

11 JUNE 2014

Mr Ian Craig
The National Stock Exchange of Australia Limited
Suite 12
415 Riversdale Road
Hawthorn East, Victoria 3123

Dear Mr Craig

**APPLICATION FOR LISTING
NANOPAC INNOVATION LIMITED**

1. General

1.1 *Applicant:* NANOPAC INNOVATION LIMITED.

ARBN 169 020 580

Date of Incorporation: 7 March 2014

Place of Incorporation: Samoa

1.2 The Applicant was registered

as a foreign company on: 9 April 2014.

1.3 *Principal Registered Office:* c/- ASIACITI TRUST SAMOA LTD
LEVEL2 LOTEMAU CENTRE
VAEA ROAD
APIA, SAMOA

1.4 *Registered Office in Australia:* c/- Highgate Corporate Advisors Pty Ltd
31 Highgate Cct
Kellyville NSW 2157

Address at which Registered holders is kept:

Boardroom Pty Ltd
Level 8, 446 Collins Street
Melbourne VIC 3000

1.5 The Applicant formerly requests to be admitted to the Official List of the National Stock Exchange of Australia Limited ("NSX") and for the quotation of its shares on the NSX.

Nature of Securities: Shares

Amount of Securities: 50,000,000

Class of Securities: CDI's representing Ordinary Shares

- Voting Rights attached to the Securities: 1 vote per member on a show of hands, 1 vote per share on a poll
- Are the securities fully paid:* Yes
- 1.6 *Proposed methods by which the securities are to be brought to listing:* Information Memorandum – Offer document that does not require disclosure under Corporations Act
- Details of any proposed distribution of the securities:* Nil
- 1.7 *Estimated market capitalisation of the securities which listing is sought:* \$500,000
- 1.8 *Estimate of net proceeds of the issue and the intended use of the proceeds:* \$125,000
- 1.9 *The name of any other stock exchange on which any securities of the Company are listed or traded:* Nil

2. Share capital and ownership

- 2.1 *The designation title of each share:* CDI's representing Ordinary Shares

Number of shares issued: 50,000,000 CDI's
20,000,000 Converting Non-Listed

The voting rights attached to each share: 1 vote per member on a show of hands, 1 vote per share on a poll.

The amount of fully paid up shares: \$700,000

The shareholdings of directors and officers: Cheng Kok Leong
26,500,000 CDI'S
11,200,000 Converting

Names of shareholders who own 5% or more of the shares: Cheng Kok Leong
26,500,000 CDI'S
11,200,000 Converting
(53.86%)

Yuen Yuet Leng
3,750,000 CDI's
2,000,000 Converting (8.21%)

2.2 *Register of Shareholders: To be provided on close of offer*

3. Securities

An outline of the principal terms of the *securities* the applicant wishes to *list*:

Each share entitles the holder thereof to one vote at the Company's general meeting. There are no limitations under the Articles of Association and under Samoan law on the rights of non-residents of Samoa or non-Samoan citizens to hold or vote on the company shares under Samoan law citizens or residents of Samoa may not hold shares or CDI's in the Company. None of the company shares carry any special rights. Upon the Company's liquidation winding up, holders of shares will be entitled to participate, in proportion to their respective nominal share capital in the Company held by them in any surplus assets remaining after payment of the Company's creditors.

4. History and nature of business

Please refer to Chapters 1 and 2 of the Information Memorandum attached to this Application.

5. Tabulation of Balance Sheet

The Applicant was established in Samoa under the Samoan International Companies Act, on 4 March 2014 and so does not have 3 years of trading history. A copy of its audited consolidated balance sheet as at 31 April 2014 is attached to this Application. Accompanying this Application are copies of the Consolidated Financial Statements of Nanopac (M) Sdn Bhd which is the main subsidiary as at 31 December 2012 and 31 December 2013 which was acquired by the Company on 8th April 2014.

6. Balance Sheet

See the attached consolidated audited balance sheet as at 30 April 2014.

7. Employees

The total number of persons regularly employed by the Applicant is 25

The number of persons regularly employed by the Applicant is not subject to seasonal fluctuations.

8. Child entities

As a result of transactions referred to in 5 above of the attached consolidated financial statements, the Applicant became the 100% holding company of Nanopac (M) Sdn Bhd and its subsidiaries. Those transactions became effective on 8th April 2014.

9. Dividend record

As at the date of this application there have been no dividends declared by the Applicant.

10. Properties

[Neither the Applicant nor its child entities have properties either owned or leased].

11. Litigation

As at the date of this Application there has been no litigation or claims of material importance made, or which is pending or threatening, against the Applicant or any of its subsidiaries.

12. Management

12.1 *Names, residential addresses and descriptions of directors, proposed directors and management:*

12.2 *Directors*

CHENG KOK LEONG

37 JALAN BKA/5C BANDAR KIRRARA, 47180 PUCHONG, SELANGOR, MALAYSIA

TUNG KEN TANG

BLOCK C NO 615 PANGSAPURI, JALAN PJS 10/11 4,6000 PETALING JAYA SELANGOR MALAYSIA

Management

DR LEE TAI KYU
11, HAUASAN-RO
20 BEON-GIL
ILDONG-MYEAN, CHEOIN-GU,
YONG-SI, GYEONGGI-DO, KOREA

YEONG WU SUG
8F, 1017 INGE-DONG
PA;DA;-KU, SUWAN, KOREA

TONG KAI MUN
7 JALAN PUJ9/9C
TAMAN PUNCAK JALIL
43300, SERI
KEMBANGAN, SELANGOR, MALAYSIA

TAN CHEE YUAN
3A -1-7 PANTAI PANORAMA
CONDO, JALAN, 112H OFF JALAN
KERINCHI, 52900, KULAA LUMPUR, MALAYSIA

ZAHIDUL HAQUE
#11A, APT#BI (1ST FLOOR)
ROAS#50 GULSHAN-2, DHAKA-12
BANGLADESH

For qualifications and expertise please refer to section 4.3 of the attached Information Memorandum.

- 12.3 *The nature of any family relationship between the persons mentioned in (1).*

There are no family relationships between the persons mentioned in 12.1.

- 12.4 A brief account of the business experience of each of these persons during the last five (5) years.

Please refer to page 4.3 of the attached Information Memorandum .

- 12.5 *Are the directorships held by each director or proposed director in any publicly listed or traded companies.*

NO

- 12.6 No director or proposed director has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy partition 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 has been a member, or any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- 13.1 *The names and addresses of the Applicant's financial advisors, principle bankers, nominated adviser, share registrar/transfer agent and solicitors.*

Please refer to the Corporate Directory of the attached Information Memorandum.

The Nominated Advisor is Highgate Corporate Advisors Pty Ltd.

- 13.2 *The name, address and professional qualifications of the Applicant's Auditors.*

The Applicant's auditors are Iqbal Yasir & Company – please see Corporate Directory of the attached Information Memorandum.

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the Applicant.

Nil.


15. Declaration

A declaration, stated to be 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 *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*.

Yours faithfully

NANOPAC INNOVATION LIMITED



CHENG KOK LEONG

Director