

Oceanethix International Holdings Limited
4 Russell Avenue, Frenchs Forest NSW 2086, Australia

15th Jul 2013

Mr. Ian Craig,
National Stock Exchange
Suite 1.2, 415 Riversdale Road
Hawthorn East
Victoria 3123

Dear Sir,

Oceanethix International Holdings Limited:
Application to list on the National Stock Exchange of Australia

This is the formal application by Oceanethix International Holdings Limited (the company) to list its ordinary fully paid securities on the National Stock Exchange of Australia Limited (NSX).

In compliance with the terms of the Appendix 1A of the NSX Listing Rules, our responses to your specific questions are as follows:

1. General

(a) The name of the applicant and the date and place of incorporation

Oceanethix International Holdings Limited. The company is incorporated in Sydney, NSW on 9th November 2012.

(b) If not incorporated in Australia, the date on which the applicant became registered under Corporation Act:

Please refer to item 1(a) above.

(c) The address of the principal registered office and the address of each office at which a share register is kept:

The principal registered office is 4 Russell Avenue, Frenchs Forest NSW 2086, Australia

Boardroom Pty Limited is the share registry of the company. The address of share registry is Level 8, 446 Collins Street, Melbourne, VIC 3000, Australia

(d) A formal request for the listing of the securities in respect of which application is made, specifying the nature of the securities and the amount, class, the voting rights attached and whether they are to be fully paid:

Capital structure of the company

Class of the share	Ordinary share
Share current on issue (fully paid)	280,000,000
Options currently on issue	Nil
Shares in offer	Nil
Total shares on issue and to be quoted	280,000,000
Estimated market price per share (to be quoted)	A\$0.10
Estimated market capitalization as per the above price	A\$28,000,000
Voting right	Each shareholder has 1 vote

(e) The proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities:

The company is proposing a compliance listing. The company has 141 shareholders (141 of these shareholders comply with the minimum listing requirements). It does not propose to raise any capital to bring the company to listing. The company does not propose to raise any capital in the next 3 months.

Top ten shareholders is included in the Appendix 1

(f) The estimated market capitalization of the securities for which listing is sought:

Please refer section 1(d) above.

(g) An estimate of the net proceeds of any proposed issue and the intended use of the proceeds:

The company is seeking for a compliance listing on NSX, therefore, no proceeds will be raised from IPO.

(h) The name of any other stock exchange on which any securities of the issuer are already listed and/or traded:

The company's securities are not listed on any other stock exchange.

2. Share capital and ownership

Summary of Shareholdings;

Category holding	No of shareholders	No of shares	shareholding
1-100,000 shares	36	1,831,428	0.65%
100,000-500,000 shares	50	12,187,918	4.35%
500,000 - 1,000,000 shares	20	12,954,148	4.63%
1m - 10m shares	24	92,479,652	33.03%
10m - 200m shares	11	160,546,854	57.34%
Total	141	280,000,000	100%

Directors and Founders of the company (including related entities);

Directors and Founders of the company	No. of shareholders or associated entities	No. of shares	%
Chuly Lee	1	8,485,957	3.03%
Lloyd Moskalik	2	10,006,163	3.58%
Derek Condell	3	2,850,614	1.02%
Brian Wong	1	10,000,000	3.57%
Focal Creation International Holdings Limited	1	28,000,000	10.00%
Total – Directors & Founders	8	59,342,734	21.20%

2.1 A list in tabular form of :

(a) The designation or title of each class of share :

The company only has one class of share being ordinary shares. Please refer to 1(d) above.

(b) The number of shares issued:

280,000,000 ordinary shares are currently on issue

(c) The voting right attached to each share:

All shares have the same voting rights. Each share has one vote. Please refer to 1(d) above.

(d) The amount of fully paid up shares:

All shares issued are fully paid up.

(e) The shareholdings of the directors and officers of the issuer:

Please refer to 1(e) above.

(f) So far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent of more of the shares of the issuer and their respective shareholdings:

Please refer to 1(e) above. A detailed shareholder list is contained in the Appendix

2.2 A list in tabular form of the names of all shareholders of the issuer including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.

A list of shareholders is enclosed with this letter of application in Appendix. All the shares have been issued as part of a Capital Raising. There has been no secondary market

3. Securities

An outline of the principal terms of the securities the applicant wishes to list.

The company is going to list all the ordinary shares as specified in 1(d) above.

4. Options

There are no options on issue.

5. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicants, a brief history of the issuer for the last five (5) years of, if later, from inception to the date of application. A description of the business now conducted by the issuer and its child entities, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available:

Please refer to the Information Memorandum for a description of the business.

6. Summary of earnings

A summary of earnings, on the consolidated basis of the applicant has subsidiaries, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

Oceanethix International Holdings Limited
Group profits and loss

	Audited OCX Period from 9 Nov 12 to 20 May 13 HKD	Audited OCX HK 2012 HKD	Audited OCX HK 2011 HKD	Audited OCX HK 2010 HKD
Sales	6,327,500	3,326,263	656,506	316,797
Cost of Sales	(2,059,424)	(2,912,860)	(189,212)	(289,582)
Gross profits	4,268,076	413,403	467,294	27,215
Other income	72	8,470	1,559	31,960
	4,268,148	421,873	468,853	59,175
Staff and related costs	(186,828)	(1,996,050)	(2,794,548)	(3,100,373)
Occupancy and related costs		(1,190,460)	(1,086,993)	(365,856)
Administration expenses	(595,245)	(1,436,979)	(1,666,081)	(1,612,320)
Other expenses	(742,536)	(2,212,947)	(5,459,145)	(6,183,396)
	(1,524,609)	(6,836,436)	(11,006,767)	(11,261,945)
Net income before depreciation	2,743,539	(6,414,563)	(10,537,914)	(11,202,770)
Interest expenses and tax				
Borrowing expenses	(645)	(161,255)	(229,968)	(5,299)
Depreciation		(497,520)	(497,520)	(190,583)
Taxation		(173,250)	0	0
Profits for the year	2,742,894	(7,246,588)	(11,265,402)	(11,398,652)
EPS	0.01	NA	NA	NA

OCX = Oceanethix International Holdings Limited (Group)

OCXHK = Oceanethix Hong Kong Limited

Note: Audited result for OCX covered 9 November 2012 (date of incorporation) to 20 May 2013

7. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter, The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

Oceanethix International Holdings Limited
Statement of Financial Position

	Audited OCX as at 20.5.13 HKD	Audited OCX HK 2012 HKD	Audited OCX HK 2011 HKD	Audited OCX HK 2012 HKD
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	4,129,847	390,312	35,790	846,630
Trade and other receivables	7,134,366	863,203	791,579	1,223,188
TOTAL CURRENT ASSETS	11,264,213	1,253,515	827,369	2,069,818
NON-CURRENT ASSETS				
Intangible Assets	372,208			
Plant and equipment	1,059,469	1,333,946	1,831,466	634,454
TOTAL NON-CURRENT ASSETS	1,431,677	1,333,946	1,831,466	634,454
TOTAL ASSETS	12,695,890	2,587,461	2,658,835	2,704,272
CURRENT LIABILITIES				
Trade and other payables	6,052,208	40,020,593	36,066,647	28,250,282
Financial liabilities	173,250	9,028,202	5,806,934	2,403,334
TOTAL CURRENT LIABILITIES	6,225,458	49,048,795	41,873,581	30,653,616
NET ASSETS	6,470,433	(46,461,334)	(39,214,746)	(27,949,344)
EQUITY				
Issued capital	19,404,252	1	1	1
Retained profits bought forward	(15,676,712)	(39,214,747)	(27,949,345)	(16,550,693)
Profits for the year	2,742,894	(7,246,588)	(11,265,402)	(11,398,652)
Retained profits carried forward	(12,933,818)	(46,461,335)	(39,214,747)	(27,949,345)
TOTAL EQUITY	6,470,433	(46,461,334)	(39,214,746)	(27,949,344)
 Net asset value per security	 0.023	 (0.17)	 (0.14)	 (0.10)

8. Employee

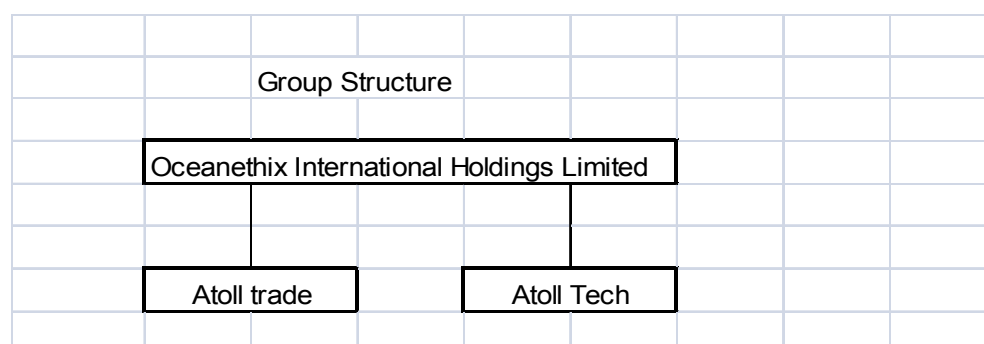
A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

The company has two showrooms. Hong Kong showroom employs 3 employees and China showroom employs 3 employees. The total number of headcount is 6.

9. Child entities

A tabular list of all child entities showing in respect of each such corporation:

The group structure is as follows:



(a) The name of the corporation

The company has incorporated two new subsidiaries, namely Atoll Trading Limited (Atoll Trade) and Atoll Technology Holdings Limited (Atoll Tech). The company is streamlining its corporate structure and prepares itself for much larger scale of operation. Atoll Tech will provide technological support to customers who using ATOLL system. Atoll Trade will be the trading vehicle for the company.

The company operates 2 showrooms. The two showrooms are in Hong Kong and Shanghai, China, respectively.

(b) A brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and

At present, the company has installed ATOLL system in its two showrooms in Hong Kong and Shanghai, China. They are marine technological solution providers. Hong Kong showroom is target for the customers in Southern part of China. Whereas China showroom is intended for

the customers in Northern part of China

(c) Share capital by classes, showing the amount issued and the amount owned by the holding entity

Name of company	Class of shares	Amount issued	% owned by the holding entity
Atoll Trading Ltd	Ordinary	1	100%
Atoll Technology Holding Ltd	Ordinary	1	100%

10. Dividend record

State the number of consecutive years in which dividends has been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its child entities) for each of the three (3) preceding years. Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.

The company has not declared or paid any dividends in the past three years. The payment of dividend of the company in future will depend upon the company's operational and financial performance, its working capital requirement and future development programmes. Given the future expansion plan of the company, the directors do not anticipate any dividend to be paid in the next 2 years.

11. Properties

Describe briefly the general character of the properties of the applicant and its child entities, including:

(a) Location:

The company leases two showrooms, one in Hong Kong and another one in Shanghai, China. The full address of the Hong Kong showroom is 15/F, Goodman Shatin Logistics Center II, 6 Wong Chuk Yeung Street, Fo Tan, Hong Kong.

The full address of the China showroom is B119-B120, No.3833-3841 Hua Xu Road, Qing Pu District, Shanghai, China 201708.

(b) Land area:

The land areas of the leased premises in Hong Kong and China are 1,000 square metres and 64 square metres respectively.

(c) Number of buildings:

Please refer to 10(a) above

(d) Aggregate floor area of building; and:

Please refer to 10(b) above

(e) Whether properties are owned or leased, and if leased, state total rental paid of each of the three (3) preceding financial years and average term of years :

The showroom in Hong Kong is having a term lease of 3 years. The lease in China is renewable every year. The monthly rental for Hong Kong is HKD86,000 and for China is RMB10,000. The total rental payment for three preceding financial years in Hong Kong are HKD2,101,539 and RMB300,000 in China.

12. Litigation

Particulars of any litigation or claims of material importance made against any member of the group in the last five (5) years or which is pending or threatened against any member of the group, or any appropriate negative statement.

Legal action may arise from time to time in the course of the company's business. As at the date of this letter, the company is not involved in any legal action and the directors are not aware of any legal action pending.

13. Management

(1) The full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every director or proposed director and any person who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the group if significant to the group:

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Name	Designation	Address
Chuly Lee	Chairman	PH C/D Craigmount, 34 Stubbs Road, Hong Kong
Lloyd Moskalik	Managing Director	Flat 1239, 12/F, Horizon Suite Hotel, 29 On Chun Street, MA On Shan, Shatin, NT, Hong Kong.
Brian Wong	Director	Flat F, 38/F, Tower 3, The Metropolis, 8 Mau Yip Road, Tseung Kwan O, Hong Kong.
Derek Condell	Non-executive Director and Company Secretary	3 Booth Crescent, Orange NSW 2800
Nicole Kit Hung Tang	Non-executive Director	Flat H, 22/F, Block 23, Park Island, Ma Wan, Hong Kong.
Bernard Chi Keung Li	Director	Room 1307, Ka Sin House, Ka Keng Court, Tai Wai, Hong Kong.
Nigel Kong Yiu Wong	Non-executive Director	Room 1206, Harbour, Crystal Centre, 100 Granville Road, Tsim Sha Tsui, Hong Kong.
John Zhong	Non-executive Director	20/11-13 Sutherland Road, Chatswood, NSW 2067

The personal profile and working experiences for each of the directors above is summarized below :

Chuly Lee, appointed to the Board on 28th March 2013

Chuly Lee is currently a director with Oceanethix and provides oversight to its Chinese business. She was the Vice Chairman of the CP Group, a Thai international conglomerate based in Shanghai from 2007 to 2009. Prior she was based in Hong Kong for six years as President of Asia Pacific with then Watson Wyatt Company (now Towers Watson), a global managing consulting firm. During the 15 year tenure with TW, she worked in New York, Seoul and Hong Kong offices. Before joining TW, Chuly spent 10 years as a University researcher and lecturer in England and Korea.

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She received her doctorate from the Institute of Psychiatry, University of London in Clinical Psychology.

Lloyd Moskalik, appointed to the Board on 28th March 2013

Formerly an executive director Watson Wyatt based in Sydney, Australia, Lloyd is a management consultant with over 10 years experiences in commercialising and restructuring corporate and government businesses. He has also worked for KPMG and Price Waterhouse.

Lloyd has been developing the business model and commercial process for 10 years and is now the Managing Director. His qualifications include a Bachelor of Commerce (accounting and finance), Master in Business Administration and a Diploma in Civil Engineering.

Brian Wong, appointed to the Board on 22nd March 2013

Brian Wong is currently the director of Murchison Holdings Limited and Quest Investments Limited, both companies listed on ASX. He has over 20 years working experiences in banking, accounting and auditing including at Hang Seng Bank Limited and Citibank Limited.

Brian is a fellow of the Association of International Accountants, associate member of the Hong Kong Securities Institute and holds a Master degree in Accounting bestowed by Curtin University of Australia.

Derek Condell. Appointed to the Board on 16th May 2013

Derek Condell has been a Company Secretary for a number of private companies and two public companies for over 10 years. He has an investment banking background, including being a Stock Broker Member of the ASX, a bond sales, originator and underwriter, and an investment manager. He established the business that is today UBS Global Asset Management in Australia. He holds a Bachelor of Economics from the University of Sydney, and is a Senior Associate of the Financial Services Institute of Australasia (SA Fin) and is a Member and Treasurer of The Institute of Quantitative Research in Finance, Inc.

Nicole Kit Hung Tang, appointed to the Board on 9 November 2012

Nicole is currently the Chairlady of Focal Creation Group, a private owned investment group. Before she joins the financial service sector, Nicole was the CEO of her family business. Her family business is the major importer for some famous electronic brands

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such as Sony and Sharp for China market. Nicole has over 10 years working experiences in telecom, IT and investment areas. Ms Tang received her education in Columbia University of Canada.

Bernard Chi Keung Li, appointed to the Board on 9 November 2012.

Bernard has been an equity analyst with over 20 years working experiences in financial market. Other than the directorship with the company, he is a director of Hong Kong Finance Training Center, a prestigious financial training school in Hong Kong.

His qualifications include a Master of Engineering Management, certified financial consultant and certified financial planner.

Nigel Kong Yiu Wong, appointed to the Board on 9 November 2012

Nigel is a certified public accountant in Hong Kong. He has over 20 years audit experiences in commercial sector. He is the owner of a consultancy firm, Nigel Wong Company Limited, in Hong Kong.

His qualifications include Fellow of Hong Kong Institute of Certified Public Accountant and Chartered Association of Certified Accountants and member of Hong Kong Tax Institute.

John Zhong, appointed to the Board on 25 May 2013

John is a professional accountant. He has over 20 year's practical experiences in commercial sector. He is one of the executives in an Australian based media company.

John holds Bachelor of commerce (International Study) from University of Sydney.

Senior Management

Helen Gao

Helen Gao is based in Shanghai, China, and has been working in food retail and distribution business over 14 years, of which 8 years working as a Marketing executive and 3 years in general management. The companies Helen has served includes Applebee's International (US), Minor Food Group (Thailand), CP Food Products, Dah Chong Hong (under CITIC group).

Helen obtained Bachelor degree in Economics and foreign trade from Shanghai University of International Business and Economics in 1997, and Master degree in Business Administration from Shanghai Jiao-Tong University in 2004.

(2) The nature of any family relationship between the persons mentioned in (1):

None.

(3) A brief account of the business experience of each of these persons during the last five (5) years;

Please refer to 12(1) above

(4) Indicate any other directorships held by each director or proposed director in any publicly listed or traded companies; and:

Please refer to 12(1) above.

(5) State if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was 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.

No director or proposed director has in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was partner or anybody 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.

14. Sponsors, banker, etc

(a) The names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitor; and:

(1) Sponsor

The company will seek NSX to waive the requirement to appoint a sponsor broker.

(2) Financial adviser

The Listing rules do not require a financial adviser

(3) Principal banker

The company's principal banker is Wing Hang Bank Limited, 161 Queen's Road Central, Hong Kong

(4) Nominated adviser

Collins Street Group Pty Ltd is the company's nominated adviser.

(5) Share registrar/transfer agent

The company's share registrar and transfer agent is Boardroom Pty Limited. The address of share registry is Level 8, 446 Collins Street, Melbourne, VIC 3000, Australia.

(6) Solicitor

John Dick is the solicitor for the company. His company address is Level 5, North Building, 333 Collins Street, Melbourne, VIC 3000.

(b) The name, address and professional qualifications of the issuer's auditors

Cannings & Co, Chartered Accountants, is the auditors of the company in Australia. The address of the auditors is PO Box 975, Brookvale, NSW 2100.

YCA Partners CPA Limited is the auditors of Atoll Trade and Atoll Tech in Hong Kong. The address of YCA is Room 1703-05, 17/F Easey Commercial Building, 253-261 Hennessy Road, Wanchai, Hong Kong.

15. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements;

The company will meet each of the requirements of the NSX Listing rules, in respect of the application of listing the ordinary shares of the company.

16. Declaration

A declaration, stated to be the best of the issuer's knowledge information and belief that :

(a) 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:

The company declared that 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:

(b) All information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporation Act will be included; and:

The company declared that all information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporation Act has been included.

(c) 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.

The company declared that 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.

Yours faithfully,

For and on behalf of
Oceanethix International Holdings Limited



Brian Wong
Director

Appendix 1

Top ten shareholders

Oceanethix International Holdings Limited
4 Russell Avenue, Frenchs Forest NSW 2086, Australia

Appendix 1

Top ten shareholder of the company

Rank	Name of shareholders	Number of shares	% of total shares on issue
1	Focal Creation Int'l Holdings Ltd	28,000,000	10.00%
2	Park Hill Management	14,560,488	5.20%
3	Profit Golden Corporation Ltd	14,093,500	5.03%
4	Bonus Premium International Ltd	14,000,000	5.00%
5	Express Concept Holdings Ltd	14,000,000	5.00%
6	Billion Brand Corporation Ltd	14,000,000	5.00%
7	Jumbo Express Asia Ltd	14,000,000	5.00%
8	Vast Business Ltd	14,000,000	5.00%
9	Pioneer Metro International Ltd	13,800,000	4.93%
10	Focal Creation Int'l Holdings Ltd	10,092,866	3.60%
	- ATF Nicolas Johnston		