



**AGRI-TRADE HOLDINGS
LIMITED**

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AGH Announces Signing of Share Sale Agreement to Acquire DWF Group 2nd March 2015, Sydney Australia

The Directors of Agri-trade Holdings (AGH) are pleased to announce that they have today executed a share sale agreement to acquire 100% of the share capital of DWF Group Limited (DWF) a British Virgin Islands corporation.

DWF is an established international investment banking, advisory and wealth management group that is focused on emerging markets and natural resources.

With operations in London, Sydney, Dubai and Gibraltar, DWF will be expanding its successful business with an increased product offering with an expanded geographical footprint.

The Company believes there is currently an exceptional opportunity in the financial services sector, with large banks having to offload \$1.4 trillion of proprietary assets due to recent regulation changes. DWF's senior management believe that it is ideally positioned to benefit from these factors, which along with aggressive growth in DWF's key markets should help the company to build a major franchise across its specialist sectors.

As at 31st December 2014 DWF had net tangible assets in excess of \$250 million, which the company is projecting will grow significantly as the company action's its expansion plan. In addition DWF's planned expansion is projected to grow assets under management from their current base of \$1.5 billion with an increased product offering along with increased distribution.

In consideration for the acquisition AGH will be issuing 200,000,000 shares of AGH to the shareholders of DWF at closing.

The shareholders of DWF will also receive additional shares under an earn out provision as follows;

25,000,000 shares if audited net assets as at 31.12.15 are \$275 million or higher,

25,000,000 shares if audited net assets as at 31.12.16 are \$325 million or higher

50,000,000 shares if audited net assets per share are \$2.50 or higher on a fully diluted basis as at 31.12.17

50,000,000 shares if audited net assets per share are \$3.50 or higher on a fully diluted basis as at 31.12.18.

Upon closing of the transaction, which is subject to shareholder and other statutory approvals, AGH will change its name to DWF Partners Limited.

The transaction will involve a change of business and require re-compliance with Chapter 1

and Chapter 2 of the ASX listing rules. To meet these requirements AGH will have to issue a prospectus and undertake a capital raising.

The proposed timetable is listed below:

Event	Date
Notice of meeting to shareholders	23-Mar-15
Prospectus for compliance and fund raising	14-Apr-15
General Meeting of shareholders	21-Apr-15
Relisting	15-May-15

A handwritten signature in blue ink, appearing to read "R Taylor".

Raymond Taylor BEcon MComm MIPA

Company Secretary

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