

APPENDIX 5-2

DECLARATION BY LISTEE

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This form of declaration may be amended to meet individual cases. **Paragraph 7** and/or **Paragraph 8** may be deleted where appropriate.

To: Listing Applications Department
Asia Pacific Exchange Limited

3 March 2014

I, Liangchao Chen, a director of **Australia Samly Holdings Group Limited** (ABN 16 164 307 975) (**the Listee**), declare as follows:

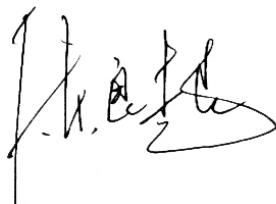
1. that all documents required by the relevant legislation to be filed with **ASIC** in connection with the offer dated 10 December 2013 and 24 December 2013 of the following **securities** of the **Listee**, namely, up to 10,000,000 ordinary share in the Listees (based on maximum subscription) and a minimum of 2,000,000 ordinary shares in the Listee (based on minimum subscription), have been duly filed and that to the best of my knowledge, information and belief (having taken reasonable care to ensure that such is the case), compliance has been made with all other legal requirements in connection with such offer;
2. that all applicable conditions for listing set out in **Chapter 4** of the **APX Listing Rules** have been fulfilled in relation to the **Listee** and the **securities** of the **Listee** referred to above;
3. that 4,636,500 of ordinary shares in the Listee at \$1.00 each have been subscribed for cash and fully allotted to the subscribers;
4. that all money due to the **Listee** in respect of the offer has been received by it;
5. that 30,000,000 existing ordinary shares in the Listee at \$1.00 each have been issued credited as fully paid by way of **conversion**/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted to the persons entitled thereto;
6. that the definitive documents of title have been/are ready to be delivered;
- ~~7. that completion has taken place of the purchase by the **Listee** of all property stated in the **listing particulars**, **security offer document** or equivalent offering document dated 20 as having been purchased or agreed to be~~

~~purchased by it and the purchase consideration for all such property has been duly satisfied;~~

- ~~8. that the trust deed relating to the said **fixed interest securities** has been completed and executed and a copy has been lodged with **APX** and that particulars thereof, if so required by the **Act**, have been delivered to **ASIC**;~~
9. that all **securities** of each **class** referred to above are in all respects *identical;
10. that no alterations have been made to the **listing particulars**, security offer document or equivalent offering document other than in relation to the pricing of the issue or **takeover offer**, number of **securities**, figures depending on such information, and correction of errors; and
11. that there are no other facts bearing on the **Listee's** application for listing of such **securities** which, in my opinion, should be disclosed to **APX**.

Signed for an on behalf of: Australia Samly Holdings Group Limited

Signature
(director):



Date:03/03/2014

Name: Liangchao Chen

Note:

*Identical means in this context:

- (a) the **securities** are paid up to the same amount;
- (b) they are entitled to **dividend** / distributions / interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend / distributions / interest payable per unit will amount to exactly the same sum (gross and net); and
- (c) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and are pari passu in all other respects.