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ABN: 11 000 902 063

# Application for Quotation of Additional Securities

File Reference:

I:\Publications\Operating Rules\Listing Rules\Forms\NSX Quotation of Additional Securities.doc



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## Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

### More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager  
National Stock Exchange of Australia Limited  
PO BOX 283  
Newcastle NSW 2300

Phone: 61 2 4929 6377

Fax: 61 2 4929 1556

<http://www.nsga.com.au>



## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.*

Introduced 11 March 2004.

Name of entity

OceanEthix International Holdings Limited

ABN/ACN

161170707

We (the entity) give NSX the following information.

### Part 1 - All issues

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

- |   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                  |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 1 | Class of securities issued or to be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Options                                                                          |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 27,300,000                                                                       |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)                                                                                                                                                                                                                                                                                                                 | Options approved at an AGM of 27 Nov for directors and management                |
| 4 | <p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | <p>No, there are no options already listed; these options will not be listed</p> |





## Part 2 - Bonus issue or pro rata issue

- |    |                                                                                                                                                                                              |                |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 11 | Is security holder approval required?                                                                                                                                                        | Not applicable |
| 12 | Is the issue renounceable or non-renounceable?                                                                                                                                               |                |
| 13 | Ratio in which the securities will be offered                                                                                                                                                |                |
| 14 | Class of securities to which the offer relates                                                                                                                                               |                |
| 15 | Record date to determine entitlements                                                                                                                                                        |                |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?                                                                                           |                |
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                    |                |
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with. |                |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                     |                |
| 20 | Names of any underwriters                                                                                                                                                                    |                |
| 21 | Amount of any underwriting fee or commission                                                                                                                                                 |                |
| 22 | Names of any brokers to the issue                                                                                                                                                            |                |
| 23 | Fee or commission payable to the broker to the issue                                                                                                                                         |                |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders                                                                           |                |

- 

*You need only complete this section if you are applying for quotation of securities*

(a)  Securities described in Part 1

(b) ☐ All other securities  
Example: restricted

11 12 13 14 15 16 17 18 19 20 21 22 23



**40** Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

**41** Reason for request for quotation  
now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not applicable

**42** Number and class of all securities quoted on NSX (*including* the securities in clause 38)

Number	Class
220,657,266	Ordinary

## Quotation agreement

1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.

2 We warrant the following to NSX.

- The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those securities should not be granted quotation.
- An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

**Note:** An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.

3 We will indemnify NSX 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 in this agreement.

4 We give NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: .....11 Dec 2013.....  
(Director/Company secretary)

Print name: .....Derek Condell .....

## Schedule 1 – question 35

### TERMS OF THE OPTIONS:

The options:

- will not be listed,
- application will be made to the NSX for quotation of the new shares, being those that are converted from the Options, being applications
  1. for series 1 options, 30 November 2015, and
  2. for series 2 options, 30 November 2017

Other terms of the options are:

1. All participants must pay \$1 for their package of options shortly after the vesting date
2. As European options, they may be exercised on or within 7 days before the exercise date.
3. Vesting terms: The options vest as follows:
  - a. Upon approval by the Members, for one-third,
  - b. Or for the balance of two-thirds of the options, a package of one third on each of the dates nominated (eg, 1 July 2014) subject to the person being engaged or employed as a Director, secretary or employee on that date
  - c. a/ and b/ being subject to payment by the person of \$1 per tranche per series within one month of the date of vesting: ie, \$1 needs to be paid per series, per tranche so as to have both series vested to the person
4. the strike / exercise price of the options is \$0.04
5. the company shall seek, immediately after the exercise date of the November 2015 series of options, a listing date for any options converted to shares,
6. the company shall seek, immediately after the exercise date of the November 2017 series of options, a listing date for any options converted to shares.

If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders

<b>OceanEthix International Holdings Limited</b>								
<b>Series 1 of 2 - Nov 2015 Options for Ordinary Shares</b>						10-Dec-13		
<b>Options:</b>	may be exercised on or within 7 days before the exercise date.							
	the company shall seek application to the NSX for quotation of new shares on issue of those shares after the exercise date of options							
		<b>3 tranches</b>						
<b>Name of person</b>	<b>Issue price per tranche</b>	<b>Vesting at 1 Dec '13</b>	<b>Vesting 01-07-14</b>	<b>Vesting 01-07-2015</b>	<b>Exercise / strike price</b>	<b>Exercise / strike date</b>	<b>Total</b>	<b>%</b>
	<b>\$A</b>	<b>33.30%</b>	<b>33.30%</b>	<b>33.40%</b>	<b>\$A</b>			
Chuly Lee	\$1	1,150,000	1,150,000	1,150,000	4 cents	30-Nov-15	3,450,000	25.27%
							-	
Lloyd Moskalik	\$1	1,150,000	1,150,000	1,150,000			3,450,000	25.27%
Brian Wong	\$1	575,000	575,000	575,000			1,725,000	12.64%
Derek Condell	\$1	575,000	575,000	575,000			1,725,000	12.64%
Nicole Tang	\$1	150,000	150,000	150,000			450,000	3.30%
							-	
John Zhong	\$1	150,000	150,000	150,000			450,000	3.30%
Nigel Wong	\$1	150,000	150,000	150,000			450,000	3.30%
Staff	\$1	650,000	650,000	650,000			1,950,000	14.29%
	13,650,000	4,550,000	4,550,000	4,550,000				100.00%

<b>OceanEthix International Holdings Limited</b>								
<b>Series 2 of 2 - Nov 2017, Options for Ordinary Shares</b>						10-Dec-13		
<b>Options:</b>	may be exercised on or within 7 days before the exercise date.							
	the company shall seek application to the NSX for quotation of new shares on issue of those shares after the exercise date of options							
		<b>3 tranches</b>						
<b>Name of person</b>	<b>Issue price per tranche</b>	<b>Vesting 1 Dec '13</b>	<b>Vesting 01-07-15</b>	<b>Vesting 01-07-17:</b>	<b>Exercise / strike price</b>	<b>Exercise / strike date</b>		
	<b>\$A</b>	<b>33.30%</b>	<b>33.30%</b>	<b>33.40%</b>	<b>\$A</b>			
Chuly Lee	\$1	1,150,000	1,150,000	1,150,000	4 cents	30-Nov-17	3,450,000	25.27%
Lloyd Moskalik	\$1	1,150,000	1,150,000	1,150,000			-	
Brian Wong	\$1	575,000	575,000	575,000			3,450,000	25.27%
Derek Condell	\$1	575,000	575,000	575,000			1,725,000	12.64%
Nicole Tang	\$1	150,000	150,000	150,000			1,725,000	12.64%
John Zhong	\$1	150,000	150,000	150,000			450,000	3.30%
Nigel Tang	\$1	150,000	150,000	150,000			-	
Staff	\$1	650,000	650,000	650,000			450,000	3.30%
	13,650,000	4,550,000	4,550,000	4,550,000			1,950,000	14.29%
								100.00%

## Schedule 2 – question 36

30 Nov 2015 options	Number of holders	%
1 - 1,000	Nil	-
1,001 - 5,000	Nil	-
5,001 - 10,000	Nil	-
10,001 - 100,000	Nil	-
100,001 and over	8	100

30 Nov 2017 options	Number of holders	%
1 - 1,000	Nil	-
1,001 - 5,000	Nil	-
5,001 - 10,000	Nil	-
10,001 - 100,000	Nil	-
100,001 and over	8	100