

APPENDIX 4-1

EQUITY SECURITIES APPLICATION AND AGREEMENT

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This form is for use by a listee seeking admission to the official list in the equity security category (for an application in relation to fixed interest securities use Appendix 4-2). The form is in 3 parts:

1. Application for admission to the official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this Appendix) given to APX in support of an application become APX's property and may be made public. This may be made prior to the admission of the listee and quotation of its securities. Publication does not mean that the listee will be admitted or that its securities will be quoted.

PART 1 - APPLICATION FOR ADMISSION TO THE OFFICIAL LIST

Applicant: Australia Samly Holdings Group Limited

ACN, ARBN or ARSN: ACN 164 307 975

The Applicant applies for admission to the official list of Asia Pacific Exchange Limited (APX) and for quotation of securities.

PART 2 - INFORMATION TO BE COMPLETED

GENERAL INFORMATION ON THE APPLICANT

You must complete the relevant sections (attach sheets if there is not enough space).

ALL APPLICANTS

1. Main class of securities	Number to be quoted	Class
Ordinary Shares	30,000,000 existing shares of the Applicant and up to 10,000,000 new shares of the Applicant to be issued as part of the initial public offering (refer to Prospectus).	Ordinary Shares
	Number not to be quoted	Class
	None	

2. Additional classes of securities	Number to be quoted	Class
	Number not to be quoted	Class

3a. Telephone number, postal address for all correspondence, general fax number, and fax number for **APX Announcements**
Office to confirm release of information to the market.

Unit 2, 112 Terralong Street
Kiama NSW 2533
Australia
Telephone number: 86 755 86673529
General fax number: 86 755 26942880

3b. Name of contact person

Contact persons:
Liangchao Chen (Executive Director and Chairman)
Enhua Huang (Executive Director and Chief Financial Officer)
Jiajun Li (Company Secretary)

4. Address of principal security registry for each class of security. (Listing Rule 20.1)

ShareBPO Pty Ltd
Level 1, 51 - 57 Pitt Street
Sydney NSW 2000
Australia

5. Annual balance date

30 June

COMPANIES ONLY

(Other applicants go to 19)

6. Name and title of chief executive officer/managing director

Peng Yu, Executive Director and Chief Executive Officer of the Applicant

7. Name and title of chairperson of directors

Liangchao Chen, Chairman and Executive Director of the Applicant

8. Names, address and function of all directors

1. Name: Liangchao Chen
Address: D-D304, Shahe Meijia Plaza, 2 Shahe Chaozhou Street, West Nanshan District, Shenzhen, Guangdong Province, China
Function: Chairman and Executive Director of the Applicant
2. Name: Peng Yu
Address: 412, Tower B, Shahe Century Holiday Plaza, No. 9030, Shennan Road, Nanshan District, Shenzhen, Guangdong Province, China
Function: Executive Director and CEO of the Applicant
3. Name: Enhua Huang
Address: 412, Tower B, Shahe Century Holiday Plaza, No. 9030, Shennan Road, Nanshan District, Shenzhen, Guangdong Province, China
Function: Executive Director and Chief Financial Officer of the Applicant
4. Name: Colin Guang Zheng
Address: 25 Somerset Road, Glen Iris, VIC 3146, Australia
Function: Non-Executive Director and Independent Director of the Applicant
5. Name: Zhimin Xiong
Address: 137 La Perouse Boulevard, Bondbeach VIC 3196 Australia
Function: Non-Executive Director and Independent Director of the Applicant

9. Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits

1. Liangchao Chen - 17 June 2013
For details, refer to the Prospectus.
2. Peng Yu - 15 November 2013
For details, refer to the Prospectus.
3. Enhua Huang - 15 November 2013
For details, refer to the Prospectus.
4. Colin Guang Zheng - 15 November 2013
For details, refer to the Prospectus.

5. Zhimin Xiong - 17 June 2013
For details, refer to the Prospectus.

10. Name and title of company secretary

Jia Jun Li - Company Secretary (Australian resident)
Pin Yin - Company Secretary (Chinese resident)

11. Is the Applicant duly incorporated in Australia (Listing Rule 4.20)

Yes

If not, place of incorporation

12. Certificate of incorporation or other evidence of status (including any change of name)

See attachment.

13. The Applicant's registration number

ACN 164 307 975

14. Date of incorporation of the Applicant and expected life

17 June 2013.
Ongoing.

15. Address of registered office in Australia

C/- Preece Lin Lawyers
Unit 2, 112 Terralong Street
Kiama NSW 2533
Australia

16. Address of Head Office in Australia

Unit 2, 112 Terralong Street
Kiama NSW 2533
Australia

17. Month in which annual meeting is usually held

To be determined by the Applicant in due course.

18. Months in which dividends are usually paid (or are intended to be paid)

To be determined by the Applicant in due course. Please refer to Prospectus on proposed dividend payments in the near future.

ALL APPLICANTS EXCEPT COMPANIES

(Companies go to 31)

19. Name and title of chief executive officer/managing director of the responsible entity
20. Name and title of chairperson of directors of responsible entity
21. Names, address and function of all directors of the responsible entity
22. Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits
23. Name and title of company secretary of responsible entity
24. Is the Applicant duly registered in Australia
- If not, place of registration.
25. Certificate of registration or other evidence of status (including any change of name)
26. The Applicant's registration number
27. Date of registration of the Applicant and expected life

28. Address of administration office in Australia of the Applicant
29. If the annual meeting is held, month in which it is usually held
30. Months in which distributions are usually paid (or are intended to be paid)

INFORMATION ON LISTING PARTICULARS

ALL APPLICANTS

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg. cross reference **security offer document**)

- | | |
|---|---|
| <p>31. <input checked="" type="checkbox"/> Evidence of compliance with minimum spread requirements (Listing Rule 4.28)</p> | <p>To be provided by the Applicant in due course.</p> |
| <p>32. <input checked="" type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (Listing Rule 4.23)</p> <p>(2 hard copies and 1 electronic copy)</p> | <p>Prospectus.</p> |
| <p>33. <input checked="" type="checkbox"/> The letter required by Listing Rule 4.37(b)</p> | <p>See attached letter.</p> |
| <p>34. <input checked="" type="checkbox"/> Latest annual report and any subsequent interim reports</p> <p>(2 hard copies and 1 electronic copy)</p> | <p>Please see audited consolidated annual report for the years ended 30 June 2011, 30 June 2012 and 30 June 2013.</p> |
| <p>35. <input checked="" type="checkbox"/> Cheque for fees (Listing Rule 4.37(c))</p> | <p>See copy of the receipt of electronic transfer of the initial listing fee.</p> |

- | | | | |
|-----|---|---|--|
| 36. | ✓ | Details of registers the Applicant will operate (Listing Rule 20.1) | See Prospectus. |
| 37. | ✓ | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | See attached material contracts. |
| 38. | ✓ | The sponsor's working capital letter (Listing Rules 3.22 and 4.37(f)) | See attached sponsor's working capital letter. |
| 39. | ✓ | Copy of the certificate of incorporation or equivalent document (Listing Rule 4.37(g)) | See attached certificate of incorporation. |
| 40. | ✓ | Copy of the Applicant's constitution and letter stating that the constitution complies with the Listing Rules (Listing Rule 4.37(h)) | See attached Constitution. |
| 41. | X | If requested by APX, a declaration contemplated by Listing Rule 4.37(i) for a corporate security holder holding 5% or more of the applicant's equity securities | Not applicable. |
| 42. | ✓ | A sponsor's confirmation of independence (Appendix 3-2) (Listing Rules 3.21(e) and 4.37(j)) | See attached sponsor's confirmation of independence. |
| 43. | ✓ | Reference to the disclaimer in the security offer document required by Listing Rule 4.40 (Listing Rule 4.37(k)) | Prospectus. |
| 44. | X | Any other document required by APX (if notified to applicant) | Not applicable. |
| 45. | ✓ | A certified copy of any restriction agreement entered into in relation to the restricted securities. (Appendix 21-1) | Not applicable. Please refer to APX in-principle confirmation. |
| 46. | ✓ | If there are restricted securities, undertaking issued by any bank or recognised trustee (Listing Rule 21.9) | Not applicable. Please refer to APX in-principle confirmation. |

47. ☒ A brief history of the Applicant or, if applicable, the group. Prospectus.

INFORMATION ABOUT THE SECURITIES TO BE QUOTED

ALL APPLICANTS

48. ☒ Voting rights of the securities Constitution.
49. ☒ A sample certificate for each class of securities to be quoted Not applicable.
50. ☒ A description of the terms of the securities Constitution.
51. ☒ Details of 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders See attached current register of holders.
52. ☒ Details for each class of equity securities to be quoted, of the number of holders in the following ranges:
1-1,000
1,001 – 5,000
5,001 – 10,000
10,001 – 100,000
100,001 and over See attached current register of holders.
53. ☒ The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price. See attached current register of holders.
54. ☒ Terms of any fixed interest securities and convertible interest bearing securities Not applicable.
55. ☒ Trust deed for any fixed interest securities and convertible fixed interest securities Not applicable.

ALL APPLICANTS WITH UNPROVEN ASSETS

(Other entities go to 65)

Any **Applicant** that has acquired, or entered into an agreement to acquire an **unproven asset**, must give **APX** the following information.

56. ☐ Details of the vendor of the **unproven asset** (vendor) and the relationship of the vendor with the Applicant
57. ☐ If the vendor was not the beneficial owner of the **unproven asset** at the date of the acquisition or agreement, details of the beneficial owner(s) and the relationship of the beneficial owner(s) to the Applicant
58. ☐ The date the vendor acquired the **unproven asset**
59. ☐ Details of the transaction by which the vendor acquired the **unproven asset**, including whether by agreement, exercise of option or otherwise.
60. ☐ Details of the consideration received by the vendor directly or indirectly (when the vendor acquired the asset), and whether the consideration has been provided in full.
61. ☐ Details of the **unproven asset**, including any title particulars.
62. ☐ The work done developing the **unproven asset** by or for the vendor including the amount of money (if any) spent by the vendor (along with any supporting information required by APX).
63. ☐ The date that the Applicant acquired the **unproven asset** from the vendor, the consideration received by the vendor directly or indirectly, and whether that consideration has been provided in full.
64. ☐ Details of the consideration, including the manner it was calculated, and experts' reports (if any) commissioned or considered (copies of which must be submitted to APX).

INFORMATION ABOUT THE APPLICANT'S CAPITAL STRUCTURE

ALL APPLICANTS

65. ☒ A copy of the register of members

See attached current register of holders.

66. ☒ A copy of the terms of any employee incentive scheme

Not applicable.

67. ☒ A copy of the terms of any dividend or distribution scheme

See Prospectus.

68. ☒ Details of the terms of any securities that will not be quoted

Not applicable.

69. ☒ The following information on the Applicant's issued capital (or for a managed investment scheme, interests):

See attached current register of members.

(a) details of each class of security and the respective:

(i) issue price;

(ii) amount paid up;

(iii) dividend (in the case of a managed investment scheme, prescribed interest scheme or similar scheme, distribution) rights and voting rights; and

(iv) conversion terms (if applicable).

☒ (b) details of debentures, other than debentures issued in favour of a bank, showing the:

Not applicable.

(i) amount outstanding;

(ii) nominal value and issue price;

- (iii) Interest rate;
- (iv) Interest payment dates; and
- (v) terms of redemption of each class and conversion terms (if applicable).

- X** (c) details of **Applicant's** unsecured notes, showing:

- (i) the amount outstanding;
- (ii) nominal value and issue price;
- (iii) interest rate;
- (iv) interest payment dates; and
- (v) terms of redemption of each class and conversion terms (if applicable).

Not applicable.

- X** (d) details of options to **acquire** unissued securities, showing the number outstanding.

Not applicable.

- X** (e) details of any rights granted to any **person**, or to any **class** of **persons**, to participate in an issue of the **Applicant's** securities.

Not applicable.

- X** (f) details of any rights granted to any **person**, or to any **class** of **persons**, to participate in an issue of the **Applicant's** securities.

Not applicable.

- X** (g) other than as noted above, details of any issues of the **Applicant's** securities (in all

Not applicable.

classes) in the last 5 years, noting where the consideration was for other than cash.

70. ✓ Details of all:

- (a) controlled entities; and
- (b) entities in which the Applicant holders (directly or indirectly) 20% or more of the issued capital, including its name, business or undertaking and the Applicant's (direct or indirect) percentage holding.

See attachments.

INFORMATION ABOUT THE APPLICANT'S FINANCIAL POSITION

71. ✓ Details about Applicant's principal business activities for the last 3 full financial years

Prospectus.

Please see audited consolidated annual report for the years ended 30 June 2011, 30 June 2012 and 30 June 2013.

72. ✓ Details about the Applicant's aggregated profit for the last 3 full financial years

Please see audited consolidated annual report for the years ended 30 June 2011, 30 June 2012 and 30 June 2013.

73. ✓ Financial statements for the last 3 full financial years and audit report, review or statement (Listing Rule 4.25(a)) or for a period of less than 3 full financial years if approved by APX (Listing Rule 4.26)

Please see audited consolidated annual report for the years ended 30 June 2011, 30 June 2012 and 30 June 2013.

74. ✓ If required by APX, a pro forma balance sheet and review (Listing Rule 4.27)

Prospectus.

75. ✓ Evidence of market capitalisation that will satisfy adequate market test (Listing Rule 4.29)

Please see audited consolidated annual report for the years ended 30 June 2011, 30 June 2012 and 30 June 2013.

Excel document of market capitalisation market test to be provided in due course.

76. ☒ Details that the **Applicant** has:

- (a) (or will have) appropriate levels of assets (other than assets held as cash or in a form readily convertible to cash); or
- (b) commitments to spend at more than half of the Applicant's cash and assets in a form readily convertible to cash after admission.

(See Listing Rule 13.11)

Prospectus.

Please see audited consolidated annual report for the years ended 30 June 2011, 30 June 2012 and 30 June 2013.

77. ☒ A written report from a sponsor confirming that either:

- (a) the working capital available to the **Applicant** is sufficient for its present requirements and is at least \$300,000; or
- (b) the working capital reasonably expected to be available to the **Applicant** will be sufficient for its present requirements after the admission, refinancing or reconstruction and will be at least \$300,000 after taking into consideration the budgeted revenue for the first full financial year after admission (**Listing Rule 3.22(d)**)

See attached sponsor letter.

ABOUT THE APPLICANT'S BUSINESS PLAN AND LEVEL OF OPERATIONS

ALL APPLICANTS

78. ☒ Details of the **Applicant's** existing and proposed activities, and level of operations. State the main business

Prospectus.

79. ☐

INFORMATION MEMORANDUM REQUIREMENTS

ALL APPLICANTS

Note: under Listing Rule 4.23 APX may, in its absolute discretion, determine that an information memorandum that complies with this Appendix 4-1 can be issued in place of a security offer document.

80. ☐ All the information that would be required under either:
- section 710 of the Act if the information memorandum were a prospectus; or
 - sections 1013D to F inclusive and section 1013I of the Act if the information memorandum were a product disclosure statement lodged with ASIC, offering for subscription the same number of securities for which quotation will be sought is contained in the information memorandum.
81. ☐ The signature of every director, and proposed director, of the Applicant personally or by a person authorised in writing by the director.
82. ☐ The date the Information memorandum is signed
83. ☐ Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the Applicant, in the promotion of the Applicant, or in the property acquired or proposed to be acquired by it.
84. ☐ If the interest was, or is, as a member or partner in of another entity, the nature and extent of the interest in that other entity
85. ☐ If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, securities or otherwise by any person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the Applicant.

86. ☐ Full particulars of the nature and extent of any interest of every expert in the promotion of the **Applicant**, or in the property acquired or proposed to be acquired by it
87. ☐ If the interest was or is as a member or partner in of another entity, the nature and extent of the interest that other entity.
88. ☐ If the interest was or is as a member or partner in entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, **securities** or otherwise by any person for services rendered by him or her or by the entity in connection with the promotion or formation of the **Applicant**.
89. ☐ A statement that **APX** does not take any responsibility for the contents of the information memorandum
90. ☐ A statement that the fact that **APX** may admit the entity to its **official list** is not to be taken in any way as an indication of the merits of the **Applicant**
91. ☐ If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context.
92. ☐ A statement that the **Applicant** has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum
93. ☐ A statement that a supplementary information memorandum will be issued if the **Applicant** becomes **aware** of any of the following between the issue of the information memorandum and the date the **Applicant's securities** are quoted or reinstated:
- A material statement in the information memorandum is false or misleading.
 - There is a material omission from the information

memorandum.

- There has been a significant change affecting a matter included in the information memorandum.
- A significant new matter has arisen and it would have been required to be included in the information memorandum.

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94. ☐ If there is a supplementary information memorandum:

- Correction of any deficiency.
- Details of any material omission, change or new matter.
- A prominent statement that it is a supplementary information memorandum.
- The signature of every director, or proposed director, of the Applicant personally or by a person authorised in writing by the director.
- The date the supplementary information memorandum is signed.

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Evidence if supplementary information memorandum is issued

95. ☐ Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum

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96. ☐ Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum

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OTHER INFORMATION

ALL APPLICANTS

97. ☒ Details of any material contracts entered into between the Applicant and any of its directors

Prospectus.

98. ☒ A copy of every prospectus, Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years.

Not applicable.

99. ☒ Information not covered elsewhere and which, in terms of Listing Rule 11.1, is likely to materially affect the price or value of the Applicant's securities.

Prospectus.

100. **X** The documents which would have been required to be given to APX under **Listing Rules 15.1, 15.3, 15.4 and 15.12 to 15.13** had the **Applicant** been admitted to the **official list** at the date of its application for admission, unless **APX** agrees otherwise.

Not applicable.

PART 3 - AGREEMENT

ALL APPLICANTS

The **Applicant** agrees:

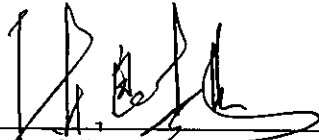
1. Its admission to the **official list** is in **APX's** absolute discretion. **APX** may admit the **Applicant** on any conditions it decides. **Quotation** of the **Applicant's securities** is in **APX's** absolute discretion. **APX** may quote the **Applicant's securities** on any conditions it decides. The **Applicant's** removal from the **official list** or the suspension or ending of quotation of **securities** is in **APX's** absolute discretion, **APX** is entitled immediately to suspend quotation of the **Applicants' securities** or remove the **Applicant** from the **official list** if the **Applicant** breaches this agreement.
2. The **Applicant** warrants to **APX** that:
 - the issue of the **securities** to be quoted complies with the law;
 - there is no reason why the **securities** should not be granted **quotation**;
 - in the case of an **entity** that is a **managed investment scheme**:
 - (a) no notice has been received under section 601MB of the **Act** (or if received has been declared by a Court to have no effect); and
 - (b) section 1016E of the **Act** does not apply or, where it does apply, the **responsible entity** has complied with section 1016E(2);
 - an offer of the **securities** for sale during the period of 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the **Act**;
 - section 724 of the **Act** does not apply to any applications received by the **Applicant** in relation to any **securities** to be quoted and that no person has any right to return any **securities** to be quoted under sections 737 or, 738, 992A, 992AA or 1016F of the **Act** at the time that the **Applicant** requests that the **securities** be quoted; and

- if confirmation is required under section 1017F of the Act in relation the securities to be quoted, it has been provided at the time the request is made for the securities to be quoted; and
 - if the Applicant is a non corporate entity, no person has the right to return the securities to be quoted under section 1019B of the Act at the time the Applicant requests that the securities be quoted.
3. The Applicant indemnifies APX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties or undertakings in this agreement, including a breach of the Applicant's obligations in clause 4 and (upon becoming a listee) a contravention of Listing Rule 4.36.
 4. The Applicant agrees to comply with the Listing Rule 4.36 in respect of any obligations imposed on it by an approved settlement facility.
 5. The Applicant gives APX the information and documents required by this form. If any information or document is not available now, the Applicant will give it to APX before quotation of the securities begins. The Applicant acknowledges that APX is relying on the information and documents. The Applicant warrants that they are (will be) true and complete.
 6. The Applicant will comply with the APX Listing Rules as in force from time to time, even if quotation of the Applicant's securities is deferred, suspended or subject to a trading halt.
 7. The APX Listing Rules are to be interpreted so as to promote the purpose and object of the underlying rule.
 8. APX has discretion to take no action in response to a breach of the APX Listing Rules. APX may also waive a Rule of the APX Listing Rules either on request by the Applicant or of its own accord on any conditions. APX may at any time vary or revoke a decision on request by the Applicant or of its own accord.
 9. A document given to APX by an Applicant, or on its behalf, becomes and remains the property of APX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to APX in support of the listing application or in compliance with the APX Listing Rules.
 10. In any proceedings, a copy or extract of any document or information given to APX is of equal validity in evidence as the original.
 11. The Applicant certifies that the constitution of the Applicant complies with the APX Listing Rules.

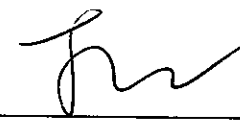
Dated: 16 Dec 2013

Signed by
Australia Samly Holdings Group
Limited

in accordance with section 127 of the
Corporations Act 2001 (Cth) by a director
and secretary:



Signature of director



Signature of secretary

陈良超

LIANGCHAO CHEN
Name of director (please print)

JIAJUN LI
Name of secretary (please print)