

16 September 2013

Mr Ian Craig  
Companies Manager  
National Stock Exchange of Australia Limited  
Suite 1.2  
415 Riversdale Road  
HAWTHORN EAST VIC 3123

Dear Mr Craig,

**China Puda High-Tech Holdings Limited: Application to list on the NSX**

This is the formal application by China Puda High-Tech Holdings Limited 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:**

China Puda High-Tech Holdings Limited. The Company is incorporated in Victoria, Australia on 14<sup>th</sup> November 2011.

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

Not applicable.

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

The registered office is Normanby Chambers, 430 Little Collins Street, Melbourne Victoria 3000.

Computershare Investor Services Pty Limited is the share registry for the Company. The address of the share registry is Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia 3000.

**(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:**

<b>Class of Share</b>	Ordinary Share
<b>Share currently on issue (fully paid)</b>	150,000,000
<b>Options currently on issue</b>	Nil
<b>Shares in offer</b>	Nil
<b>Total shares on issue and to be quoted</b>	150,000,000
<b>Estimated market price per share (to be quoted)</b>	\$0.20
<b>Estimated Market Capitalisation as per the above price</b>	\$30,000,000
<b>Voting Rights</b>	<p>Subject to any rights or restrictions for the time being attached to any class or classes of Shares whether by the terms of their issue, the Constitution, the Corporations Act or the NSX Listing Rules, at a general meeting of the Company every holder of fully paid ordinary Shares present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll has one vote for each fully paid Share held. A person who holds an ordinary Share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.</p> <p>Where there are two or more joint holders of the Share and more than one of them is present at a meeting and tenders a vote in respect of the Share (whether in person or by proxy or attorney), the Company will count only the vote cast by the member whose name appears before the other in the Company's register of members.</p>

(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 63 shareholders. 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.

Summary of shareholding

Category holding	No of shareholders	No of shares	Shareholding
1-10,000 shares	43	430,000	0.29%
10,001-30,000 shares	14	315,000	0.21%
30,001-10,000,000 shares	4	28,230,000	18.8%
10,000,001-100,000,000 shares	2	121,025,000	80.7%
Total	63	150,000,000	100%

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

Refer to table in 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 the compliance listing.

**(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**

**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**

150,000,000 ordinary shares are currently on issue.

**(c) The Voting rights attached to each share**



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

**(d) The amount of fully paid up shares**

150,000,000

**(e) The Shareholdings of the directors and officers of the issuer**

Mr Cheng Chin-Jung has an economic interest in 55,674,286 shares in the company.

Mr Ting Jiang holds 30,000 shares in the company.

**(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 (5%) or more of the shares of the issuer and their respective shareholdings.**

Shareholders	Class	Number of shares	Shareholding (%)
China Puda Investment Co Ltd	ORD	97,430,000	64.95%
China Zhenwang Industry Co Ltd	ORD	23,595,000	15.73%
Yang Wen-Chih	ORD	8,115,000	5.41%
Chang Shuo-Chun	ORD	8,115,000	5.41%
Chen Jih-Kai	ORD	7,500,000	5.00%

**2.2 A list in tabular form 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 were held.**

A list of shareholders is enclosed with this letter of application in appendix 1.

**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 applicant. A brief history of the issuer for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the issuer and its child entities, including principal products manufactured, services performs 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 Chapter 5 of the Information Memorandum for a description of the business.

#### 6. Summary of earnings

A summary of earnings, on a consolidated basis if 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.

Please refer to Chapter 10 of the Information Memorandum for the Summary of earnings.

#### 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.

Please refer to Chapter 10 of the Information Memorandum for the tabulation of balance sheet.

#### 8. Employees

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.

China Puda High-Tech Holdings employs 3 people and its wholly owned subsidiary Fujian Puda Trade Co., Ltd employs 61.

#### 9. Child Entities

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

- (a) The name of the corporation;
- (b) A brief statement of the nature of business and its relationship to the operations of the entire enterprise; and
- (c) Share capital by classes, showing the amount issued and the amount owned by the holding entity.

Subsidiary Name	Nature of business	Share capital by classes, amount issued and owned by the holding entity
Fujian Puda Trade Co., Ltd	Is the operating business which holds the Intellectual property of the brands and manages the ordering and selling of the products.	Under Chinese company law, only public companies (such as companies listed on a stock exchange or joint stock system companies) use the concept of shares, most companies use equity interest. China Puda High-Tech Holdings Limited therefore does not hold shares in Fujian Puda Trade Co., Ltd, but rather has a 100%equity interest in Fujian Puda Trade Co., Ltd.



#### 10. Dividend Record

State the number of consecutive years in which dividends have 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.

China Puda High-Tech Holdings Limited has not declared or paid any dividends since incorporation. The payment of dividend of the company in future will depend on the company's financial performance, working capital requirements and plans for future investment.

#### 11. Properties

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

- (a) Location;
- (b) Land area;
- (c) Number of Buildings
- (d) Aggregate floor area of buildings; and
- (e) Whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average terms of years.

The company leases premises for its operations. Please refer to Chapter 13 of the Information Memorandum.

#### 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 an appropriate negative statement.

As at the date of this letter, the Company is not involved in any litigation or arbitration and the Directors are not aware of any legal action pending.

#### 13. Management

- (a) 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;

Name	Principle function	Address
Cheng Chin-Jung	Chairman and CEO	No 45 Luyuan, Fengshan Community, Donghu

		Office, Fengz District, Quanzhou City Fujian Province 362000
Hu Chih-Cheng	Executive director	No 5, Lane 22, Nanong Road, 20 <sup>th</sup> Community Fangliao Village, Zhonghe City, Taibei County 23546
Lina Sun	Non-executive director	1/16 Riversdale Road, Hawthorn VIC 3122
Hongmiao (Tracey) Du	Non-executive director	6/29 Auburn Road, Hawthorn VIC 3122
Ser Miang Chua	Non-executive director	56 Duchess Avenue, #04-05, Duchess Crest, Singapore 269199
Ting Jiang	Company secretary and chief financial officer	Unit 4, 9 Garden Avenue, Glenhuntly, Victoria, 3163

**(b) The nature of any family relationship between the persons mentioned in (a):**

None

**(c) A brief account of the business expertise of each of these persons during the last five (5) years;**

Please refer to Chapter 6 of the Information Memorandum.

**(d) Indicate any other directorships held by each director or proposed director in any publicly listed or trading companies; and**

Please refer to Chapter 6 of the Information Memorandum.

**(e) State if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy petition filed against him or her 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 of 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 proceedings or has had a bankruptcy petition filed against him or her 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 of any securities supervisory or regulatory body or any such event is pending.

**14. Sponsors, bankers, etc.**

**(f) The names and addresses of the issuer's sponsor, financial advisers, principals bankers, nominal adviser, share registrar/transfer agent and solicitors; and**

The Company will seek NSX to waive the requirement to appoint a sponsoring broker.



	Name	Address
Financial adviser	Richkey International Capital Pte Ltd	30 Raffles Place, #23-00 Chevron House, Singapore 048622
Principals banker	HSBC	55 Grenfell Street, Adelaide SA 5000
Nominated adviser	Connell Lawyers	242 Angas Street Adelaide South Australia 5000
Share registrar/transfer agent	Computershare Investor Services Pty Limited	Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia 3000
Solicitors	Connell Lawyers	242 Angas Street Adelaide South Australia 5000

Please refer to the corporate directory of the Information Memorandum.

**(g) The name, address and professional qualifications of the issuer's auditors:**

Pitcher Partners	Chartered accountants and registered company auditors	160 Greenhill Road, Parkside, South Australia 5063
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**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.**

China Puda High-Tech Holdings Limited will meet each of the requirements of the NSX Listing Rules.

Yours faithfully

  
.....  
Mr Cheng Chin-Jung  
Director  
China Puda High-Tech Holdings Limited



Declaration

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


- (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 Prospectus 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*.

**EXECUTED** by China Puda High-Tech Holdings Limited

in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by:

  
.....  
Director

Cheng Chin-Jung  
.....  
Print name

  
.....  
Director/Secretary

Hu Chih-Cheng  
.....  
Print name