Risks specific to an investment in Jobstore

5.2.1 Liquidity risk

There can be no guarantee that an active market in the Shares will develop. The market for the Shares may be illiquid. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any time. This may increase the volatility of the market price of the Shares and may prevent investors from acquiring more Shares or disposing of Shares they acquire under the Offer.

It may also affect the prevailing market price at which the Shareholders can sell their Shares. This may result in Shareholders who acquire Shares under the Offer receiving a market price for their Shares that is less or more than the offer price.
5.2.2 Concentration of ownership

On completion of the Offer, Anping (Anson) Wang and Yong Wen Tsae (who are related parties of the Company and associates of each other, will (assuming they do not participate in the Offer in respect of which they have no current intention), will hold between 63.67% (if the Maximum Subscription is achieved) and 66.39% (if the Minimum Subscription is achieved) of the Company’s issued Shares. These securities may be classified as restricted securities under the Listing Rules and escrowed for a period of up to 24 months from the commencement of quotation. The absence of any sale of Shares by Anping (Anson) Wang and Yong Wen Tsae (and other Shares that are classified as restricted securities under the Listing Rules) during the escrow period may cause or contribute to limited liquidity in the market for the Shares.

The concentration of ownership may also discourage, delay, or prevent a change in control of the Company, which would deprive Shareholders an opportunity to receive a premium for their Shares as part of a sale of the Company and might reduce the price for the Company’s Shares. The concentration of ownership means the Company is controlled by Anping (Anson) Wang and Yong Wen Tsae.

5.2.3 Location of Directors, management, assets, and operations

While the Company is incorporated in Australia, Jobstore’s executive Directors and management, and the Group’s main assets and operations are located in Malaysia. As a result, reporting to Shareholders and the market (through continuous and periodic disclosure) may be less reliable, and it will be more difficult for Shareholders to pursue any claims against the Company and / or its Directors and management.

To mitigate risks associated with compliance with continuous disclosure obligations, the Board proposes to implement efficient and robust internal controls, including adopting the ASX Corporate Governance Council’s recommendations on risk management and internal controls. See Section 6.7 for more information on the Company’s governance policies.

5.2.4 Potential variability in dividend payments

The payment of future dividends by the Company is at the discretion of the Directors and having regard to factors the Directors may consider relevant at the time and may include the operating results and financial condition of the Group, general business conditions, potential strategic growth opportunities, future funding requirements, capital management initiatives, taxation considerations including the level of franking credits available and any contractual, legal or regulatory restrictions imposed including under the Corporations Act on the payment of dividends by the Company.

The commencement of franking of dividends will depend on the amount of tax payable by the Company. As the Group currently derives most of its revenue and potential profits in Malaysia, there will be no franking credits to Australian residents. There can be no assurance that the Group will achieve profitability in the future and be able to pay dividends. No assurances can be given by any person, including the Directors, about the payment of any dividend and the level of franking on any such dividend. The ability of the Company to repatriate dividends from its foreign operating entities to Shareholders is subject to various risks, as identified in this Section.

5.3 General Risks

In addition to the specific risks associated with the Company and the Group’s existing and proposed operations, there are also general risks associated with an investment in shares.

5.3.1 Economic risk

Changes in the general economic climate in which the Group operates may adversely affect its financial performance. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Group, the rate of growth of the gross domestic product in the markets where it operates, interest and exchange rates and the rates of inflation.

If the Malaysian, Singaporean or Australian economies do not continue to grow or if any of them slows materially, stops growing or goes into recession, there may be a diminished market for the Group’s services. This may have a material adverse effect on the performance and profitability of the Group.
5.3.2 Risk of shareholder dilution

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

5.3.3 Changes in legislation and government regulation

The introduction of new legislation or amendments to existing legislation and regulations by governments, and the decisions of courts and tribunals, can impact adversely on the operations and, ultimately, the financial performance of the Group. Financial and economic changes such as changes in both monetary and fiscal policies, import regulations and tariffs, taxation, methods of taxation and currency exchange could affect the profitability of the Group and adversely affect the return to Shareholders.

5.3.4 Investment in securities

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

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

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

5.3.5 Force majeure

Events may occur within or outside the markets in which the Group operates that could impact on the global, Australian, Singaporean and Malaysian economies, the operations of the Group, and the market price of Shares. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Group’s services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

5.3.6 Unforeseen risks

There may be other risks which Directors or management of the Company are unaware of at the time of issuing this Prospectus, which may impact on the Company, the Group’s operations and / or the valuation and performance of the Shares.

5.3.7 Combination of risks

The Company may be subject to a combination of risks, including any of the risks outlined in this Section 5, which could affect the performance valuation, financial performance and prospects of the Company.

5.3.8 Taxation

The acquisition and disposal of Shares will have tax consequences which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally. See Section 10.11 for a summary of tax issues.
6.0 DIRECTORS AND CORPORATE GOVERNANCE
6.1 Directors

Jobstore’s Board comprises four members consisting of two executive directors and two independent non-executive directors. Information regarding the Directors, including their positions and expertise, is set out below:

(a). **Mr Alan Beasley** (appointed 23 October 2017) - Independent non-executive chairman

Mr Beasley has worked in the Investment Banking and Investment Management industries for over 30 years, including with Bankers Trust Australia, Goldman Sachs Asset Management, and BNP Paribas Asset Management Ltd. His last two positions were as Managing Director and Australian Country Head. Mr Beasley has acted a director of several listed and unlisted public and private companies, including two public charities. He is also a former member of the ASX listing appeals committee.

He is currently the managing director of Hudson Investment Group Ltd (ASX : HGL), non-executive chair of Esperance Minerals Ltd (ASX : ESM) and AFT Corporation Ltd (ASX : APT), and founding chair and current non-executive director of The Hydroponics Company Ltd (ASX : THC).

Mr Beasley is a Certified Practicing Accountant (CPA), Fellow of the Governance Institute of Australia, and a Fellow of the Australian Institute of Company Directors.

The Board considers Mr Beasley to be free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of Mr Beasley’s judgement. Mr Beasley is considered to be an independent Director for the purposes of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd edition).

(b). **Anping (Anson) Wang** (appointed 19 May 2017) - Managing Director of Jobstore and Chief Executive Officer of Jobstore Malaysia

Mr Wang is the Chief Executive Officer and co-founder of Jobstore Malaysia. He has over 10 years’ experience as an entrepreneur in the advertising industry in Malaysia, Singapore, China and the United States.

Prior to founding Jobstore Malaysia, Mr Wang founded Recruitmap.com, the first vertical job search engine in South-East Asia, where he served as Chief Executive Officer from 2006 to 2009. That company was sold to Monster.com in 2008. In 2010, he founded Jouku.com, a cloud application company which was sold in 2012 for US$8 million.

Mr Wang started Jobstore Malaysia in 2014 and is involved in the overall strategic direction of the Group.
(c). Yi Chin (Annie) Wang ³³ (appointed 23 October 2017) - Executive Director of Jobstore and Chief Operating Officer of Jobstore Group

Ms Wang is the Chief Operations Officer of Jobstore Group. Prior to joining Jobstore, Ms Wang worked as the General Manager for a renowned Thai fashion retailer for nine years. She was hired to set-up the business in Malaysia. Ms Wang managed to grow the company’s business to hundred millions in sales turnover.

Her core responsibility was in business expansion and strategic planning, liaising with the top shopping malls to secure strategic locations for different fashion brands. In her nine-year tenure, Ms Wang rolled-out 19 stores at various shopping malls in Malaysia. Ms Wang and her team also supported the initial set-up for boutique operations and warehouse logistics for the retailer in Singapore. Ms Wang worked closely with local fashion media for product launching, fashion shows and workshops. She was the Fashion Buyer and Planner for each season’s launch, planning the ‘Open To Buy’ budget for all brands, working closely with fashion designers to select the best collections for boutiques.

(d). Shirley Liew (appointed 23 October 2017) - Independent non-executive Director

Ms Liew is a professional non-executive director. Shirley has been appointed to the Board as an independent non-executive Director. Ms Liew is a Sydney-based Australian resident.

She has over 25 years’ experience in international, listed and world class organisations in Australia, United Kingdom and across Asia. She has held senior commercial finance roles and lead advisory/audit partner roles in top tier chartered accounting firms, including Grant Thornton and Ernst & Young. Ms Liew is a Fellow of the Australian Institute of Company Directors, Taxation Institute of Australia and CPA Australia, and has a BBus from Edith Cowan University and an MBA from Leicester University.

Ms Liew currently serves on a number of advisory boards and is chair and non-executive director of Outset Group (AmberTiles Franchise) as well as both non-executive director and committee chair for audit, finance and risk for each of Lantern Hotels Group Limited, AmberGroup Australia Limited, Hunter United Credit Union Limited and Bridge Housing Limited. Ms Liew is also a director of ASX-listed Bellamy’s Australia Limited. Ms Liew serves as independent advisor and member of various audit and risk committees including Transport NSW Trains and NSW Health Local Health Districts of Nepean Blue Mountains.

Ms Liew brings extensive experience in audit, governance and risk management across a range of industries especially in the professional and services industry. Ms Liew also has global experience working in multiple countries including in Australia, United Kingdom and across Asia.

The Board considers Ms Liew to be free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of Ms Liew’s judgement. Ms Liew is considered to be an independent Director for the purposes of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (3rd edition).

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³³ Anping (Anson) Wang and Yi Chin (Annie) Wang are not related to each other.
6.2 Directors’ Holdings

(a). As at the date of this Prospectus, the Directors’ interests in Shares of the Company are as follows:

<table>
<thead>
<tr>
<th>Directors</th>
<th>Directly Held</th>
<th>Indirectly Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alan Beasely</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Anping Wang</td>
<td>10,863,000</td>
<td>97,767,000</td>
</tr>
<tr>
<td>Yi Chin Wang</td>
<td>592,879</td>
<td>Nil</td>
</tr>
<tr>
<td>Shirley Liew</td>
<td>Nil</td>
<td>250,000</td>
</tr>
</tbody>
</table>

1. Anping (Anson) Wang holds 20,000 ordinary shares in Jobstore Malaysia. Jobstore has entered into a Share Sale Agreement with Mr Wang whereby Jobstore has agreed to purchase Mr Wang’s 20,000 ordinary shares in Jobstore Malaysia and will issue Mr Wang 10,863,000 Shares as consideration. See Section 4.1 for more information on the Share Sale Agreement.

2. Mr Wang’s wife, Yong Wen Tsae, holds 180,000 ordinary shares in Jobstore Malaysia. Jobstore has entered into a Share Sale Agreement with Ms Tsae whereby Jobstore has agreed to purchase Ms Tsae’s 180,000 ordinary shares in Jobstore Malaysia and will issue Ms Tsae 97,767,000 Shares as consideration. See Section 4.1 for more information on the Share Sale Agreement.

3. Yi Chin (Annie) Wang holds 36,600 RCPS. Jobstore has entered into a Share Sale Agreement with Ms Wang whereby Jobstore has agreed to purchase the 36,600 ordinary shares in Jobstore Malaysia (to be issued on conversion of Ms Wang’s 36,600 RCPS and will issue Ms Wang 92,879 Shares as consideration. See Section 4.1 for more information on the Share Sale Agreement. Further, Ms Wang has subscribed for 500,000 Shares to be issued by Jobstore to certain Jobstore Malaysia employees. See Section 4.3 for more information for details of the Subscription Letter Agreements.

(b). Following completion of the Share Sale Agreements and Offer, and assuming no participation in the Offer by Directors, the Directors’ interests in Shares of the Company will be as follows:

<table>
<thead>
<tr>
<th>Directors</th>
<th>Directly Held</th>
<th>Indirectly Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alan Beasely</td>
<td>250,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Anping Wang</td>
<td>10,863,000</td>
<td>97,767,000</td>
</tr>
<tr>
<td>Yi Chin Wang</td>
<td>592,879</td>
<td>Nil</td>
</tr>
<tr>
<td>Shirley Liew</td>
<td>Nil</td>
<td>250,000</td>
</tr>
</tbody>
</table>

1. 250,000 Shares will be issued to each of Mr Beasley and Phoenix Patch Holdings Pty Ltd ACN 618 111 514 as trustee for Siawnee No 1 Trust (as nominated by Ms Liew) as part of their letters of appointment. See Sections 6.3(c) and 6.3(d) for more information.

2. This excludes 67,500,000 Performance Shares to be issued to Anping (Anson Wang) in accordance with the terms of the Share Sale Agreement. See Sections 4.1 and 10.3.

As at the Prospectus Date, the Directors do not intend to participate in the Offer.
6.3 Contracts with Related Parties

(a) Executive service agreement – Anping (Anson) Wang

On 13 July 2018, Jobstore Malaysia entered into an executive services agreement for the appointment of Mr Wang as Chief Executive Officer of Jobstore Malaysia. Commencing from Listing, Mr Wang will receive total remuneration of $250,000 (inclusive of $36,000 pursuant to a letter of appointment dated 3 July 2018) per annum as Chief Executive Officer and all reasonable expenses incurred by him in performance of his duties will be reimbursed. The agreement is subject to the laws of Malaysia.

Mr Wang is also party to a Share Sale Agreement whereby he will be issued 10,863,000 Shares upon satisfaction of certain conditions. See Section 4.1 for more information.

The Company has entered into a letter of appointment with Mr Wang for his appointment as an executive Director of the Company.

(b) Executive service agreement – Yi Chin (Annie) Wang

On 13 July 2018, Jobstore Malaysia entered into an executive services agreement for the appointment of Ms Wang as Chief Operations Officer of Jobstore Malaysia. Commencing from Listing, Ms Wang will receive total remuneration of $125,000 (inclusive of $36,000 pursuant to a letter of appointment dated 10 July 2018) per annum as Chief Operations Officer and all reasonable expenses incurred by her in performance of her duties will be reimbursed. The agreement is subject to the laws of Malaysia.

Ms Wang is also party to a Subscription Letter Agreement whereby she will be issued 500,000 Shares upon satisfaction of certain conditions. See Section 4.3 for more information.

The Company has entered into a letter of appointment with Ms Wang for her appointment as an executive Director of the Company.

(c) Non-executive letter of appointment – Alan Beasley

On 10 October 2017, the Company entered into a Non-Executive letter of appointment with Mr Beasley for his appointment as a Non-Executive Director of the Company effective from 16 October 2017. Under the appointment Mr Beasley is entitled to director fees of $60,000 per annum and upon successful Listing, a one-time bonus of 250,000 Shares for nominal consideration, subject to the terms of the Subscription Letter Agreement (see Section 4.3 for more information).

(d) Non-executive letter of appointment – Shirley Liew

On 10 October 2017, the Company entered into a Non-Executive letter of appointment with Mrs Liew for her appointment as a Non-Executive Director of the Company effective from 16 October 2017. Under the appointment Ms Liew is entitled to director fees of $60,000 per annum and upon successful Listing, a one-time bonus of 250,000 Shares (which will be held by Phoenix Patch Holdings Pty Ltd ACN 618 111 514 as trustee for Siawnee No 1 Trust ) for nominal consideration, subject to the terms of the Subscription Letter Agreement (see Section 4.3 for more information).

(e) Deeds of access, indemnity and insurance

Each of the Directors and the Company has entered into a deed of access, indemnity and insurance.
6.4 Remuneration of the Directors and their Related Entities

Benefits paid to the Directors in the previous two years prior to the date of this Prospectus and the remuneration the Directors will be paid by the Company are as follows:

<table>
<thead>
<tr>
<th>Directors</th>
<th>Annual Director’s fee</th>
<th>Wages, salaries and/or bonuses</th>
<th>Benefits paid in the previous two years</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alan Beasely</td>
<td>$60,000</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Anping Wang</td>
<td>$36,000</td>
<td>$214,000</td>
<td>Nil</td>
</tr>
<tr>
<td>Yi Chin Wang</td>
<td>$36,000</td>
<td>$89,000</td>
<td>$102,222</td>
</tr>
<tr>
<td>Shirley Liew</td>
<td>$60,000</td>
<td>Nil</td>
<td>Nil</td>
</tr>
</tbody>
</table>

1. The Company has entered into non-executive letters of appointment with these Directors. See Sections 6.3(c) and 6.3(d) for more information.

2. In addition to the executive services agreements outlined in Sections 6.3(a) and 6.3(b) above, the Company has entered into letters of appointment with these Directors.

A Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.
6.5 Management and Consultants

a). Daniel Smith – Company Secretary (appointed 19 May 2017)

Mr Smith holds a BA, is a member of AICD & GIA, and has in excess of 10 years primary and secondary capital markets expertise. As a director of Minerva Corporate, he has advised on and been involved in over numerous IPOs, RTOs and capital raisings on the ASX and ASX. His focus is on corporate governance and compliance, commercial due diligence and transaction structuring, as well as ongoing investor and stakeholder engagement.

Mr Smith is currently a director and company secretary of ASX and AIM-listed Europa Metals Ltd and ASX-listed Lachlan Star Limited and HIPO Resources Limited, and is Company Secretary for Taruga Minerals Limited, Love Group Global Ltd, and Vonex Limited.

b). Harvey Wong – Co-Founder & Head of Engineering (employed Jobstore Malaysia)

Mr Wong holds a degree in Computing and Information System from the University of Nottingham. Mr Wong has worked as a software developer since 2010. He co-founded Jobstore Malaysia and has worked as an engineering lead designing, building and managing Jobstore Group’s technical foundation. Mr Wong continues to develop and manage the Group’s information technology team operations, and his previous studies in A.I and machine learning helps to lead the product development that powers the Group’s HCM Platform.

c). Bee Choo (Julia) Tan – Chief Financial Officer (employed by Jobstore Malaysia)

Ms Tan has more than 19-year record of experience in financial planning and analysis, corporate finance, business partnering, acquisition due diligence, budgeting and forecasting, audit and internal controls, and designing efficient financial systems and processes.

Prior to joining Jobstore Malaysia, Ms Choo was the vice president of finance for FOMEMA Sdn Bhd, from 2014 to 2017. Ms Choo was also head of corporate services for the Federation of Investment Managers Malaysia from 2010 to 2013 and head of finance for Hwang DBS Investment Management Berhad from 2007 to 2010.

Ms Choo is a Chartered Accountant with the Malaysia Institute of Accountants. She is also a Fellow Member of the Association of Chartered Certified Accountants United Kingdom.

d). Noor Azillah Sabar - Chief People Officer (employed by Jobstore Malaysia)

Noor Azillah Sabar is the Chief People Officer and responsible for overall full spectrum of HR functions, providing strategic and operational guidance and expertise to the Management team in ensuring the organisation achieves its goals. She brings with her over 20 years of human resources experience as a HR generalist and practitioner, formulating and managing the processes and policies in the areas of staffing, employee’s performance, talent management and retention, compensation, HR administration, labour relations, work organisation, culture and environment.

She studied Human Resources Management and is well-versed in the Malaysian Employment Laws and Industrial Relations Act. As an experienced HR practitioner in the unionized industry, she was appointed as a panel member of the Industrial Court of Malaysia by the Ministry of Human Resources. Azillah was a Malaysian delegate appointed by the Malaysian Employers Federation to participate in an international HR program organised by The Overseas Human Resources and Industry Development Association (HIDA) in Tokyo, Japan. She is also a Certified Neuro-Linguistic and Time Line Therapy Practitioner.

e). Susan Lim Kah Wai – Head of Products (employed by Jobstore Malaysia)

Ms Lim holds a first class honours degree in computer science from Staffordshire University. Prior to joining Jobstore Malaysia, Ms Lim worked as chief technology officer at AladdinStreet.com, a leading B2B and B2C e-market place platform provider focussing on halal and premium products. Ms Lim is experienced in team, project and product management.
6.6 **No other Directors Interests**

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the Prospectus Date, or held at any time during the last two years before the Prospectus Date, any interest in:

(a). the formation or promotion of the Company; or

(b). any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or

(c). the Offer; and

(d). no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

(e). to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or

(f). for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.
6.7 Corporate Governance Statement

The Board of Jobstore is cognisant of the need for a well-articulated and robust corporate governance framework and believes that good corporate governance is essential to the preservation and enhancement of Shareholder value. The Board believes that the success of the business is strengthened by implementing clearly articulated policies to enhance accountability, efficiency and the reliable measurement of performance.

The Board has adopted a Board Charter (Charter), which sets out the key corporate governance principles and procedures of Jobstore. The Charter and other corporate governance documents are available on the Company’s website at www.jobstoregroup.com.au. These key documents will be kept under review by the Board and amended from time to time.

The Charter and the other governance measures adopted reflect the Board’s endorsement of the recommendations contained in the ASX Corporate Governance Council’s Principles and Recommendations, 3rd edition, 2014 (Principles). Those Principles marked with a ‘v’ either have not been fully implemented or are to be addressed during the FY2019 reporting year. The commentary addresses the reasons for the departure from the requirements.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1. The Board has outlined in its Charter, its roles and responsibilities and has established a clear distinction between its functions and those delegated to management.

1.2. Appropriate checks including criminal record checks have been carried out on all Board members prior to their appointment. The Company will provide Shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director at future general meetings.

1.3. All Directors and senior executives have a written agreement with the Company setting out the terms of their appointment.

1.4. The Company Secretary is accountable directly to the Board, through the Chairman on all matters to do with the proper functioning of the Board.

1.5. The Board has adopted a Diversity Policy (a copy of which is on the Company’s website). The Diversity Policy requires the Board to set measurable objectives for obtaining gender diversity. The Board has not yet set measurable objectives but intends to review the diversity statistics within the Company and use those measures to formulate measurable objectives.

1.6. At least once per year the Board will, with the advice and assistance of the remuneration and nomination committee (RNC), review and evaluate the performance of the Board, each Board committee and each individual Director against the relevant charters, corporate governance policies, and agreed goals and objectives.

1.7. Performance reviews for executive Directors and senior management will take place at least annually. The RNC has accountability in its Charter to oversee these reviews and report to the Board on their outcomes. The Company intends to ensure the appropriate disclosures in the remuneration report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.
PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

2.1. Given the size of the Company and the nature of its activities, the Board members are also members of the RNC. As such the RNC is comprised of two executive Directors and two non-executive Directors. The charter for the RNC is available on the Company’s website.

2.2. In establishing the Board of Jobstore, regard was had to the skills and expertise required of the Directors relevant to Jobstore’s business, its listing in Australia and operations in Malaysia, Singapore and Australia. Directors with the desired skills and expertise were carefully selected for appointment to the Board.

2.3 & 2.4. The Board Charter sets out the criteria adopted by the Board for considering if a Director is independent. The Board is currently comprised of four members, two of whom are independent. Mr Alan Beasley and Mrs Shirley Liew are considered independent as none of them has a material shareholding in the Company or is an advisor or supplier to the Company or has any other material contractual relationship with the Company other than their position as a Director.

2.5. The Board recognises the recommendation that the chairman should be an independent non-executive Director. Mr Alan Beasley is the independent non-executive chairman of the Company.

2.6. The non-executive Directors have had an extensive induction into the business of the Company prior to accepting their appointment and have received continuing information on the Company and its operations since being appointed. Directors are also given access to continuing education in relation to the Company extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

3.1. The Board has adopted a code of conduct applicable to all Directors, senior executives and employees, a copy of which is disclosed on the Company’s website.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

4.1. Given the size of the Company and the nature of its activities, the Board members are also members of the Audit and Risk Committee (ARC). As such the audit and risk committee is comprised of two executive Directors and two non-executive Directors. The qualifications of the members of the audit and risk committee are set out in the Prospectus in Section 6.1.

A copy of the audit and risk committee’s charter is on the Company’s website.

4.2. As a disclosing entity, the Board of Jobstore has been approving the Company’s financial statements for a financial period and accordingly has been receiving relevant declarations from the CEO and CFO in respect of the financial records of the Jobstore. It is the intention of the Board that these declarations will continue to be required for both the half-year and full-year results and this fact has been communicated to both the CEO and CFO.

4.3. The Board intends to invite its external auditor to attend the annual general meeting and is available to answer questions from security holders relevant to the audit.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

5.1. The Board has established a written continuous disclosure policy to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues arose during the course of the meeting. The continuous disclosure policy is on the Company’s website.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS

6.1 Jobstore has established a website which provides information about the Jobstore group of companies, Directors and executives, key governance policies and other information relevant to its investors. The website will be a key communication tool between the Company and the Shareholders.

6.2 Jobstore has not yet designed and implemented an investor relations program to facilitate effective two-way communication with investors, however, the Board recognises its importance and will put in place a tailored program following Listing.

6.3 The Board has adopted a Shareholder Communication Policy and will provide Shareholders with opportunities to have questions addressed at Shareholder meetings, irrespective of whether the Shareholder is able to attend. A copy of the Shareholder Communication Policy is on the Company’s website.

6.4 All Shareholders of Jobstore will be able to communicate with the Company and its share registry electronically and in fact this method of communication is encouraged.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

7.1 Given the size of the Company and the nature of its activities, the Board members are also members of the ARC. As such the ARC is comprised of two executive Directors and two non-executive Directors. The qualifications of the members of the audit and risk committee are set out in the Prospectus in Section 6.1.

A copy of the ARC charter is on the Company’s website.

7.2 The risk management framework for the Jobstore has been formally reviewed by the Board. The Board has appointed the ARC to assist it with discharging its oversight function in respect of material business risks and to determine if the system of risk management is sound. Outcomes of those reviews will be reported in the corporate governance statement annually.

7.3 Jobstore has various quality assurance functions throughout the business but not a dedicated internal audit function. It is the Board’s intention that the ARC reviews the need for an internal audit function, the scope of any function should one be required and whether it will be insourced or outsourced. The outcome of the review will be reported in the Company’s annual report.

7.4 As mentioned under Principle 7.2, the Board has reviewed the risk management framework and has requested that management address economic, environmental and sustainability risks. The outcome of that review will be reported in the Company’s annual report.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Given the size of the Company and the nature of its activities, the Board members are also members of the RNC. As such the RNC is comprised of two Executive Directors and two Non-Executive Directors. A copy of the charter for the RNC is provided on the company’s website. The qualifications of the members of the Remuneration and Nomination Committee are set out in the Prospectus in Section 6.1.

The charter for the RNC is available on the Company’s website.

8.2 The Board has adopted a remuneration policy for executive and non-executive Directors. A copy of the Director remuneration policy is provided on the Company’s website.

8.3 The Company’s Securities Trading Policy prohibits participants of any equity-based remuneration scheme entering into transactions which limits the economic risk of a participant.
7.0

FINANCIAL INFORMATION
7.1 Introduction

This Section summarises the Group’s selected financial information from the audited financial statements for the financial periods ended 30 June 2016 (FY16), 30 June 2017 (FY17), and 30 June 2018 (FY18), as well as the pro forma financial information (Financial Information).

The audited Financial Information for Jobstore and Jobstore Australia have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act. Jobstore Malaysia has been audited in accordance with Malaysian Accounting Standards and the International Financial Reporting Standards. BDO CF has prepared a Limited Assurance Report in respect of the historical and pro forma Financial Information. A copy of the Limited Assurance Report is contained in Section 8.

The information set out in this Section should be read together with:

(a). the risk factors described in Section 5;
(b). the Limited Assurance Report on the Historical and Pro Forma Financial Information set out in section 8; and
(c). the other information contained in this Prospectus.

7.2 Basis of preparation and presentation of the Financial Information

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the underlying historical financial performance, cash flows and financial position of the Group.

The Financial Information which was reviewed by BDO CF has been prepared and presented, in accordance with Australian Auditing Standards, which are consistent with the International Financial Reporting Standards (IFRS) and applicable to review engagements.

7.3 Historical Financial Information

The Historical Financial Information comprises:

(a) statement of profit or loss and other comprehensive income for the year ended 30 June 2016, 30 June 2017 and 30 June 2018 of Jobstore Malaysia; and
(b) statement of cash flows for the year ended 30 June 2016, 30 June 2017 and 30 June 2018 of Jobstore Malaysia.

7.4 Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information provided in this Prospectus comprises the pro forma consolidated statement of financial position as at 30 Jun 2018 showing the impact of the pro forma adjustments as if they had occurred at 30 Jun 2018 (the Pro Forma Historical Financial Information).

The Pro Forma Historical Financial Information has been derived from the audited consolidated statement of financial position as at 30 June 2018 adjusted for the following assumptions as if they had occurred at 30 June 2018:

(a). the issue of 33 million Shares at an offer of $0.20 each to raise $6.6 million before cost pursuant to the Prospectus, based on the Minimum Subscription and the issue of 40 million Shares at $0.20 each to raise $8 million based on the Maximum Subscription;
(b). the issue of 6,250,000 Shares to Harvey Wong, the Co-Founder of Jobstore Malaysia;
(c). the issue of 1,310,000 Shares to Jobstore Malaysia Employees;
(d). the issue of 500,000 Shares to non-executive Directors;
(e). the issue of 5,425,833 Shares to the holders of RCPS;
(f). the issue of 6,500,000 Shares to IHL; and
(g). costs of the Offer are estimated to be $1,034,566 under the Minimum Subscription and $1,106,036 under the Maximum Subscription. Of these costs, it is estimated that from $647,500 to $717,500 relate directly to the Offer, therefore these costs are to be offset against the contributed equity. The remaining costs of the Offer relate to other expenses not directly attributable to the Offer and have therefore been expensed through accumulated losses. $455,000 of the costs of the Offer has been incurred prior to 30 June 2018. Therefore, the pro forma adjustments to cash and cash equivalents, contributed equity and accumulated losses only relate to the portion that will be incurred subsequent to 30 June 2018.
### Historical statement of profit or loss and other comprehensive income

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

<table>
<thead>
<tr>
<th></th>
<th>Audited for FY18</th>
<th>Audited for FY17</th>
<th>Audited for FY16</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>$2,112,337</td>
<td>$633,249</td>
<td>$266,835</td>
</tr>
<tr>
<td>Other Operating Income</td>
<td>$925</td>
<td>$17,589</td>
<td>$65,340</td>
</tr>
<tr>
<td><strong>Expenses</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>General and Administration</td>
<td>$(525,009)</td>
<td>$(329,208)</td>
<td>$(91,123)</td>
</tr>
<tr>
<td>Selling and marketing costs</td>
<td>$(299,574)</td>
<td>$(328,136)</td>
<td>$(103,349)</td>
</tr>
<tr>
<td>Other operating expenses</td>
<td>$(2,295,656)</td>
<td>$(930,710)</td>
<td>$(304,803)</td>
</tr>
<tr>
<td>Loss before income tax expense</td>
<td>$(1,006,977)</td>
<td>$(937,216)</td>
<td>$(167,100)</td>
</tr>
<tr>
<td>Income tax benefit/(expense)</td>
<td>$138,100</td>
<td>$199,675</td>
<td>$31,692</td>
</tr>
<tr>
<td>Net Loss for the period</td>
<td>$(868,877)</td>
<td>$(737,541)</td>
<td>$(135,408)</td>
</tr>
</tbody>
</table>

This statement of profit or loss and other comprehensive income shows the historical financial performance of Jobstore Malaysia and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Section 7.9 below. Past performance is not a guide to future performance.

The above statement of profit or loss and other comprehensive income has been translated at the following average exchange rates over the period (RM1=A$):

- Average rate for FY16 – 0.3368
- Average rate for FY17 – 0.3097
- Average rate for 1H18 – 0.3165
7.6 Historical statement of cash flows

<table>
<thead>
<tr>
<th>Cash flow from operating activities</th>
<th>Audited for the year ended 30 June 2018 $</th>
<th>Audited for the year ended 30 June 2017 $</th>
<th>Audited for the period from 12 March 2015 to 30 June 2016 $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loss before tax</td>
<td>(1,006,978)</td>
<td>(937,216)</td>
<td>(167,100)</td>
</tr>
<tr>
<td>Adjustments for:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amortisation of intangible assets</td>
<td>14,989</td>
<td>14,422</td>
<td>15,493</td>
</tr>
<tr>
<td>Depreciation of PPE</td>
<td>42,323</td>
<td>4,302</td>
<td>2,373</td>
</tr>
<tr>
<td>Loss on disposal of PPE</td>
<td>78</td>
<td>-</td>
<td>337</td>
</tr>
<tr>
<td>Plant and equipment written off</td>
<td>498</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest income</td>
<td>(925)</td>
<td>(66)</td>
<td>-</td>
</tr>
<tr>
<td>Bad debt written off</td>
<td>1,342</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Operating loss before changes in working capital</strong></td>
<td><strong>(948,673)</strong></td>
<td><strong>(918,558)</strong></td>
<td><strong>(148,897)</strong></td>
</tr>
<tr>
<td>Changes in working capital:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other receivables</td>
<td>(53,636)</td>
<td>(81,042)</td>
<td>(7,140)</td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>140,680</td>
<td>409,534</td>
<td>32,609</td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>478,785</td>
<td>606,208</td>
<td>178,609</td>
</tr>
<tr>
<td>Government grant</td>
<td>-</td>
<td>68,134</td>
<td>-</td>
</tr>
<tr>
<td>Cash generated from operations</td>
<td>(382,844)</td>
<td>84,276</td>
<td>55,181</td>
</tr>
<tr>
<td>Interest received</td>
<td>925</td>
<td>66</td>
<td>-</td>
</tr>
<tr>
<td>Income tax paid</td>
<td>(1,330)</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net cash used in operating activities</strong></td>
<td><strong>(383,249)</strong></td>
<td><strong>84,276</strong></td>
<td><strong>55,181</strong></td>
</tr>
<tr>
<td>Cash flow from investing activities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Proceeds from disposal of PPE</td>
<td>-</td>
<td>-</td>
<td>337</td>
</tr>
<tr>
<td>Purchase of PPE</td>
<td>(213,050)</td>
<td>(27,362)</td>
<td>(12,540)</td>
</tr>
<tr>
<td>Purchase of intangible assets</td>
<td>-</td>
<td>(2,106)</td>
<td>(77,464)</td>
</tr>
<tr>
<td>Acquisition of interest in a subsidiary</td>
<td>(14,617)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Advances to related companies</td>
<td>(129,792)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Net cash provided by financing activities</strong></td>
<td><strong>(357,459)</strong></td>
<td><strong>(29,468)</strong></td>
<td><strong>(89,667)</strong></td>
</tr>
<tr>
<td>Cash flow from financing activities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Proceeds from issue of shares</td>
<td>-</td>
<td>-</td>
<td>67,360</td>
</tr>
<tr>
<td>Issuance of RCPS</td>
<td>746,373</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Net cash provided by financing activities</strong></td>
<td><strong>746,373</strong></td>
<td>-</td>
<td><strong>67,360</strong></td>
</tr>
<tr>
<td>Reconciliation of cash</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash at beginning of period</td>
<td>83,259</td>
<td>32,511</td>
<td>-</td>
</tr>
<tr>
<td>Net increase / (decrease) in cash held</td>
<td>5,665</td>
<td>54,874</td>
<td>32,874</td>
</tr>
<tr>
<td>Exchange rate differences</td>
<td>9,154</td>
<td>(4,126)</td>
<td>(363)</td>
</tr>
<tr>
<td><strong>Cash at end of period</strong></td>
<td>98,078</td>
<td>83,259</td>
<td>32,511</td>
</tr>
</tbody>
</table>

This statement of cash flows shows the historical financial performance of Jobstore Malaysia and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Section 7.9 below. Past performance is not a guide to future performance.

The above statement of cash flows has been translated at the following average exchange rates over the period (RM1=A$):

- Average rate for FY16 – 0.3368
- Average rate for FY17 – 0.3097
- Average rate for 1H18 – 0.3165
## 7.7 Pro forma consolidated statement of financial position

<table>
<thead>
<tr>
<th></th>
<th>Notes</th>
<th>Jobstore Audited as at 30 June 2018</th>
<th>Jobstore Malaysia audited as at 30 June 2018</th>
<th>Other subsequent events</th>
<th>Pro forma adjustments Minimum Subscription $</th>
<th>Pro forma adjustments Maximum Subscription $</th>
<th>Pro forma after Minimum Subscription</th>
<th>Pro forma after Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CURRENT ASSETS</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>2</td>
<td>4,107</td>
<td>98,078</td>
<td>-</td>
<td>6,020,434</td>
<td>7,348,964</td>
<td>5,570,081</td>
<td>7,451,149</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>3</td>
<td>4,687</td>
<td>307,471</td>
<td>(132,816)</td>
<td>-</td>
<td>-</td>
<td>179,342</td>
<td>179,342</td>
</tr>
<tr>
<td>Current tax asset</td>
<td></td>
<td>-</td>
<td>1,396</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,396</td>
<td>1,396</td>
</tr>
<tr>
<td><strong>TOTAL CURRENT ASSETS</strong></td>
<td></td>
<td>8,794</td>
<td>406,945</td>
<td>(132,816)</td>
<td>6,020,434</td>
<td>7,348,964</td>
<td>6,303,357</td>
<td>7,631,887</td>
</tr>
<tr>
<td><strong>NON CURRENT ASSETS</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Property plant &amp; equipment</td>
<td>430</td>
<td>213,710</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>214,140</td>
<td>214,140</td>
<td></td>
</tr>
<tr>
<td>Intangible assets</td>
<td></td>
<td>-</td>
<td>49,813</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>49,813</td>
<td>49,813</td>
</tr>
<tr>
<td>Deferred tax assets</td>
<td></td>
<td>-</td>
<td>393,992</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>393,992</td>
<td>393,992</td>
</tr>
<tr>
<td><strong>TOTAL NON CURRENT ASSETS</strong></td>
<td></td>
<td>430</td>
<td>657,515</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>657,945</td>
<td>657,945</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td></td>
<td>9,224</td>
<td>1,064,460</td>
<td>(132,816)</td>
<td>6,020,434</td>
<td>7,348,964</td>
<td>6,961,302</td>
<td>8,289,832</td>
</tr>
<tr>
<td><strong>CURRENT LIABILITIES</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>410,523</td>
<td>646,748</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,057,271</td>
<td>1,057,271</td>
<td></td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>4,950</td>
<td>1,340,556</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,345,506</td>
<td>1,345,506</td>
<td></td>
</tr>
<tr>
<td>Government grant</td>
<td></td>
<td>-</td>
<td>73,722</td>
<td>-</td>
<td>-</td>
<td>73,722</td>
<td>73,722</td>
<td></td>
</tr>
<tr>
<td>RCPS</td>
<td>4</td>
<td>-</td>
<td>770,129</td>
<td>(770,129)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Loans and advances</td>
<td>5</td>
<td>145,016</td>
<td>-</td>
<td>(132,816)</td>
<td>-</td>
<td>-</td>
<td>12,200</td>
<td>12,200</td>
</tr>
<tr>
<td>Current tax liability</td>
<td></td>
<td>-</td>
<td>181</td>
<td>-</td>
<td>-</td>
<td>181</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL CURRENT LIABILITIES</strong></td>
<td></td>
<td>560,489</td>
<td>2,831,336</td>
<td>(902,945)</td>
<td>-</td>
<td>-</td>
<td>2,488,880</td>
<td>2,488,880</td>
</tr>
<tr>
<td><strong>TOTAL LIABILITIES</strong></td>
<td></td>
<td>560,489</td>
<td>2,831,336</td>
<td>(902,945)</td>
<td>-</td>
<td>-</td>
<td>2,488,880</td>
<td>2,488,880</td>
</tr>
<tr>
<td><strong>NET ASSETS / (LIABILITIES)</strong></td>
<td>(551,265)</td>
<td>(1,766,876)</td>
<td>770,129</td>
<td>6,020,434</td>
<td>7,348,964</td>
<td>4,472,422</td>
<td>5,800,952</td>
<td></td>
</tr>
<tr>
<td><strong>EQUITY</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contributed equity</td>
<td>5</td>
<td>-</td>
<td>67,020</td>
<td>770,129</td>
<td>9,099,500</td>
<td>10,429,500</td>
<td>9,936,649</td>
<td>11,266,649</td>
</tr>
<tr>
<td>Reserves</td>
<td>(543)</td>
<td>106</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>19,563</td>
<td>19,563</td>
<td></td>
</tr>
<tr>
<td>Accumulated losses</td>
<td>6</td>
<td>(1,852,698)</td>
<td>-</td>
<td>(3,079,066)</td>
<td>(3,080,536)</td>
<td>(5,482,486)</td>
<td>(5,483,956)</td>
<td></td>
</tr>
<tr>
<td>Non-controlling interest</td>
<td>(1,304)</td>
<td>-</td>
<td>-</td>
<td>(1,304)</td>
<td>-</td>
<td>(1,304)</td>
<td>(1,304)</td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL EQUITY</strong></td>
<td>(551,265)</td>
<td>(1,766,876)</td>
<td>770,129</td>
<td>6,020,434</td>
<td>7,348,964</td>
<td>4,472,422</td>
<td>5,800,952</td>
<td></td>
</tr>
</tbody>
</table>

The pro forma statement of financial position after the Offer is as per the statement of financial position before the Offer adjusted for any subsequent events and the transactions relating to the issue of Shares pursuant to this Prospectus. The pro forma statement of financial position is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Section 7.9 below.

The above pro forma statement of financial position has been translated at an exchange rate of RM1=A$0.3351 at 30 June 2018.
7.8 **No prospective financial forecasts**

The Directors have considered the matters outlined in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings because of the variable and uncertain nature of the Company's revenue. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate or projection.

Notwithstanding the above, this Prospectus includes, or may include, forward looking statements including, without limitation, forward looking statements regarding the Company's financial position, business strategy, and plans and objectives for its business and future operations (including development plans and objectives), which have been based on the Company's current expectations. These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward looking statements are based on numerous assumptions regarding the Company's present and future business strategies and environment in which the Company will operate in the future.

Matters not yet known to the Company or not currently considered material to the Company may impact on these forward looking statements. These statements reflect views held only as at the date of this Prospectus Date. In light of these risks, uncertainties and assumptions, the forward-looking statements in this Prospectus might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

7.9 **Notes to and forming part of the Historical Financial Information**

The following is a summary of the significant accounting policies adopted by Jobstore in the preparation of the Historical Financial Information. The accounting policies have been consistently applied unless otherwise stated.

7.9.1 **Basis of preparation**

(a) **Historical financial information**

The Historical Financial Information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian equivalents to International Financial Reporting Standards (AIFRS), other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act.

The Financial Information has also been prepared on a historical cost basis, except for derivatives and available-for-sale financial assets that have been measured at fair value. The carrying values of recognised assets and liabilities that are hedged are adjusted to record changes in the fair value attributable to the risks that are being hedged. Non-current assets and disposal group’s held-for-sale are measured at the lower of carrying amounts and fair value less costs to sell.

(b) **Going concern**

The Historical Financial Information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result the Financial Information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the company not continue as a going concern.

(c) **Reporting basis and conventions**

The Company’s financial reports are also prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial reports. The accounting policies have been consistently applied, unless otherwise stated.
7.9.2 Accounting policies

(a) Income tax

The charge for current income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the statement of financial position date.

Deferred tax is accounted for using the liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary difference can be utilised. The amount of benefits brought to account or which may be released in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(b) Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less plus bank overdrafts. Bank overdrafts are shown on the statement of financial position as current liabilities under borrowings.

(c) Trade and other receivables

Receivables are initially recognised at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Current receivables for Goods & Services Tax (GST) are due for settlement within 30 days and other current receivables within 12 months. Cash on deposit is not due for settlement until rights of tenure are forfeited or performance obligations are met.

(d) Revenue recognition

Revenue from the sale of goods is recognised when the goods are delivered to customers and substantially all risks and rewards of ownership have passed to the customer.

Interest revenue is recognised on a proportional basis taking into account the interest rates relevant to the financial assets.

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers. All revenue is stated net of the amount of GST.

Revenues, expenses and assets are recognised net of the amount of GST, except:

(i) where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). It is recognised as part of the cost of acquisition of an asset or as part of an item of the expense.
(ii) receivables and payables are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.
(e) Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

(f) Trade and other payables

Trade payables and other payables are carried at cost and represent liabilities for goods and services provided to the Group prior to the end of the financial period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 30 days of recognition.

(g) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Group. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(h) Financial instruments

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

(i) Employee benefits

Provision is made for the liability due to employee benefits arising from services rendered by employees to the reporting date. Employee benefits expected to be settled within one year together with benefits arising from wages and salaries, sick leave and annual leave which will be settled after one year, have been measured at their nominal amount. Contributions are made to employee superannuation funds and are charged as expenses when incurred. All employees are entitled to varying levels of benefits on retirement, disability or death. The superannuation plans or equivalent provide accumulated benefits. Contributions are made in accordance with the statutory requirements of each jurisdiction.

(j) Impairment of assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset’s fair value less costs to sell and value in use, is compared to the asset’s carrying value. Any excess of the asset’s carrying value over its recoverable amount is expensed to profit and loss. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.
### 7.9.3 Cash and cash equivalents

**CASH AND CASH EQUIVALENTS**

<table>
<thead>
<tr>
<th></th>
<th>Audited 30 June 2018 $</th>
<th>Pro forma Minimum Subscription $</th>
<th>Pro forma Maximum Subscription $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
<td>4,107</td>
<td>6,122,619</td>
<td>7,451,149</td>
</tr>
<tr>
<td>Adjustments to arise at the pro forma balance:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Audited balance of Jobstore at 31 December 2017</td>
<td>4,107</td>
<td>4,107</td>
<td></td>
</tr>
<tr>
<td><strong>Subsequent events:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acquisition of Jobstore Malaysia</td>
<td>98,078</td>
<td>98,078</td>
<td></td>
</tr>
<tr>
<td>Acquisition of Talencloud</td>
<td>98,078</td>
<td>98,078</td>
<td></td>
</tr>
<tr>
<td><strong>Pro forma adjustments:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Proceeds from Shares issued under this Prospectus</td>
<td>6,600,000</td>
<td>8,000,000</td>
<td></td>
</tr>
<tr>
<td>Capital raising costs</td>
<td>(579,566)</td>
<td>(651,036)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>6,020,434</td>
<td>7,348,964</td>
<td></td>
</tr>
<tr>
<td><strong>Pro forma balance</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>6,122,619</td>
<td>7,451,149</td>
<td></td>
</tr>
</tbody>
</table>

### 7.9.4 Trade and other receivables for Jobstore Group

**TRADE AND OTHER RECEIVABLES**

<table>
<thead>
<tr>
<th></th>
<th>Audited 30 June 2018 $</th>
<th>Pro forma Minimum Subscription $</th>
<th>Pro forma Maximum Subscription $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trade and other receivables</td>
<td>307,471</td>
<td>179,342</td>
<td>179,342</td>
</tr>
<tr>
<td>Adjustments to arise at the pro forma balance:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Audited balance of Jobstore at 30 June 2018</td>
<td>4,687</td>
<td>4,687</td>
<td></td>
</tr>
<tr>
<td><strong>Subsequent events:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acquisition of Jobstore Malaysia</td>
<td>307,471</td>
<td>307,471</td>
<td></td>
</tr>
<tr>
<td>Elimination of intercompany receivables on consolidation</td>
<td>(132,816)</td>
<td>(132,816)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>174,655</td>
<td>174,655</td>
<td></td>
</tr>
<tr>
<td><strong>Pro forma balance</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>179,342</td>
<td>179,342</td>
<td></td>
</tr>
</tbody>
</table>
### 7.9.5 Redeemable convertible preference shares

#### REDEEMABLE CONVERTIBLE PREFERENCE SHARES

<table>
<thead>
<tr>
<th></th>
<th>Audited 30 June 2018</th>
<th>Pro forma Minimum Subscription</th>
<th>Pro forma Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td>RCPS</td>
<td>770,129</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Adjustments to arise at the pro forma balance:

- Audited balance of Jobstore at 30 June 2018: 

**Subsequent events:**

- Acquisition of Jobstore Malaysia: 770,129
- Conversion of RCPS: (770,129) (770,129)

Pro forma balance: 

### 7.9.6 Issued capital of Jobstore Group

#### CONTRIBUTED EQUITY

<table>
<thead>
<tr>
<th></th>
<th>Audited 30 June 2018</th>
<th>Pro forma Minimum Subscription</th>
<th>Pro forma Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contributed equity</td>
<td>-</td>
<td>9,936,649</td>
<td>11,266,649</td>
</tr>
</tbody>
</table>

- Number of shares minimum: 1
- Number of shares maximum: 1

Audit balance of Jobstore at 30 June 2017:

1

Subsequent events:

- The acquisition of Jobstore Malaysia (including the issue of Shares to RCPS Holders on conversion of their RCPS):
  - 116,055,833

Pro forma adjustments:

- The issue of Shares to Harvey Wong: 1,250,000
- The issue of Shares to Jobstore Malaysia Employees: 262,000
- The issue of Shares to non-executive Directors: 100,000
- Shares issued to Advisors: 1,300,000
- Proceeds from Shares issued under this Prospectus: 8,000,000
- Capital raising costs: (482,500)

Pro forma balance:

163,615,834

170,615,834

9,936,649

11,266,649
7.9.7 Accumulated losses of Jobstore Group

ACCUMULATED LOSSES

<table>
<thead>
<tr>
<th></th>
<th>Audited 30 June 2018 $</th>
<th>Pro forma Minimum Subscription $</th>
<th>Pro forma Maximum Subscription $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accumulated losses</td>
<td>(550,722)</td>
<td>(5,482,486)</td>
<td>(5,483,956)</td>
</tr>
<tr>
<td>Adjustments to arise at the pro forma balance:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subsequent events:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acquisition of Jobstore Malaysia</td>
<td>(1,852,698)</td>
<td>(1,852,698)</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pro forma adjustments:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>The issue of Shares to Harvey Wong</td>
<td>(1,250,000)</td>
<td>(1,250,000)</td>
<td></td>
</tr>
<tr>
<td>The issue of Shares to Jobstore Malaysia Employees</td>
<td>(262,000)</td>
<td>(262,000)</td>
<td></td>
</tr>
<tr>
<td>The issue of Shares to non-executive Directors</td>
<td>(100,000)</td>
<td>(100,000)</td>
<td></td>
</tr>
<tr>
<td>Shares issued to Advisors</td>
<td>(1,300,000)</td>
<td>(1,300,000)</td>
<td></td>
</tr>
<tr>
<td>Listing expenses</td>
<td>(167,066)</td>
<td>(168,536)</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pro forma balance</td>
<td>(5,482,486)</td>
<td>(5,483,956)</td>
<td></td>
</tr>
</tbody>
</table>

7.9.8 Business combination

BDO CF has determined that the accounting acquirer is Jobstore Malaysia and that Jobstore is not carrying on a business, accordingly continuation accounting has been applied.

7.9.9 Related party disclosure

Transactions with related parties and Director’s interests are disclosed in Section 6.3 of the Prospectus.

7.9.10 Commitments and contingencies

At the date of the Company’s last financial report no material commitments or contingent liabilities exist that BDO CF is aware of, other than those disclosed in the Prospectus.

7.10 Dividend Policy

The Company does not intend to pay dividends on securities for the financial year ending 30 June 2018.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors. However, where possible, the Directors intend to adopt a policy of declaring the highest possible rates of dividends after taking into account factors such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors.

No assurances in relation to the payment of dividends, or any franking credits attached to such dividends can be given.
### 7.11 Appendix 5: Jobstore Group Ltd.

#### STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

<table>
<thead>
<tr>
<th></th>
<th>Audited for the period from incorporation date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>19-May-17 to 30-Jun-18</td>
</tr>
<tr>
<td></td>
<td>$</td>
</tr>
<tr>
<td>Revenue</td>
<td>4,525</td>
</tr>
<tr>
<td>Audit fees</td>
<td>(25,307)</td>
</tr>
<tr>
<td>Consultancy fees</td>
<td>(173,104)</td>
</tr>
<tr>
<td>Employee benefits expense</td>
<td>(51,925)</td>
</tr>
<tr>
<td>Legal fees</td>
<td>(265,127)</td>
</tr>
<tr>
<td>Occupancy expenses</td>
<td>(26,125)</td>
</tr>
<tr>
<td>Depreciation and amortisation expense</td>
<td>(119)</td>
</tr>
<tr>
<td>General administration costs</td>
<td>(13,540)</td>
</tr>
<tr>
<td><strong>Profit/(loss) before income tax</strong></td>
<td>(550,722)</td>
</tr>
<tr>
<td>Income tax expense</td>
<td>-</td>
</tr>
<tr>
<td><strong>Profit/(loss) after income tax</strong></td>
<td>(550,722)</td>
</tr>
</tbody>
</table>

#### STATEMENT OF CASH FLOWS

<table>
<thead>
<tr>
<th>Statement of Cash Flows</th>
<th>Audited for the period from incorporation date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>19-May-17 to 30-Jun-18</td>
</tr>
<tr>
<td></td>
<td>$</td>
</tr>
<tr>
<td><strong>Cash flow from operating activities</strong></td>
<td></td>
</tr>
<tr>
<td>Receipts from customers</td>
<td>9,324</td>
</tr>
<tr>
<td>Payments to suppliers and employees</td>
<td>(146,565)</td>
</tr>
<tr>
<td>Net cash used in operating activities</td>
<td>(137,241)</td>
</tr>
<tr>
<td><strong>Investing activities</strong></td>
<td></td>
</tr>
<tr>
<td>Payments for property, plant and equipment</td>
<td>(710)</td>
</tr>
<tr>
<td>Net cash used in investing activities</td>
<td>(710)</td>
</tr>
<tr>
<td><strong>Financing activities</strong></td>
<td></td>
</tr>
<tr>
<td>Advances from related parties</td>
<td>141,928</td>
</tr>
<tr>
<td>Net cash flows from financing activities</td>
<td>141,928</td>
</tr>
<tr>
<td>Net change in cash and cash equivalents</td>
<td>3,977</td>
</tr>
<tr>
<td>Cash and cash equivalents at beginning of financial period</td>
<td>-</td>
</tr>
<tr>
<td>Effect of exchange rate fluctuations on cash held</td>
<td>130</td>
</tr>
<tr>
<td>Cash and cash equivalents at end of financial period</td>
<td>4,107</td>
</tr>
</tbody>
</table>
8.0 LIMITED ASSURANCE REPORT
JOBSTORE GROUP LIMITED
Investigating Accountant’s Report
11 September 2018
11 September 2018

The Directors
Jobstore Group Ltd.
Unit 5, Ground Floor
1 Centro Avenue
SUBIACO WA 6008

Dear Directors

INVESTIGATING ACCOUNTANT’S REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd (‘BDO’) has been engaged by Jobstore Group Ltd. (‘Jobstore’) to prepare this Investigating Accountant’s Report (‘Report’) in relation to certain financial information of Jobstore, for the Initial Public Offering (‘IPO’) of shares in Jobstore, for inclusion in the Prospectus. Broadly, the Prospectus will offer up to 40,000,000 Shares at an issue price of $0.20 each to raise up to $8,000,000 before costs (‘the Offer’). The Offer is subject to a minimum subscription level of 33,000,000 shares to raise $6,600,000.

Expressions defined in the Prospectus have the same meaning in this Report. BDO Corporate Finance (WA) Pty Ltd (‘BDO’) holds an Australian Financial Services Licence (AFS Licence Number 316158).

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. Scope

You have requested BDO to perform a review engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.

The historical and pro forma historical financial information is presented in the Prospectus 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.

You have requested BDO to review the following historical financial information (together the ‘Historical Financial Information’) of Jobstore and its wholly-owned subsidiaries (the ’Jobstore Group’) and Jobstore Group Berhad (a company which, pursuant to a series of share sale agreements will become a wholly-owned subsidiary of Jobstore, subject to certain conditions) included in the Prospectus:
• the audited historical Statements of Profit or Loss and Other Comprehensive Income and cash flows for the period ended 30 June 2018 for Jobstore and the audited historical Statements of Profit or Loss and Other Comprehensive Income and cash flows for the years ended 30 June 2018 and 30 June 2017 and for the period ended 30 June 2016 for Jobstore Group Berhad; and

• the audited historical Statement of Financial Position as at 30 June 2018 of the Jobstore Group and Jobstore Group Berhad.

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, International Financial Reporting Standards and the company’s adopted accounting policies. The Historical Financial Information has been extracted from the financial report of Jobstore Group Berhad for the years ended 30 June 2018 and 30 June 2017 and for the period ended 30 June 2016, which was audited by BDO Kuala Lumpur (‘BDO KL’) in accordance with approved standards on auditing in Malaysia and International Standards for Auditing.

BDO KL issued an unmodified audit opinion on the year end and period end financial reports. BDO KL did report an emphasis of matter in relation to the ability of the company to continue as a going concern. The Historical Financial Information has been extracted from the financial report of the Jobstore Group for the year ended 30 June 2018, which was audited by BDO Audit (WA) Pty Ltd (‘BDO Audit WA’) in accordance with Australian Auditing Standards. BDO Audit WA issued an unmodified audit opinion on the financial report.

The Historical Financial Information was also extracted from the financial report of the Jobstore Group for the period ended 30 June 2018, which was audited by BDO Audit WA. BDO Audit WA did report an emphasis of matter in relation to the ability of the company to continue as a going concern and that the accounts were special purpose accounts which were prepared in accordance with the recognition and measurement requirements of all Australian Accounting Standards and the disclosure requirements of a limited number of Standards.

Pro Forma Historical Financial Information

You have requested BDO to review the pro forma historical financial information (the ‘Pro Forma Historical Financial Information’) of Jobstore included in the Prospectus. The Pro Forma Historical Financial Information includes the historical Statement of Financial Position of the Jobstore Group and Jobstore Group Berhad at 30 June 2018.

The Pro Forma Historical Financial Information has been derived from the historical financial information of Jobstore and Jobstore Group Berhad, after adjusting for the pro forma adjustments described in Section 6 of this Report and Section 7.4 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in Section 7 of this Report, as if those event(s) or transaction(s) had occurred as at the date of the historical financial information. Due to its nature, the Pro Forma Historical Financial Information does not represent the company’s actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by Jobstore to illustrate the impact of the event(s) or transaction(s) described in Section 7.4 of the Prospectus on Jobstore’s financial position as at 30 June 2018. As part of this process, information about Jobstore’s financial position has been extracted by Jobstore from the Jobstore Group and Jobstore Group Berhad’s financial statements for the period ended 30 June 2018.
3. Directors’ responsibility

The directors of Jobstore are responsible for the preparation and presentation 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 included in the Pro Forma Historical Financial Information. The directors of Jobstore are also responsible for the preparation and presentation of the Pro Forma Historical Financial Information, including the best-estimate assumptions underlying the Historical Financial Information, also the selection and determination of the pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial 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.

4. Our responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and Pro Forma Historical Financial Information. 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.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing 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 a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

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

5. Conclusion

Historical Financial Information

Based on our review engagement, 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 Appendices to this Report, and comprising:

- the audited Statement of Profit or Loss and Other Comprehensive Income and cash flows of the Jobstore Group for the period ended 30 June 2018;
- the audited historical Statements of Profit or Loss and Other Comprehensive Income and cash flows for the years ended 30 June 2018, 30 June 2017 and the period ended 30 June 2016 for Jobstore Group Berhad; and
- the audited Statements of Financial Position of the Jobstore Group and Jobstore Group Berhad as at 30 June 2018,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial Information

Based on our review engagement, 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 Appendices to this Report, and comprising:
• the pro forma historical Statement of Financial Position of the Jobstore Group and Jobstore Group Berhad as at 30 June 2018, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Subsequent Events

The pro-forma statement of financial position reflects the events that have occurred subsequent to the year ended 30 June 2018:

• The loans and advances of $145,016 at 30 June 2018 includes loans from Jobstore Group Berhad totaling $132,816. This amount is included in trade and other receivables of Jobstore Group Berhad. Following the acquisition, this represents an intercompany loan, which therefore eliminates on consolidation; and

• The issue of 116,055,833 Shares and 75,000,000 Performance Shares to the Vendors of Jobstore Group Berhad on acquisition. The acquisition includes the acquisition of the ordinary shares issued on conversion (to ordinary shares) of the redeemable convertible preference shares. We have not made an adjustment to the pro-forma balance sheet to reflect the issue of the performance shares as the fair value of the performance shares would be expensed over the vesting period (three years for Class A and Class C and 5 years for Class B), therefore the expense at pro-forma balance date would not be material. The performance shares vest based on revenue targets. Further information of these vesting conditions can be found in section 10.3 of the Prospectus. We have not included a valuation of the performance shares as we do not have reasonable grounds to assess the likelihood of the revenue targets being achieved. At the date of grant, the maximum value of a performance share is $0.20, giving a total maximum value of $15 million.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transaction or event outside of the ordinary business of Jobstore not described above, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro forma historical Statement of Financial Position is shown in Section 7.7 of the Prospectus. This has been prepared based on the financial statements as at 30 June 2018, the subsequent events set out in Section 6 of our report, and the transactions and events detailed in section 7.4 of the Prospectus.

The historical financial statements of Jobstore Group Berhad are denominated in Malaysian Ringgit, these have been converted based on the following exchange rates:

• Average rate for the period to 30 June 2016 - 0.3368
• Average rate for the period to 30 June 2017 - 0.3097
• Average rate for the period to 30 June 2018 – 0.3165
• Year end rate at 30 June 2016 - 0.3331
• Year end rate at 30 June 2017 - 0.3030
• Year end rate at 30 June 2018 – 0.3351
8. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed IPO other than in connection with the preparation of this Report, for which professional fees will be received. BDO is the auditor of Jobstore and from time to time, BDO also provides Jobstore with certain other professional services for which normal professional fees are received.

9. Disclosures

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 be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

Adam Myers
Director
9.0

DETAILS OF THE OFFER
9.1 Offer

This Prospectus relates to an initial public offering of up to 40,000,000 Shares at an offer price of $0.20 per Share to raise up to approximately $8,000,000 (before costs).

All of the Shares offered under this Prospectus will rank equally with existing Shares on issue at the Prospectus Date and Shares issued between the Prospectus Date and Listing. The rights and liabilities of the Shares offered under this Prospectus are summarised at Section 10.2.

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

9.2 Purpose of the Offer

The Offer is being conducted to:

- expand current operations in Australia – the strong optimism and growth in the Australian recruitment industry is an opportunity for the Group to expand its presence into the Australian market;
- allow Jobstore Group to access capital markets to improve capital management and to facilitate operational expansion;
- provide a more visible and prominent profile to better construct new products, promote, market and further commercialise the Group’s existing and new products and services for the benefit of all stakeholders; and
- provide a liquid market for interested parties to invest in the Company and share in its growth.

9.3 Terms and conditions of the Offer

<table>
<thead>
<tr>
<th>Query</th>
<th>Summary</th>
</tr>
</thead>
<tbody>
<tr>
<td>What type of security is being offered?</td>
<td>Fully paid ordinary shares in the capital of Jobstore.</td>
</tr>
<tr>
<td>What are the rights and liabilities attaching to the security being offered?</td>
<td>A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 10.2.</td>
</tr>
<tr>
<td>What is the consideration payable for each security being offered?</td>
<td>Successful Applicants under the Offer will pay the Offer Price, being $0.20 per Share.</td>
</tr>
<tr>
<td>What is the Offer Period?</td>
<td>The Offer will open on 18 September 2018 and will close at 3:00 pm on 13 November 2018, unless otherwise extended.</td>
</tr>
<tr>
<td></td>
<td>Key dates, including details of the Offer Period, are set out on page 11 of this Prospectus. The timetable is indicative only and may change. The Company reserves the right (subject to the Listing Rules and the Corporations Act) to close the Offer early or extend the Closing Time (as the case may be) without notice. If the Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Prospective investors are encouraged to submit their Applications as soon as possible after the Offer opens.</td>
</tr>
<tr>
<td>What are the cash proceeds to be raised under the Offer?</td>
<td>A minimum of $6,600,000 and a maximum of $8,000,000 will be raised under the Offer</td>
</tr>
<tr>
<td><strong>Query</strong></td>
<td><strong>Summary</strong></td>
</tr>
<tr>
<td>------------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Is the Offer underwritten?</td>
<td>The Offer is not underwritten.</td>
</tr>
<tr>
<td>What is the minimum subscription under the Offer?</td>
<td>The minimum subscription under the Offer is $6,600,000 by the issue of 33,000,000 Shares. The Company will not issue any Shares pursuant to this Prospectus until the Minimum Subscription condition is satisfied and a conditional approval letter for admission to the Official List has been received from the ASX. Should the Minimum Subscription not be raised within four months after the Prospectus Date, the Company will either not issue the Shares and repay all Application Monies to Applicants without interest within the time prescribed under the Corporations Act or issue a supplementary prospectus and allow Applicants one month to withdraw their Applications and be repaid their Application monies without interest.</td>
</tr>
<tr>
<td>What is the maximum subscription under the Offer?</td>
<td>The maximum subscription under the Offer is $8,000,000 by the issue of 40,000,000 Shares.</td>
</tr>
<tr>
<td>What is the minimum and maximum Application size under the Offer?</td>
<td>Applications for Shares must be for a minimum of $2,000 (equivalent to 10,000 Shares and in multiples of $200 (equivalent to 1,000 Shares) thereafter. There is no maximum value of Shares that may be applied for under the Offer.</td>
</tr>
<tr>
<td>What is the allocation policy?</td>
<td>The Company is not in a position to guarantee a minimum allocation of Shares under the Offer.</td>
</tr>
<tr>
<td></td>
<td>The Company reserves the right to reject any Application or to allocate to any Applicant fewer Shares than the number applied for. The Company also reserves the right to reject or aggregate multiple applications in determining final allocations.</td>
</tr>
<tr>
<td></td>
<td>The issue of Shares under the Offer will take place on 20 November 2018. Application Monies will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.</td>
</tr>
<tr>
<td></td>
<td>In the event an Application is not accepted or accepted in part only, the relevant portion of the Application Monies will be returned to Applicants without interest.</td>
</tr>
<tr>
<td></td>
<td>The Company reserves the right not to proceed with the Offer or any part of it at any time before the allocation of the Shares to Applicants. If the Offer or any part of it is cancelled, all Application Monies, or the relevant Application Monies will be refunded.</td>
</tr>
<tr>
<td></td>
<td>The Company also reserves the right to accept late Applications Forms either generally or in particular cases.</td>
</tr>
<tr>
<td>Query</td>
<td>Summary</td>
</tr>
<tr>
<td>----------------------------------------------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>When will I receive confirmation that my Application has been succes-</td>
<td>It is expected that initial holding statements will be dispatched by standard post on 30 November 2018.</td>
</tr>
<tr>
<td>sful?</td>
<td></td>
</tr>
<tr>
<td>Will the Shares be quoted?</td>
<td>The Company will apply to ASX within seven days of the Prospectus Date for admission to the Official List and for official quotation of its Shares on ASX (which is expected to be under the code “JOB”).</td>
</tr>
<tr>
<td></td>
<td>If ASX does not grant permission for the quotation of the Shares offered under this Prospectus within three months after the Prospectus Date, or such longer period as is permitted by the Corporations Act, none of the Shares offered by this Prospectus will be allotted or issued. In these circumstances, all applications will be dealt with in accordance with the Corporations Act including the return of all application moneys without interest.</td>
</tr>
<tr>
<td></td>
<td>The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or Shares now offered for subscription.</td>
</tr>
<tr>
<td></td>
<td>ASX takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon any part of the content of this Prospectus.</td>
</tr>
<tr>
<td>When are the Shares expected to commence trading?</td>
<td>Shares are expected to commence trading on ASX on a normal settlement basis on or around 5 December 2018.</td>
</tr>
<tr>
<td></td>
<td>It is the responsibility of each Applicant to confirm their holding before trading Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. The Company and the Share Registry all disclaim liability, whether in negligence or otherwise, if you sell Shares before receiving your holding statement.</td>
</tr>
<tr>
<td>Are there any escrow arrangements?</td>
<td>Yes. Details are provided in Section 9.14.</td>
</tr>
<tr>
<td>Has any ASIC relief or ASX waiver been obtained or been relied on?</td>
<td>Yes, the Company sought and was granted a waiver from Listing Rule 10.14 by ASX. The waiver has lapsed. The Company will reapply for a new waiver shortly after the Prospectus Date. Details are provided in Section 10.6.</td>
</tr>
<tr>
<td>Are there any taxation considerations?</td>
<td>The tax consequences of any investment in the Shares will depend on an investor’s particular circumstances. Applicants should obtain their own tax advice prior to deciding whether or not to invest. Refer to Section 10.11 for general tax considerations.</td>
</tr>
<tr>
<td>Query</td>
<td>Summary</td>
</tr>
<tr>
<td>----------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Are there any brokerage, commission or stamp duty considerations?</td>
<td>No brokerage, commission or stamp duty is payable by applying for Shares under the Offer. However the Company may pay brokerage fees to stockbrokers or licensed investment advisors.</td>
</tr>
<tr>
<td>What should I do with any enquiries?</td>
<td>This Prospectus provides information for investors to decide if they wish to invest in the Company and should be read in its entirety.</td>
</tr>
<tr>
<td></td>
<td>If you have any questions about this Prospectus or how to apply for Shares, you should seek advice from your accountant, financial advisor, stockbroker, lawyer or other professional advisor.</td>
</tr>
<tr>
<td></td>
<td>Instructions on how to apply for Shares are set out in Section 9.9 of this Prospectus and on the Company’s website at <a href="http://www.jobstoregroup.com.au">www.jobstoregroup.com.au</a></td>
</tr>
<tr>
<td></td>
<td>Alternatively, please contact the Company Secretary on +61 8 9486 4036 between 8:30 am and 5:30 pm Perth, Australia time, Monday to Friday (business days only) during the Offer Period.</td>
</tr>
</tbody>
</table>
9.4 Use of funds

Information on the use of funds is set out in Section 3.6.

9.5 Pro forma balance sheet

The Company’s pro forma balance sheet following completion of the Offer, including details of pro forma adjustments, is set out in Section 7.7.

9.6 Capital Structure

Assuming completion of the Share Sale Agreements and Subscription Letter Agreements, the capital structure at the Prospectus Date, at the time immediately prior to Listing, and immediately after Listing is set out in the following tables.

**Prospectus Date**

<table>
<thead>
<tr>
<th>Shares</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shares on issue at the Prospectus Date</td>
<td>1</td>
</tr>
<tr>
<td>Total Shares</td>
<td>1</td>
</tr>
</tbody>
</table>

**Prior to Listing**

<table>
<thead>
<tr>
<th>Shares</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shares on issue at the Prospectus Date</td>
<td>1</td>
</tr>
<tr>
<td>Shares issued to the Jobstore Malaysia Vendors (excl. RCPS Holders)</td>
<td>108,630,000</td>
</tr>
<tr>
<td>Shares issued to the RCPS Holders</td>
<td>5,425,833</td>
</tr>
<tr>
<td>Shares issued to TC Shareholders</td>
<td>2,000,000</td>
</tr>
<tr>
<td>Shares issued to Jobstore Malaysia co-founder, Harvey Wong</td>
<td>6,250,000</td>
</tr>
<tr>
<td>Shares issued to Jobstore Malaysia Employees</td>
<td>1,310,000</td>
</tr>
<tr>
<td>Shares issued to non-executive Directors</td>
<td>500,000</td>
</tr>
<tr>
<td>Shares issued to IHL</td>
<td>6,500,000</td>
</tr>
<tr>
<td>Total Shares</td>
<td>130,615,834</td>
</tr>
<tr>
<td>Performance Shares</td>
<td>75,000,000</td>
</tr>
</tbody>
</table>

1. Shares issued pursuant to Share Sale Agreements after the RCPS are converted to ordinary shares in the capital of Jobstore Malaysia. See Sections 4.1 and 10.4 for more information.
2. Shares issued pursuant to Subscription Letter Agreements as part of the TalenCloud Investment. See Sections 4.2 and 4.3 for more information.
3. Shares issued pursuant to Subscription Letter Agreements. See Section 4.3 for more information.
4. Shares issued to each of Mr Beasley and Ms Liew as part of their letters of appointment. See Sections 6.3(c) and 6.3(d) for more information.
5. Shares issued to IHL as partial consideration for services rendered in accordance with IHL’s corporate advisory mandate. See Section 4.4 for more information.
6. See Section 10.3 for more information relating to the Performance Shares.
### Post-Listing

<table>
<thead>
<tr>
<th>Shares</th>
<th>Minimum Subscription</th>
<th>Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number</td>
<td>%</td>
</tr>
<tr>
<td>Shares on issue at the Prospectus Date</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Shares issued to the Jobstore Malaysia Vendors (excl. RCPS Holders)</td>
<td>108,630,000</td>
<td>66.39</td>
</tr>
<tr>
<td>Shares issued to the RCPS Holders</td>
<td>5,425,833</td>
<td>3.32</td>
</tr>
<tr>
<td>Shares issued to TC Shareholders</td>
<td>2,000,000</td>
<td>1.22</td>
</tr>
<tr>
<td>Shares issued to Jobstore Malaysia co-founder, Harvey Wong</td>
<td>6,250,000</td>
<td>3.82</td>
</tr>
<tr>
<td>Shares issued to Jobstore Malaysia Employees</td>
<td>1,310,000</td>
<td>0.80</td>
</tr>
<tr>
<td>Shares issued to non-executive Directors</td>
<td>500,000</td>
<td>0.31</td>
</tr>
<tr>
<td>Shares issued to IHL</td>
<td>6,500,000</td>
<td>3.97</td>
</tr>
<tr>
<td>Shares issued under the Offer</td>
<td>33,000,000</td>
<td>20.17</td>
</tr>
<tr>
<td>Total Shares</td>
<td>163,615,834</td>
<td>100</td>
</tr>
<tr>
<td>Performance Shares</td>
<td>75,000,000</td>
<td>-</td>
</tr>
</tbody>
</table>

1. Shares issued pursuant to Share Sale Agreements after the RCPS are converted to ordinary shares in the capital of Jobstore Malaysia. See Sections 4.1 and 10.4 for more information.
2. Shares issued pursuant to Subscription Letter Agreements as part of the TalenCloud Investment. See Sections 4.2 and 4.3 for more information.
3. Shares issued pursuant to Subscription Letter Agreements. See Section 4.3 for more information.
4. Shares issued to each of Mr Beasley and Ms Liew as part of their letters of appointment. See Sections 6.3(c) and 6.3(d) for more information.
5. Shares issued to IHL as partial consideration for services rendered in accordance with IHL’s corporate advisory mandate. See Section 4.4 for more information.
6. See Section 10.3 for more information relating to the Performance Shares.

The Company’s free float at the time of Listing will not be less than 20%.
9.7 Control implications of the Offer

At Listing, Yong Wen Tsae, wife of Managing Director, Anping (Anson) Wang, will hold between 57.30% and 59.75% of the Shares on issue. This significant shareholding will allow Ms Tsae to exercise influence over the result of matters relating to Jobstore. This includes matters submitted to meetings of Shareholders, on which she can vote, in addition to the appointment of Directors and new management.

9.8 Sufficiency of Working Capital

The Directors believe that on completion of the Offer, the Company will have sufficient funds from cash proceeds of the Offer and its operations to fulfil the purposes of the Offer and to carry out the Company’s business objectives as described in this Prospectus.

9.9 Application for Shares

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the Shares offered by this Prospectus before deciding whether or not to apply for Shares. If you do not understand this Prospectus you should consult your professional advisor.

An Application for Shares can only be made by using the Application Form accompanying this Prospectus. The Application Form must be completed in accordance with the instructions set out in the Application Form.

Payment for the Shares must be made in full at the offer price of $0.20 per Share. Applications for Shares must be for a minimum of $2,000 (equivalent to 10,000 Shares) and in multiples of $200 (equivalent to 1,000 Shares) thereafter.

9.10 Payment by Cheque

Completed Application Forms and accompanying cheques must be mailed to the Share Registry as follows:

<table>
<thead>
<tr>
<th>Delivery by post</th>
<th>Delivery by hand</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Jobstore Group Ltd.</strong></td>
<td></td>
</tr>
<tr>
<td>C/- Link Market Services Limited</td>
<td></td>
</tr>
<tr>
<td>Locked Bag A14</td>
<td></td>
</tr>
<tr>
<td>Sydney South NSW 1235</td>
<td></td>
</tr>
<tr>
<td><strong>Jobstore Group Ltd.</strong></td>
<td></td>
</tr>
<tr>
<td>C/- Link Market Services Limited</td>
<td></td>
</tr>
<tr>
<td>1A Homebush Bay Drive</td>
<td></td>
</tr>
<tr>
<td>Rhodes NSW 2138</td>
<td></td>
</tr>
<tr>
<td>(do not use this address for mailing purposes)</td>
<td></td>
</tr>
</tbody>
</table>

Cheques should be made payable to “Jobstore Group Ltd.” and crossed “Not Negotiable”. Completed Application Forms and cheques must reach the address set out above by no later than the Closing Time.

9.11 Payment by BPAY

To pay via BPAY® please complete the online Application Form available at [http://www.jobstoregroup.com.au/](http://www.jobstoregroup.com.au/). Applicants will then be forwarded payment details.

9.12 Application Monies

Application Moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any shares are issued and each Applicant waives the right to claim any interest.

In the event an Application is not accepted or accepted in part only, the relevant portion of the Application Monies will be returned to Applicants, without interest.

If the Offer or any part of it is cancelled, all Application Monies, or the relevant Application Monies will be refunded, without interest.

No refunds pursuant solely to rounding will be provided.
9.13 Restrictions on distribution

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons who come into possession of the Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities law. Applicants who are resident in countries other than Australia should consult their professional advisors as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed to enable them to acquire Shares.

This Prospectus does not, and is not intended to, constitute an Offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer or issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company has not taken any action to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia.

It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the issue to them of Shares under this Prospectus.

The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all approvals have been obtained.

The Shares have not been and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

9.14 Restricted Securities

The Company expects that on its application for Listing, the ASX may classify certain Shares as being subject to the restricted securities provisions of the Listing Rules. In particular, Directors, other related parties and promoters may receive escrow on Shares held by them for up to 24 months from the date of quotation of the Shares on ASX.

The Company also expects that some Shares held by key management and certain pre-IPO investors will be compulsorily escrowed by ASX for a period of 12 months from the date of issue of those Shares.

In aggregate, it is expected that up to a total of approximately 119,918,711 Shares will be subject to 24 month escrow arrangements and up to a total of approximately 10,697,122 Shares will be subject to 12 month escrow arrangements.

Each of the parties subject to escrow arrangements will enter into an escrow agreement preventing the holder from disposing of their escrowed Shares for the application escrow period. The restriction on “disposing” is broadly defined and includes, among other things, selling, assigning, transferring or otherwise disposing of any interest in the escrowed Shares.

Any Shares subject to escrow may be released early from escrow obligations to enable a Shareholder to accept an offer under a takeover offer in relation to the Shares if at least half of the holders of Shares which are the subject of the offer have accepted the takeover offer and offer becomes unconditional, or to enable the Shares held by the relevant Shareholder to be transferred or cancelled as part of a merger by way of a scheme of arrangement under the Corporations Act.

None of the Shares offered under this Prospectus will be treated as restricted securities and will be freely transferable from their date of allotment.

The Company has no voluntary escrow arrangements in place.
9.15 CHESS

The Company will apply to participate in the Clearing House Electronic Subregister System (CHESS), operated by ASX Settlement Pty Ltd (a wholly owned subsidiary of ASX), in accordance with the ASX Settlement Operating Rules. On admission to CHESS, the Company will operate an electronic issuer-sponsored subregister and an electronic CHESS subregister. These two subregisters together will make up the Company's principal register of securities.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, Shareholders will receive holding statements that set out the number of Shares each Shareholder owns. If a Shareholder is broker-sponsored, ASX Settlement will send the shareholder a CHESS statement. This statement will also advise investors of either their Holder Identification Number (HIN) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (SRN) in the case of a holding on the issuer-sponsored sub-register.

A CHESS statement or issuer-sponsored statement will routinely be sent to Shareholders at the end of every calendar month during which the balance of their holding changes. A Shareholder may request a statement at any other time; however a charge may be imposed for additional statements.

9.16 Costs of the Offer

The total estimated expenses of this Offer are estimated to be $979,806 (based on Minimum Subscription) and $1,051,306 (based on Maximum Subscription) consisting of the following:

<table>
<thead>
<tr>
<th>Nature of Expense</th>
<th>Minimum Subscription $6,600,000 ($)</th>
<th>Maximum Subscription $8,000,000 ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate advisory fee</td>
<td>40,000</td>
<td>40,000</td>
</tr>
<tr>
<td>Legal fees</td>
<td>390,000</td>
<td>390,000</td>
</tr>
<tr>
<td>Compliance manager fee</td>
<td>80,000</td>
<td>80,000</td>
</tr>
<tr>
<td>Lead Manager fees</td>
<td>380,000</td>
<td>450,000</td>
</tr>
<tr>
<td>Investigating accountant fee</td>
<td>15,000</td>
<td>15,000</td>
</tr>
<tr>
<td>Taxation advice fees</td>
<td>15,000</td>
<td>15,000</td>
</tr>
<tr>
<td>Share Registry fee</td>
<td>4,000</td>
<td>4,000</td>
</tr>
<tr>
<td>ASX Listing fee</td>
<td>97,360</td>
<td>98,830</td>
</tr>
<tr>
<td>ASIC filing fee</td>
<td>3,206</td>
<td>3,206</td>
</tr>
<tr>
<td>Prospectus design and printing</td>
<td>5,000</td>
<td>5,000</td>
</tr>
<tr>
<td>Other miscellaneous expenses</td>
<td>5,000</td>
<td>5,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,034,566</strong></td>
<td><strong>1,106,036</strong></td>
</tr>
</tbody>
</table>
### 9.17 Substantial Shareholders

The following persons are substantial shareholders (as defined in the Corporations Act) of Jobstore Malaysia as at the Prospectus Date (there are no substantial shareholders of Jobstore at the Prospectus Date):

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Number of shares held</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anping (Anson) Wang</td>
<td>1</td>
<td>100</td>
</tr>
</tbody>
</table>

Upon completion of the Share Sale Agreements, Subscription Letter Agreements, and the Offer, and assuming no participation in the Offer by the parties noted below, the substantial shareholders of the Company will be as follows:

<table>
<thead>
<tr>
<th>Shareholder</th>
<th>Number of Shares held</th>
<th>Minimum Subscription $6,600,000 (%)</th>
<th>Maximum Subscription $8,000,000 (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yong Wen Tsae</td>
<td>97,767,000 ¹</td>
<td>59.75</td>
<td>57.30</td>
</tr>
<tr>
<td>Anping (Anson) Wang</td>
<td>10,863,000 ¹</td>
<td>6.64</td>
<td>6.37</td>
</tr>
</tbody>
</table>

1. This excludes 7,500,000 Performance Shares to be issued to Yong Wen Tsae and 60,000,000 Performance Shares to be issued to Anping (Anson Wang) in accordance with the terms of the Share Sale Agreement. See Sections 4.1 and 10.3.
10.0

ADDITIONAL INFORMATION
10.1 Share capital

As at the Prospectus Date, the only class of security on issue by Jobstore is Shares. Between the Prospectus Date and Listing, but after Jobstore receives conditional approval from ASX to Jobstore’s application for admission to, and quotation of its Shares on, the Official List, the Company will be recapitalised as a consequence of completion of the Share Sale Agreements and the Subscription Letter Agreements. As a result, on Listing, the Company’s share capital will consist of Shares and Performance Shares. Details on the rights and liabilities attaching to Shares are set out in Section 10.2 and details on the terms of the Performance Shares are set out in Section 10.3.

10.2 Rights and Liabilities Attaching to Shares and other material provisions of the Constitution

(a) Introduction

Full details of the rights attaching to the Shares are set out in:

(i). the Constitution, a copy of which can be inspected during office hours at the Company’s registered office at Unit 5, Ground Floor, 1 Centro Avenue, Subiaco WA 6008 during the Offer Period; and

(ii). in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the principal rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, you should seek independent legal advice.

(b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members, every member has one vote on a show of hands, and, on a poll one vote per Share. At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn.

(c) Dividends

Subject to the Corporations Act, the Listing Rules, the Constitution and the rights of holders of shares issued with any special rights (at present there are none), the Directors may determine that a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by the Company to, or at the direction of, each Member entitled to that dividend.

All Shares currently on issue and the Shares to be issued under this Prospectus are fully paid ordinary shares.

(d) Future Issues of Securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(e) Transfer of Shares

A Share is transferable as provided by the Operating Rules of a CS Facility if applicable; or by any other method of transfer which is required or permitted by the Corporations Act and, while the Company is on the Official List.

The Directors may refuse to register a transfer of Shares, where permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules or a restriction agreement.
(f) **Meetings and Notice**

Each Shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

(g) **Election of Directors**

There must be a minimum of three directors and no more than ten. At every annual general meeting one third of the Directors (except the managing director) must retire from office. Any Director who has been in office for three years or more since that Director’s election or last re-election as a Director must also retire.

(h) **Indemnities**

To the extent permitted by law the Company must indemnify each past and present Director or Secretary or officer or senior manager of the Company (or a subsidiary of the Company) against any liability incurred by that person in that capacity and any legal costs incurred in defending or resisting proceedings because of that capacity and legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties in that capacity, if that expenditure has been approved in accordance with the Company’s policy.

(i) **Liquidation Rights**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the members in specie or in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.

The Company has one class of shares on issue, which rank equally in the event of liquidation.

(j) **Shareholder Liability**

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

(k) **Alteration to the Constitution**

Pursuant to the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days’ written notice specifying the intention to propose the resolution as a special resolution must be given.

(l) **Listing Rules**

If the Company is admitted to the Official List of ASX, then despite anything in its Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.
10.3 Rights and liabilities attaching to Performance Shares

(a). In accordance with the Share Sale Agreements (see Section 4.1) and the Subscription Letter Agreement for Harvey Wong (see Section 4.3), the Company will, upon receipt of conditional approval from ASX to Jobstore’s application for admission to, and quotation of its Shares on, the Official List, issue 75,000,000 Performance Shares to the following individuals as follows:

<table>
<thead>
<tr>
<th>Holder</th>
<th>Class A Performance Shares</th>
<th>Class B Performance Shares</th>
<th>Class C Performance Shares</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anping (Anson) Wang</td>
<td>20,000,000</td>
<td>20,000,000</td>
<td>20,000,000</td>
<td>60,000,000</td>
</tr>
<tr>
<td>Harvey Wong</td>
<td>2,500,000</td>
<td>2,500,000</td>
<td>2,500,000</td>
<td>7,500,000</td>
</tr>
<tr>
<td>Yong Wen Tsae</td>
<td>2,500,000</td>
<td>2,500,000</td>
<td>2,500,000</td>
<td>7,500,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>25,000,000</strong></td>
<td><strong>25,000,000</strong></td>
<td><strong>25,000,000</strong></td>
<td><strong>75,000,000</strong></td>
</tr>
</tbody>
</table>

(b). The relationships between the recipients of the Performance Shares and the Company are as follows:

(i) Anping (Anson) Wang is a Jobstore Malaysia Vendor and a director of the Company;

(ii) Yong Wen Tsae is a Jobstore Malaysia Vendor and a related party of the Company as she is the spouse of Anping (Anson) Wang.

(iii) Harvey Wong is a co-founder of Jobstore Malaysia.

(c). Anping (Anson) Wang and Yong Wen Tsae are receiving their Performance Shares as deferred consideration under the Share Sale Agreements (see Section 4.1).

(d). Harvey Wong has subscribed for his Performance Shares under his Subscription Letter Agreement (see Section 4.3) as part of his agreed award with the Company for his contribution to the Company as co-founder and head of information technology in the development of the Recruitment Platform and HCM Platform.

(e). The various classes of Performance Shares will automatically convert into Shares on a one for one basis upon achievement of the corresponding performance milestones:

<table>
<thead>
<tr>
<th>Class</th>
<th>Performance Milestone</th>
<th>Expiry date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Performance Shares</td>
<td>Company achieving $7,500,000 audited revenue (generated by the Recruitment Platform or HCM Platform) in any financial year</td>
<td>3 years from Listing</td>
</tr>
<tr>
<td>Class B Performance Shares</td>
<td>Company achieving $15,000,000 audited revenue (generated by the Recruitment Platform or HCM Platform) in any financial year</td>
<td>5 years from Listing</td>
</tr>
<tr>
<td>Class C Performance Shares</td>
<td>Company achieving $2,500,000 audited revenue (generated by the Recruitment Platform or HCM Platform) from its Australian operations in any financial year</td>
<td>3 years from Listing</td>
</tr>
</tbody>
</table>
(f) The number of Shares that the Performance Shares will convert into if all the applicable Performance Milestones are met and the impact the conversion will have on the Company's capital structure (assuming no further issues of securities are made before the conversion) is as follows:

<table>
<thead>
<tr>
<th></th>
<th>Minimum Subscription</th>
<th>Maximum Subscription</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Shares on issue following Offer</td>
<td>163,615,834</td>
<td>170,615,834</td>
</tr>
<tr>
<td>Conversion of all Performance Shares</td>
<td>75,000,000</td>
<td>75,000,000</td>
</tr>
<tr>
<td>Total Shares on issue following conversion of all Performance Shares</td>
<td>238,615,834</td>
<td>245,615,834</td>
</tr>
</tbody>
</table>

(g) Terms of the Performance Shares

(i) Each Class A Performance Share, Class B Performance Share or Class C Performance Share (together the Performance Shares) have the following terms:

(A) Subject to paragraph (E) below, each:

1. Class A Performance Share will convert into one Share upon the Company achieving $7,500,000 revenue (generated by the Recruitment Platform or HCM Platform) in any financial year by no later than three years from Listing (Performance Milestone A);
2. Class B Performance Share will convert into one Share upon the Company achieving $15,000,000 revenue (generated by the Recruitment Platform or HCM Platform) in any financial year by no later than five years from Listing (Performance Milestone B); and
3. Class C Performance Share will convert into one Share upon the Company achieving $2,500,000 revenue from its Australian operations (generated by the Recruitment Platform or HCM Platform) in any financial year by no later than three years from Listing (Performance Milestone C).

(B) A Performance Share is a share in the capital of Jobstore.

(C) Upon the occurrence of a Change of Control Event (as described in paragraph (D) below) in circumstances where any of Performance Milestone A, Performance Milestone B or Performance Milestone C (together the Performance Milestones) has not been met:

1. that number of Performance Shares on issue that, after conversion, is up to a maximum number that is equal to 10% of Jobstore’s issued Share capital (as at the date of the Change of Control Event) will automatically convert into Shares;
2. Jobstore will ensure the allocation of Shares issued under paragraph (1) above is on a pro rata basis to all holders of Performance Shares in respect of their respective holdings of Performance Shares; and
3. all remaining Performance Shares held by each holder will automatically consolidate into one Performance Share and will then convert into one Share.
(D) Change of Control Event means:

(1) the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 51% of Shares and that takeover bid has become unconditional; or

(2) the announcement by Jobstore that Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Jobstore securities are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

(E) If any Performance Milestone is not achieved by its respective time limit as set out in paragraph (A) above, then all Performance Shares in the class of Performance Shares attaching to that Performance Milestone, held by each holder of Performance Shares, will automatically consolidate into one Performance Share and will then convert into one Share.

(F) Jobstore will issue the holder with a new holding statement for a Share issued upon conversion of a Performance Share as soon as practicable following the conversion of a Performance Share.

(G) The Performance Shares are not transferrable or assignable. The Performance Shares will be unquoted.

(H) The Performance Shares do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(I) All Shares issued upon conversion of the Performance Shares will rank equally in all respects with Jobstore’s Shares. On conversion of a Performance Share, Jobstore must, within the time period required by the Listing Rules apply to the ASX for quotation of the converted Shares on ASX.

(J) A holder of a Performance Share has the right to receive notices of general meetings and financial reports and accounts of Jobstore that are circulated to Shareholders, and a right to attend a meeting of Shareholders.

(K) Other than as required by law, a Performance Share does not entitle the holder to vote on any resolutions proposed at a meeting of Shareholders.

(L) A Performance Share does not entitle the holder to any dividends.

(M) There are no participating rights or entitlements inherent in the Performance Shares and holders will not be entitled to participate in new issues (such as bonus issues) or pro rata issues of capital to Shareholders.

(N) In the event of any reorganisation (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of Jobstore, the basis for adjustment of the number of Shares to be issued on conversion of a Performance Share will be reconstructed in accordance with the Listing Rules which apply to the reorganisation of capital at the time of the reorganisation so that the holder will not receive a benefit that Shareholders do not receive (other than due to the rounding up of the number of Shares to be issued on conversion, subject to Shareholder approval for the rounding up).

(O) Each Performance Share entitles the holder to participate in the surplus profits or assets of Jobstore upon winding up, but on the basis that each holder’s Performance Shares will consolidate into one Performance Share and will then convert into one Share.

(P) A Performance Share does not give the holder any other rights other than those expressly provided by these terms and those provided at law where such rights cannot be excluded.

(Q) The terms of the Performance Shares may be amended as necessary by the Directors in order to comply with the Listing Rules or any directions of the ASX regarding the terms.
10.4 Capital structure of Jobstore Malaysia

As at the Prospectus Date, Jobstore Malaysia’s share capital comprises ordinary shares and redeemable convertible preference shares (RCPS), being class A preference shares (RCPS-A) and class B preference shares (RCPS-B). The RCPS were issued at an issue price of RM1.00 (approximately $0.335) per RCPS.

There are 2,358,207 RCPS on issue, which consists of 1,583,207 RCPS-A and 775,000 RCPS-B. Each RCPS:

(i). entitles the holder to a preferential dividend. Such preferential dividend will not be payable if the RCPS is converted into an ordinary share in the capital of Jobstore Malaysia on or before the exit date, being 31 December 2018 (Exit Date);

(ii). does not entitle the holder to vote at any meeting of ordinary shareholders of Jobstore Malaysia;

(iii). is not transferrable;

(iv). in the event of capital reduction, dissolution, winding-up, liquidation and any other analogous proceedings of the Jobstore Malaysia, shall have priority in repayment of capital over all other classes of shares in the capital of Jobstore Malaysia and shall be paid an equal amount to the total subscription price paid for the RCPS; and

(v). is redeemable in full if not converted by the Exit Date;

(vi). is convertible into ordinary shares wherein the number of ordinary shares to be allotted shall be determined based on the following formula:

(A) RCPS-A: 150% of the subscription price for the RCPS-A divided by the fair value of the ordinary share as determined by Jobstore Malaysia immediately preceding the date of conversion.

(B) RCPS-B: 120% of the subscription price for the RCPS-B divided by the fair value of the ordinary share as determined by Jobstore Malaysia immediately preceding the date of conversion.

Under the terms of the RCPS subscription agreements, upon receipt by Jobstore of conditional approval from ASX to Jobstore’s application for admission to, and quotation of its Shares on, the Official List, should such letter be received before 30 September 2018, Jobstore Malaysia may, at its sole and absolute discretion, require the holders of RCPS to convert all, but not part, of the RCPS into ordinary shares in the capital of Jobstore Malaysia. The RCPS shall convert to ordinary shares in the capital of Jobstore Malaysia on in accordance with the formula set out above.

Jobstore Malaysia has passed resolutions to effect the conversion of RCPS to ordinary shares on receipt of conditional approval from ASX for the Company to list on ASX.

Once the RCPS are converted into ordinary shares in the capital of Jobstore Malaysia, the ordinary shares will be acquired by Jobstore and Jobstore will issue Shares to the former RCPS holders as consideration in accordance with the terms of the Share Sale Agreements. See Section 4.1 for more information on the acquisition of the ordinary shares in the capital of Jobstore Malaysia by the Company under the Share Sale Agreements. See Section 9.6 for details of the Shares to be issued under the Share Sale Agreement to the holders of ordinary shares in Jobstore Malaysia, including the RCPS Holders on conversion of their RCPS to ordinary shares.
10.5 Capital structure of TalenCloud Consultancy

As at the Prospectus Date, TalenCloud Consultancy’s share capital comprises ordinary shares and preference shares. The TC Shareholders each hold 25,000 ordinary shares in the capital of TalenCloud Consultancy which together represents 51% of the issued capital in TalenCloud Consultancy. Jobstore Malaysia holds 48,038 ordinary shares and one preference share representing 49% of the issued capital of TalenCloud Consultancy.

The material terms of the TalenCloud Consultancy preference share are as follows:

1. The holder is entitled to an annual preferential dividend equivalent to 100% of the profits after tax of TalenCloud Consultancy.

2. The holder may convert its preference share into ordinary shares based on a one (1) to three (3) basis where one (1) preference share shall be converted to three (3) ordinary shares.

3. In the event of capital reduction, dissolution, winding-up, liquidation or any other analogous proceedings of TalenCloud Consultancy, the holder shall have priority in repayment of capital over all other classes of shares in the capital of TalenCloud Consultancy and shall be paid an amount equal to the subscription price for the preference share.

4. There is no restriction on the assignment, novation or transfer of the preference share to any third party.

5. No further issuance of preference shares by TalenCloud Consultancy that rank pari passu or in priority with the existing preference share is permitted without the consent of the existing holder of the preference share.

6. The holder shall be entitled to attend all general meetings of TalenCloud Consultancy, but may only vote on the following matters:
   
   (i) any resolution which directly or indirectly varies the rights, privileges or conditions attached to the preference share or the exercise of any those rights, privileges or conditions; or
   
   (ii) any resolution for the dissolution, winding-up, liquidation, merger or reorganisation of TalenCloud Consultancy.

For more information on the TalenCloud Investment, see Section 4.2.

10.6 Performance Rights Plan

The Company has established a performance rights plan (Incentive Plan) to provide an opportunity to eligible participants to participate in the Company’s future growth and provide an incentive to contribute to that growth. The Incentive Plan is further designed to assist in attracting and retaining employees. The Company does not intend to make any offers to eligible employees under the Incentive Plan unless and until the Company is admitted to the Official List and its Shares are quoted and become “eligible products” for the purposes of CO 14/1000.

A summary of the material terms of the Incentive Plan is set out below:

a). Other than for Ms Wang for whom the Company had obtained a waiver which has since lapsed (see below) and subject to a new waiver being obtained and remaining current, the Company must obtain Shareholder approval under the Listing Rules and / or the Corporations Act before the participation under the Incentive Plan of any eligible participant who is a Director of or otherwise a related party of the Company.

b). Subject to the Corporations Act and the Listing Rules, the Board may at such times as it determines, issue Invitations (in such form as the Board decides from time to time) to Eligible Employees (as defined below), or any one or more of them, inviting applications for a grant of Performance Rights (as defined below).

c). A Performance Right is a right to acquire a Share.

b). Subject to the Corporations Act and the Listing Rules, the Board may at such times as it determines, issue Invitations (in such form as the Board decides from time to time) to Eligible Employees (as defined below), or any one or more of them, inviting applications for a grant of Performance Rights (as defined below).

d). An Eligible Employee means (subject to any applicable ASIC Class Order) a person who is in the full time or part-time employment of a Group Company (including an executive director), a non-executive director, a contractor, a casual employee or a prospective Participant.
e). A Participant is an Eligible Employee (or Eligible Employee’s nominee) whose application to acquire Performance Rights and participate in the Incentive Plan has been accepted by the Board.

f). The Board may in its discretion determine the general terms of the Performance Rights subject to the Corporations Act, applicable ASIC Class Orders, the Listing Rules and the Constitution. For example the Board may:

   (i). determine the number or value of Performance Rights to be offered to Eligible Employees, subject to the Issue Limit (defined below) imposed by any applicable ASIC Class Order;

   (ii). specify an acceptance period for an offer made to an Eligible Employee under an invitation to participate in the Incentive Plan;

   (iii). impose performance criteria for the vesting of the Performance Rights;

   (iv). impose conditions that must be satisfied or waived before the Performance Right may be exercised;

   (v). determine an Exercise Period, being the period during which the Performance Right may be exercised and at the end of which that Performance Right will lapse;

   (vi). determine an applicable exercise price (if any) payable on the exercise of a Performance Right; and

   (vii). impose restrictions on disposal of Shares to be delivered to a Participant following the exercise of a Performance Right.

g). An Invitation or offer of Performance Rights to acquire unissued Shares may only be made under the Incentive Plan if the number of Shares that may be acquired when aggregated with:

   (i). the number of Shares which would be issued if each outstanding offer or award, being an offer made or option or performance right acquired pursuant to the Incentive Plan or any other employee share scheme was to be accepted or exercised; and

   (ii). the number of Shares issued during the previous three years pursuant to the Incentive Plan or any other employee share scheme,

but disregarding any offer made, or award acquired or Share issued, by way of or as a result of:

   (iii) an offer to a person situated outside of Australia at the time of receipt of the offer; or

   (iv) an offer which did not require disclosure to investors under the Corporations Act; or

   (v) an offer made under a disclosure document (within the meaning under the Corporations Act),

     does not exceed 5% of the total number of issued Shares as at the time of the invitation or offer (Issue Limit).

h) If there is a reorganisation of the issued capital of the Company (including any subdivision, consolidation, reduction, return or cancellation), the number of Performance Rights to which a Participant is entitled or the Exercise Price (if any) will be adjusted in accordance with the Corporations Act and the Listing Rules.

i) Subject to the rules of the Incentive Plan, a Participant, upon conversion of Performance Rights, will enjoy all rights attaching to Shares.

j) In the event of a Control Event (as defined in the terms of the Incentive Plan), the Board may determine that all or a percentage of unvested Performance Rights will vest and become exercisable.

k) Where a Participant ceases to be an eligible Participant as a result of death, disablement, redundancy or retirement, the Board waives any outstanding conditions applying to that Participant’s Performance Rights and the Performance Rights become exercisable.

l) The Board may terminate the Incentive Plan at any time. The suspension or termination of the Incentive Plan must not prejudice the existing rights (if any) of Participants.
Performance Rights issued under the Incentive Plan may be issued for nil or nominal monetary consideration only.

Subject to prior Shareholder approval, Directors are entitled to participate in the Incentive Plan. As at the Prospectus Date, no invitations have been issued under the Incentive Plan. The Directors do not currently participate in the Incentive Plan, but may do so in the future. With the exception of the executive Director, Yi Chin (Annie) Wang, the extent of any future participation in the Incentive Plan is unknown.

The Company had sought and received a waiver from Listing Rule 10.14 to the extent necessary to permit Jobstore to issue up to 2,600,000 Shares under the Incentive Plan (a summary of the key terms of which is set out above) to Yi Chin (Annie) Wang no later than three years from the date of the Company’s admission to the Official List without seeking shareholder approval. As set out in Section 6.1, Yi Chin (Annie) Wang is an executive Director of the Company and therefore a related party of the Company. The waiver from Listing Rule 10.14 has since lapsed. The Company will reapply for a new waiver from Listing Rule 10.14 shortly after the Prospectus Date.

Once the Company’s Shares become ‘eligible products’ for the purposes of CO 14/1000, it is proposed that Yi Chin (Annie) Wang will be offered up to 2,600,000 Performance Rights in the Company which will be subject to a vesting condition. The Performance Rights will vest and Yi Chin (Annie) Wang will have an entitlement to exercise the Performance Rights for nil consideration, to the extent that the below employment condition has been satisfied at the relevant time (Vesting Condition).

The proposed issue of Shares to Ms Wang in connection with the Incentive Plan is linked to her years of service with Jobstore Malaysia, commencing from the date of Jobstore’s admission to the Official List as follows:

<table>
<thead>
<tr>
<th>Year 1</th>
<th>Year 2</th>
<th>Year 3</th>
<th>Year 4</th>
<th>Year 5</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>500,000</td>
<td>1,000,000</td>
<td>1,000,000</td>
<td>50,000</td>
<td>50,000</td>
<td>2,600,000</td>
</tr>
</tbody>
</table>

Consistent with Listing Rule 10.15A, the Company had sought and received a waiver for the proposed issue of up to 2,600,000 Shares following the exercise of the relevant Performance Rights at the end of Year 1, Year 2 and Year 3, providing the Vesting Condition is satisfied at the appropriate times (Approved Shares). The waiver has since lapsed. The Company will reapply for a new waiver shortly after the Prospectus Date. The proposed issues of Shares in years 4 and 5 are subject to Shareholder approval under Listing Rule 10.14.

The Performance Rights issued to Yi Chin (Annie) Wang under the Incentive Plan will be issued for nil or nominal monetary consideration only and no consideration will be payable upon the vesting of the Performance Rights on the satisfaction of the Vesting Conditions.

Assuming the Vesting Condition is satisfied and the Performance Rights are exercised, the Company will issue the Approved Shares to Yi Chin (Annie) Wang by the date which is no later than three years from the date of admission to the Official List.

The details of the Performance Rights granted to Yi Chin (Annie) Wang and the issue of any Shares following the exercise of a Performance Right under the Incentive Plan will be published in each annual report of the Company relating to the period in which the Performance Rights were granted and Shares issued.
10.7 Ownership restrictions

(a) General foreign selling restrictions

The sale and purchase of Shares is regulated by Australian laws that restrict the level of ownership or control by any one person (either alone or in combination with others). This Section contains a general description of these laws.

(b) Corporations Act

The takeover provision in Chapter 6 of the Corporations Act restricts the acquisition of shares in listed companies, and unlisted company with more than 50 members, if the acquirer’s (or another party’s) voting power would increase to above 20% or would increase from a starting point that is above 20% and below 90% unless certain exceptions apply.

The Corporations Act also imposes notification requirements on persons having voting power of 5% or more in Jobstore.

(c) Foreign Acquisitions and Takeovers Act

Generally, the Foreign Acquisitions and Takeovers Act applies to acquisitions of shares and voting power in a company of 20% or more by a single foreign person and its associates (substantial interest), or 40% or more by two or more unassociated foreign persons and their associates (aggregate substantial interest). Where an acquisition of a substantial interest meets certain criteria, the acquisition may not occur unless notice of it has been given to the Federal Treasurer and the Federal Treasurer has either stated that there is no objection to the proposed acquisition in terms of the Australian Federal Government’s Foreign Investment Policy or a statutory period has expired without the Federal Treasurer objecting. An acquisition of a substantial interest or an aggregate substantial interest meeting certain criteria may also lead to divestment orders unless a process of notification, and either a statement of non-objection or expiry of a statutory period without objection, has occurred.

10.8 Tax Status and Financial Year

The Company will be taxed in Australia as a public company. The Company’s financial year ends on 30 June annually.

10.9 Litigation

Legal proceedings may arise from time to time in the course of the Group’s business. As at the Prospectus Date, neither the Company nor its subsidiaries are involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company or its subsidiaries. Further, the Directors are not aware of any legal proceedings pending or threatened against Jobstore Malaysia or TalenCloud Consultancy.

10.10 Continuous Disclosure

Upon admission to the Official List the Company will be required to notify ASX of information which may have a material effect on the price or value of the Company’s Shares. To comply with its continuous disclosure obligations, the Company will conduct regular board meetings with continuous disclosure a standing agenda item.
10.11 Summary of tax issue for Australian tax resident investors

(a) General

The comments in this Section 10.11 provide a general outline of Australian tax issues for Australian tax resident Shareholders who acquire Shares under this Prospectus and that hold Shares in Jobstore on capital account for Australian income tax purposes. The categories of Shareholders considered in this summary are limited to individuals, companies (other than life insurance companies), trusts, partnerships and complying superannuation funds that hold their shares on capital account.

The summary in this Section is general in nature and is not exhaustive of all Australian tax consequences that could apply in all circumstances of any given Shareholder. The individual circumstances of each Shareholder may affect the taxation implications of the investment of the Shareholder.

It is recommended that all Shareholders consult their own independent tax advisors regarding the income tax (including capital gains tax), stamp duty and GST consequences of acquiring, owning and disposing of Shares, having regard to their specific circumstances.

The summary in this Section is based on the relevant Australian tax law in force, established interpretations of that law and understanding of the practice of the relevant tax authority at the Prospectus Date. The summary does not take into account the tax law of countries other than Australia.

Tax laws are complex and subject to ongoing change. The tax consequences discussed in these summaries do not take into account or anticipate any changes in law (by legislation or judicial decision) or any changes in the administrative practice or interpretation by the relevant authorities. If there is a change, including a change having retrospective effect, the income tax, stamp duty and GST consequences should be reconsidered by Shareholders in light of the changes. The precise implications of ownership or disposal of the Shares will depend upon each Shareholder’s specific circumstances.

This summary does not constitute financial product advice as defined in the Corporations Act.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to taxation and any other consequences of investing in the Company.

(b) Taxation of dividends received by Australian resident Shareholders

The treatment of the dividends which are paid to investors will vary depending on whether or not the investor is an Australian resident or foreign resident. The taxation treatment will also vary depending on the extent to which any dividends carry a franking credit.

For Australian resident individuals, dividends on the Shares will be taxable income of the shareholder in the tax year in which they are paid (or deemed to be paid) to the shareholder.

If the dividend carries a franking credit (for imputed Australian corporate tax paid by the Company) then the dividend paid (or deemed to be paid) plus the franking credit will be included in the shareholder's taxable income and subject to tax at the shareholder's marginal tax rate. The shareholder will be entitled to offset the franking credit against tax payable by the shareholder if the shareholder is a qualifying person. A qualifying person is a shareholder who satisfies the holding period rule (by holding shares on which the dividend is 'at risk' for at least 45 days) and the related payments rule.

Individuals and complying superannuation funds are entitled to a refund of any part of the franking credits that exceed their tax payable. Australian resident companies can convert excess franking credits to tax losses that can potentially be deductible against income in future years.

Unfranked dividends received by Australian resident shareholders will be taxable at the shareholder’s marginal tax rate. For individuals, this tax rate may be up to 47% (including 2% Medicare levy) for the 2018/19 income year.

For companies and complying superannuation funds, rates of tax are currently 30% (or 27.5% if the small business concession rules are satisfied) and 15% respectively.
(c) Disposal of Shares by Australian tax residents

As noted above, the following overview of Australian tax implications associated with disposal of Shares is confined to investors who hold their shares on capital account. Australian income tax law taxes capital gains (CGT).

Persons who acquire Shares on revenue account or for a share trading purpose should seek independent professional advice as the issues are complex and the tax implications depend heavily on individual circumstances.

Disposal of some or all of the Shares held on capital account by Australian resident investors will give rise to a CGT event and investors may become liable to pay CGT if they make a capital gain on disposal, or another CGT event occurs in respect of the Shares.

An investor will be taken to have acquired Shares when these are issued or transferred to the investor. On the other hand, an investor will be taken to have disposed of the Shares when the investor transfers (or agrees to transfer) the Shares to another person. Taxation law also deems a disposal to have occurred in some other circumstances as well.

To calculate the amount of gain that is subject to tax initially requires the cost base of shares to be subtracted from the consideration (money or property) received from their disposal. If the calculation using the reduced cost base of the shares results in a negative number then a capital loss is incurred.

Market value of shares at the time of their disposal may be substituted as consideration if the disposal is for nil or not undertaken on an arm’s length dealing basis. In the case of Shares acquired pursuant to the Prospectus, the cost base for CGT purposes will generally be the amount paid for the Shares ($0.20 per Share), plus incidental transaction costs (such as brokerage fees) incurred in acquiring and selling the Shares.

If the shareholder has also derived capital losses in the income year, or has accumulated capital losses that are deductible, then those losses may be offset against the capital gain derived from the disposal of the Shares. However, a capital loss cannot be offset against ordinary taxable income but may be carried forward and offset against future capital gains. In addition, deduction of carried forward capital losses is subject to various loss integrity tests. Consideration of these loss provisions is beyond the scope of this summary.

For those investors that are companies, a net capital gain made on disposal of Shares (after any capital losses are offset) must be included in the company’s taxable income and subject to tax at the prevailing general corporate tax rate (30% or 27.5% for eligible small business companies).

For individual investors, the net capital gain remaining after permitted offsets and discounts is added to the investor’s other taxable income and the total amount is then subject to tax at the investor’s marginal tax rate.

Investors who are either individuals or complying superannuation funds (or another similar form of qualifying entity) and dispose of Shares held for at least 12 months may be entitled to a CGT discount of 50% and 33 1/3% respectively. Companies are not entitled to any discount and special rules apply for trusts.

Where shares are held by a trust for at least 12 months (and the trust is not taxed as a company for Australian tax purposes) then a CGT discount of 50% is generally available. When the capital gain is distributed to the beneficiary by the trustee of the trust, the capital gain needs to be grossed up and the relevant beneficiary(s) will need to determine for themselves whether or not they are able to access the CGT discount provisions.

(d) Tax file number quotation

It is not compulsory for Australian resident shareholders to provide the Company with details of their Tax File Number (TFN) or Australian Business Number (ABN). However, a failure to quote a TFN or ABN to the Company will result in the Company being required to withhold and remit tax of 47% to the ATO from unfranked dividends paid to the relevant shareholder.

(e) GST and State / Territory stamp duty

No GST is applicable to the issue or transfer of the Shares given that, under current law, shares in a company are an input taxed financial supply for GST purposes.

Transfer duty will not be payable in any Australian State or Territory on Shares issued pursuant to the Prospectus.
10.12 Interests of Experts and Advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the Prospectus Date, any interest in:

(a) the formation or promotion of the Company;

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(c) the Offer.

Mills Oakley has acted as Australian legal advisor to the Company in connection with its application to list on ASX. The Company has paid or will pay an aggregate of approximately $295,000 excluding GST to Mills Oakley for these services. Further amounts may be paid to Mills Oakley for other work in accordance with its normal time based charges. Mills Oakley has provided other professional services to the Company during the last two years totalling approximately $49,000 excluding GST.

BDO Corporate Finance (WA) Pty Ltd (BDO CF) has prepared the Limited Assurance Report in this Prospectus. In respect of this work, the Company has paid or will pay a sum of $15,000 excluding GST for these services. Further amounts may be paid to BDO CF for other work in accordance with its normal time based charges. BDO CF has not provided other professional services to the Company during the last two years.

BDO Tax Services Sdn Bhd (BDO TM) has provided taxation advice to the Company in relation to Malaysia. In respect of this work, the Company has paid or will pay a sum of RM32,000 (approximately $10,725) for these services. Further amounts may be paid to BDO TM for other work in accordance with its normal time based charges. BDO TM has not provided other professional services to the Company during the last two years.

BDO Corporate Tax (WA) Pty Ltd (BDO TA) has provided taxation advice to the Company in relation to Australia. In respect of this work, the Company has paid or will pay a sum of $6,800 excluding GST for these services. Further amounts may be paid to BDO TA for other work in accordance with its normal time based charges. BDO TA has not provided other professional services to the Company during the last two years.

Tay & Partners has acted as the Malaysian legal advisor to the Group in connection with its application to list on ASX and has prepared the Legal Opinion. The Company has paid or will pay an aggregate of approximately $70,000 to Tay & Partners for these services. Further amounts may be paid to Tay & Partners for other work in accordance with its normal time based charges. Tay & Partners has not provided other professional services to the Company during the last two years.

Bird & Bird has acted as the Singaporean legal advisor to the Group in connection with its application to list on ASX. The Company has paid or will pay an aggregate of approximately $20,000 to Bird & Bird for these services. Further amounts may be paid to Bird & Bird for other work in accordance with its normal time based charges. Bird & Bird has not provided other professional services to the Company during the last two years.
IHL has provided corporate advisory services to Jobstore Malaysia in relation to the Company’s application to list on ASX. In consideration for these services, Jobstore Malaysia has paid or will pay IHL RM5,000 (approximately $1,675) per month for 24 months (up to RM120,000 (approximately $140,219)) upon successfully listing on a recognised securities exchange. Additionally, IHL is entitled to 5% of the pre-Listing issued capital of Jobstore, equivalent to 6,500,000 Shares. Further amounts may be paid to IHL for other work in accordance with its normal time based charges.

IHL has provided general corporate advisory services to Jobstore Malaysia in relation to the RCPS raisings, managing the overall corporate planning and advising on the corporate structure of the Group, assisting with streamlining business units, and preparation of corporate material. In consideration for these services, Jobstore Malaysia has paid or will pay IHL RM15,000 (approximately $5,025) per month for 24 months (up to RM360,000 (approximately $120,656)) upon successfully listing on a recognised securities exchange. Further amounts may be paid to IHL for other work in accordance with its normal time based charges. Other than as set out above, IHL has not provided other professional services to the Company during the last two years.

AGC acts as lead manager to the Offer. The Company has paid or will pay a sum of $50,000 plus 5% for fees raised by AGC (excluding GST) for these services. AGC has not provided other professional services to the Company during the last two years.

Minerva Corporate has provided professional services to the Company in relation to the Company’s application to list on ASX. In respect of this work, the Company has paid or will pay Minerva $80,000 excluding GST. Further amounts may be paid to Minerva Corporate for other work in accordance with its normal time based charges. Minerva Corporate has also provided, and will continue post-Listing to provide, Company Secretarial, investor relations and accounting services to the Company at a rate of $9,500 per month excluding GST. Minerva Corporate has provided other professional services to the Company during the last two years totalling $50,000 excluding GST.
10.13 Consents

Each of the persons referred to in this Section:

(a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:

(i) to be named in the Prospectus in the form and context which it is named; and
(ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;

(b) has not caused or authorised the issue of this Prospectus;

(c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below; and

(d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Statement / Report</th>
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</thead>
<tbody>
<tr>
<td>BDO CF</td>
<td>Investigating Accountant</td>
<td>Investigating Accountants' Report in Section 8</td>
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<td>BDO Audit</td>
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<td>Minerva Corporate</td>
<td>Compliance Manager</td>
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<td>Daniel Smith</td>
<td>Company Secretary</td>
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<td>IHL</td>
<td>Corporate Advisor</td>
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<td>AGC</td>
<td>Lead Manager</td>
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<td>Mills Oakley</td>
<td>Australian Legal Advisor</td>
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<td>Tay &amp; Partners</td>
<td>Malaysian Legal Advisor</td>
<td>Section 3.3.1(a)</td>
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<td>Bird &amp; Bird ATMD LLP</td>
<td>Singaporean Legal Advisor</td>
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<tr>
<td>Link Market Services Limited</td>
<td>Share Registry</td>
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</tr>
</tbody>
</table>

10.14 Governing Law

This Prospectus and the contracts that arise from the acceptance of the Applications under this Prospectus are governed by the law applicable in New South Wales and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of New South Wales and of the Commonwealth.
11.0
DIRECTORS' RESPONSIBILITY AND CONSENT
The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of the Shares pursuant to this Prospectus.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Signed for and on behalf of Jobstore Group Ltd. by

Dan Smith
Company Secretary
12.0

GLOSSARY
Where the following terms are used in this Prospectus, they have the following meanings:

$  
means Australian dollars unless otherwise stated.

A.I.  
means artificial intelligence – technology that is theorised and developed to be capable of inventing and solving complex and abstract problems by processes that that replicate those of the human mind.

Applicant  
means a person who submits a valid Application Form under this Prospectus.

Application  
means a valid application made on an Application Form to subscribe for Shares under this Prospectus.

Application Form  
means the application form attached to this Prospectus.

Application Monies  
mean the monies payable in connection with an Application.

ASIC  
means Australian Securities and Investment Commission.

ASX  
means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires).

ASX Settlement  
means ASX Settlement Pty Ltd (ACN 008 504 532).

ASX Settlement Operating Rules  
means the operating rules of ASX Settlement.

BDO CF  
means BDO Corporate Finance (WA) Pty Ltd (ACN 124 031 045).

BDO Audit  
means BDO Audit (WA) Pty Ltd (ACN 112 284 787).

Board TA  
means BDO Corporate Tax (WA) Pty Ltd (ACN 124 158 756)

Board  
means the board of Directors of the Company.

CHESS  
means Clearing House Electronic Subregister System.

Closing Date  
means the closing date of the Offer as set out in the indicative timetable in section 1 of this Prospectus (subject to the Company reserving the right to extend the Closing Date or close the Offer early).

Cloud  
means the practice of using a network of remote servers hosted on the internet to store, manage, and process data, rather than a local server or a personal computer.

Company or Jobstore  
means Jobstore Group Ltd. (ACN 619 209 791).

Constitution  
means the constitution of the Company.

Corporations Act  
means the Corporations Act 2001 (Cth) as amended.
Director means a director of the Company and, where the context requires, any proposed director.

HR means human resources.

IHL means Ingenious Haus Group Limited (registration number 1733049).

Jobstore Australia means Jobstore Australia Pty Ltd (ACN 619 238 961).

Jobstore Group or Group means Jobstore, Jobstore Malaysia, Jobstore Singapore, Jobstore Australia and TalenCloud Consultancy.

Jobstore Malaysia means Jobstore Group Berhad (registration number 1135112-U).

Jobstore Malaysia Employees means individuals employed by Jobstore Malaysia as the full-time workers.

Jobstore Malaysia Vendors means the legal and beneficial shareholders of Jobstore Malaysia.

Jobstore Singapore means Jobstore Singapore Pte. Ltd. (registration number 201727656-R).

Lead Manager or AGC means AGC Capital Securities Pty Ltd (ACN 168 909 260).

Legal Opinion means the legal opinion with respect of matters governed by Malaysian law given by Tay & Partners on 11 September 2018.

Listing means the admission of Jobstore to the Official List.

Listing Rules means the listing rules of the ASX.

Maximum Subscription means the maximum subscription amount of $8,000,000 to be raised under the Offer.

Minerva Corporate means Minerva Corporate Pty Ltd (ACN 162 518 372).

Minimum Subscription means the minimum subscription amount of $6,600,000 to be raised under the Offer.

Offer means the offer of Shares made under this Prospectus.

Offer Period means the period during which prospective investors may apply for Shares under the Offer, opening on the date stated in the Key Offer Terms table on page 11 and ending at the Closing Time.

Official List means the official list of the ASX.

Opening Date means the opening date of the Offer as set out in the Key Offer Terms table on page 11 of this Prospectus.
Performance Share means a class A, class B, or class C performance share in the capital of Jobstore with the terms set out in Section 10.3 of this Prospectus.

Prospectus means this prospectus and includes the electronic version of this prospectus.

Prospectus Date means the date on which this Prospectus was lodged with ASIC, being 11 September 2018.

RCPS means a redeemable convertible preference share in the capital of Jobstore Malaysia.

RCPS Holder means a registered holder of RCPS.

RM means Malaysian Ringgit.

SaaS means “software as a service” – a way of delivering centrally hosted applications over the internet as a service.

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Link Market Services Limited.

Share Sale Agreements means the share sale agreements between Jobstore and the Jobstore Malaysia Vendors each dated 11 August 2018.

Shareholder means a registered holder of Shares.


TalenCloud Shareholders means Au Tai Yuen and Chee Wan Sim.

US or United States United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.
