



61 2 9372 0752

Meridien Capital

18 December 2006

The General Manager
Newcastle Stock Exchange
PO Box 283
NEWCASTLE NSW 2303

Dear Sir

RE: APPLICATION FOR LISTING

1. General

- (1) The applicant is Meridien Capital Limited, ACN 121 348 730 it was incorporated in Australia on 21 August 2006.
- (2) Not applicable.
- (3) Principal registered office is Level 11, 32 Martin Place, Sydney NSW 2000. The share register is kept at this address.
- (4) The Company is applying for the quotation of between 3,650,000 Ordinary Shares (minimum subscription) and 3,950,000 Ordinary Shares (maximum subscription) depending on if the offer, the subject of the attached Prospectus, is fully subscribed.

The amount, class and voting rights attached to the Shares are detailed in the attached prospectus (refer Sections 3.3 and 9.2.1). In order to provide further information a copy of the Company's Constitution has been forwarded to the NSX directly by the Company's solicitors.

- (5) Initial Public Offering via attached Prospectus.
- (6) Estimated market capitalization will be \$1,825,000 (minimum subscriptions) and up to \$1,975,000 (maximum subscriptions).
- (7) Information in respect of net proceeds and intended use of proceeds are set out in Sections 3.17 and 4.12 of attached Prospectus.
- (8) The Company is not listed on any other Stock Exchange.

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2. Share capital and ownership

(1)

	Minimum Subscription	Maximum Subscription
Ordinary Shares on Issue prior to Offer	2,950,000	2,950,000
New Ordinary Shares Issue	700,000	1,000,000
Total Ordinary Shares on Issue	3,650,000	3,950,000
Options on Issue prior to Offer	1,450,000	1,450,000
New Option Issue	350,000	500,000
Total Options on Issue	1,800,000	1,950,000

(2)

	Shareholder	No. of Ordinary Shares	No. of Options	Amount Paid for Ordinary Shares	Date of Allotment of Ordinary Shares
Founder	Sydlyn Pty Limited (As Trustee for the Ivkovic Family Trust)	1,100,000	550,000	-	22/09/06
Directors	Kevin Shirlaw	50,000	25,000	-	01/11/06
	John McColi	50,000	25,000	-	01/11/06
	Kevin Good	50,000	25,000	-	01/11/06
Underwriter	Collins Street Securities Pty Limited	200,000	100,000	-	29/11/06
Pre-IPO Investors	Fairchoice Limited	1,000,000	500,000	**	31/10/06
	Finlay Australia Pty Limited (As Trustee for the Shirlaw Family Trust)	250,000	125,000	\$10,000	21/10/06
	Lynpland Pty Limited (As Trustee for the Lander Family Trust)	200,000	100,000	\$10,000	14/11/06
	R Hammond and M Hammond As Trustees for the Gusco Pty Limited Employees Super Fund No. 1	50,000		\$10,000	27/11/06
Total		2,950,000	1,450,000		

**

Fairchoice Limited acquired its shareholding by vending in a portfolio of listed securities. For further information see Sections 1.2, 2.2 and 2.7 of the Prospectus and the Investigating Accountant's Report incorporated in the Prospectus.

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3. Securities

The securities proposed for listing are Fully Paid Ordinary Shares. A full description of these securities are set out in Section 9.2 of the attached Prospectus and in the Company's Constitution.

4. History and nature of business

Refer Sections 2.1 – 2.7 of the attached Prospectus.

5. Summary of earnings

The Company was incorporated on 21 August 2006 and has only traded for three and half months. A summary of earnings is set out in Section 4.1 of the Prospectus and in the Investigation Accountant's Report incorporated in the Prospectus.

6. Tabulation of balance sheet

See Section 4.1 of the attached Prospectus and the Investigation Accountant's Report incorporated in the Prospectus.

7. Employees

The Company has three executive directors and no other employees.

8. Child entities

Not applicable.

9. Dividend Record

The Company has paid no dividends since incorporation. The Company's dividend policy is summarised in Section 4.10 of the Prospectus.

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10. Properties

Not applicable.

11. Litigation

There is no litigation or claims of any type outstanding or pending.

12. Management

- (1) Mr Kevin Shirlaw of 431/25 Wentworth Street, Manly NSW 2095.

Mr Kevin Good of 145 Bathurst Street, Pitt Town NSW 2756.

Mr John MacColl of 41 Dumaresq Street, Gordon NSW 2072

Each Director has distinctive qualifications, expertise and area of responsibility. Details in relation to this are set out in Sections 5.1 - 5.3 of this Prospectus.

- (2) There are no family relationships in respect of Directors mentioned above.
- (3) The business experience of the Directors is set out in Sections 5.1 - 5.3 of the Prospectus.
- (4) No Director holds, or proposes to take up, another directorship in a publicly listed company at this time.
- (5) None of the Directors (in any jurisdiction) has been convicted in any criminal proceedings or has had a bankruptcy petition filed against him or any partnership in which he was a partner or any body corporate of which he was a director or has been sanctioned or otherwise disciplined by any self regulatory securities association of which he or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.

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13. Sponsors, bankers, etc.

- (1) The names and addresses of the issue sponsor, nominated advisor, solicitor and share registry are set out in the Corporate Directory on page 2 of the Prospectus.
- (2) The Company's bankers are the ANZ Bank, Mosman.
- (3) The Company's auditors are DFK-Richard Hill, Level 11, 32 Martin Place, Sydney NSW. This firm is a registered company auditor.

14. Statement of non-compliance

The Company is not aware of any requirements of the listing rules which cannot be met.

15. Declaration

To the best of the *issuer's* knowledge, information and belief:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.

Signed on behalf of the Company



Mr Kevin Shirlaw
Chairman