



INVEST NEXUS LIMITED

ACN 168 564 056

REPLACEMENT PROSPECTUS

Replacement Prospectus for the offer of up to 167,000 New Shares in Invest Nexus Limited at \$1.00 per New Share and the admission of Invest Nexus Limited to the official list of National Stock Exchange of Australia Limited

Broker, Manager and Arranger to the Issue: Pritchard & Partners Pty Limited
Underwriter to the Issue: Henley Underwriting & Investment Company Pty Ltd

Important Information: This is an important document that should be read in its entirety. The New Shares offered by this replacement Prospectus are considered to be highly speculative. An investment in the Company is considered to be of high risk given its financial position.

CONTENTS

Cha	airman's Letter	7
1.	INVESTMENT OVERVIEW	10
2.	INDUSTRY OVERVIEW	24
3.	COMPANY INFORMATION	26
4.	FINANCIAL INFORMATION	30
5.	DIRECTORS	32
6.	RISK FACTORS	38
7.	MATERIAL AND RELATED PARTY CONTRACTS	43
8.	DETAILS OF THE OFFER	48
9.	ADDITIONAL INFORMATION	53
10.	GLOSSARY	63

This document is important and should be read in its entirety

A copy of the Original Prospectus was lodged with the National Stock Exchange of Australia ("NSX") on 14 April 2014. A copy of this replacement Prospectus will be lodged with the NSX.

Application will be made for listing of the Shares offered by this Prospectus to the NSX.

The fact that NSX may list the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares.

NSX takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.

IMPORTANT INFORMATION

This is an important document which should be read in its entirety before making any investment decision. You should obtain independent advice if you have any questions about any of the matters contained in this Prospectus.

The Offer

The Offer is an invitation by Invest Nexus Limited (ACN 168 564 056) ("Invest Nexus" or "Company") to apply for fully paid ordinary shares ("New Shares") in the Company at an Issue Price of \$1.00 each to raise up to \$167,000. Invest Nexus may, in its discretion, accept subscriptions above this amount. Pritchard & Partners Pty Limited (ACN 073 393 049; Australian Financial Services Licence number 260967) is appointed as the licensed intermediary of the Company pursuant to section 911A(2)(b) of the Corporations Act 2001 (Cth) ("Corporations Act") to arrange for the New Shares under the Offer.

Lodgement with ASIC

This replacement Prospectus is dated 13 June 2014. A copy of this replacement Prospectus was lodged with ASIC on that date. It replaces the Original Prospectus dated 9 April 2014. A copy of the Original Prospectus was lodged with NSX on 10 April 2014.

The Company will apply within seven days after the date of this Prospectus to NSX for admission of the Company to the official list of NSX and quotation of its Shares on NSX. None of ASIC, NSX or their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus.

Overview of the material changes from the Original Prospectus

This replacement Prospectus has been issued to provide additional disclosure in relation to certain material matters, which include the following matters:

- Further details have been provided in relation to the business activities and strategies, including the proposed issue of the bonds by the Company following listing on NSX and the arrangements with the Agent in respect of investors who are committed to invest in bonds to be issued by the Company (refer to Section 3).
- Further details have been provided in relation to the human resources plan post listing on NSX, including hiring or contracting staff to provide the services required by the Company (refer to Section 3).

- Additional disclosure has been provided in relation to the directors' experience (refer to Section 5).
- Further analysis has been incorporated to provide more detailed analysis on matters including relevant control risks and risks associated with the proposed issue of bonds by the Company (refer to Section 6).
- Additional disclosure has been provided in relation to the material contracts of the Company, including the Sub-underwriting Agreement between the Company's Existing Shareholder and the Underwriter, and the Investor Referral Arrangement Agreement between the Company's Existing Shareholder and the Agent (refer to Section 7).

Expiry Date

No shares or options will be issued on the basis of this Prospectus later than the expiry date of the Prospectus, being the date 13 months after the date of the Prospectus.

Exposure period

The Corporations Act prohibits the Company from processing applications to subscribe for Shares under this Prospectus ("Applications") in the sevenday period after the lodgement of this Prospectus ("Exposure Period"). The seven-day Exposure Period may be extended by ASIC by a further period of up to seven days.

The Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus, in which case any application may need to be dealt with in accordance with section 724 of the Corporations Act. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on applications received during the Exposure Period.

This Prospectus does not provide investment advice

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. It is important that you read this Prospectus carefully and in full before deciding whether to invest in the Company.

In particular, in considering this Prospectus, you should consider the risk factors that could affect the financial performance of the Company. You should carefully consider these factors in light of your investment objectives, financial situation and

particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest. Some of the risk factors that should be considered by prospective investors are set out in Section 6. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Foreign Jurisdictions

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Shares or to otherwise permit a public offering of the Shares in any jurisdiction outside Australia. The taxation treatment of Australian securities may not be the same as those for securities in foreign jurisdictions. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The distribution of this Prospectus outside Australia may be restricted by law. If you come into possession of this Prospectus, you should observe any such restrictions and seek your own advice on such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. This Prospectus may not be released or distributed in the United States. This Prospectus does not constitute an offer to any person in the United States.

The Shares described in this Prospectus have not been, and will not be, registered under the US Securities Act of 1933, as amended ("US Securities Act") or the securities law of any state of United States, and may not be offered or sold directly or indirectly, in the United States.

Disclaimer and forward-looking statements

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Shares. No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors.

This Prospectus contains forward-looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date of this Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and

other important factors, many of which are beyond the control of the Company, the Directors and management. Forward-looking statements should be read in conjunction with, and are qualified by reference to, risk factors as set out in Section 5 and other information in this Prospectus.

Except as required by law, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Company has no intention of updating or revising forward-looking statements, or publishing prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Statements of past performance

This Prospectus includes information regarding the past performance of the Group. Past performance should not be relied upon as being indicative of future performance.

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only. Unless otherwise stated, all data contained in graphs and tables is based on information available at the date of this Prospectus.

Changes to the information in this Prospectus

Information in this Prospectus may change from time to time. If changes are not materially adverse to investors, the Company will provide updated information and notify the changes in writing to the investors by way of email or other written form. Otherwise, the Company will issue a supplementary or replacement Prospectus.

Privacy

Refer to Section 9.13 for further information regarding the provision of personal information upon applying for the Shares.

Defined words and expressions

Capitalised terms and abbreviations used in this Prospectus are defined in the Glossary in Section 8. All financial amounts contained in this Prospectus are expressed in Australian currency, unless otherwise stated.

Unless otherwise stated or implied, references to times and dates in this Prospectus are to the time in AEST.

References to Invest Nexus

For ease of reference in this Prospectus, except where the content otherwise indicates, references to "Invest Nexus" and the "Company" are to Invest Nexus Limited.

Obtaining a copy of this Prospectus and Application Form

A hard copy of the Prospectus is available free of charge to any Applicant in Australia by calling 1300 737 760 (within Australia) or +61 9290 9600 (outside Australia) from 8.30am to 5.30pm (AEST) during the Offer Period.

The Prospectus is available at the Company's registered office to residents in Australia. By making an Application, you declare that you were given access to the Prospectus attached to or accompanied by an Application Form. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to or accompanies a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

Applications can only be made by completing the printed Application Form in full, in accordance with instructions contained on the reverse of the Application Form.

The Company will forward all Application Forms and Application Monies to the Manager. The Manager will deal with the Application Monies pursuant to this Prospectus. Any Application Form received which does not bear a Dealer's stamp will be forwarded to the Manager.

The Manager's function should not be considered as an endorsement of the Offer or a

recommendation of the suitability of the Offer for any investor. The Manager does not guarantee the success or performance of the Company or the returns (if any) which may be received by investors. Neither the Manager nor any Dealer is responsible for or has caused the issue of this Prospectus. The Company reserves the right to enter into arrangements with other Dealers similar to those with the Manager.

The Company will send to any person a copy of the paper Prospectus and Application Form free of charge if the person asks for a copy during the Offer Period.

The Shares to which the electronic Prospectus relates will only be issued or transferred on receipt of a printed copy of the electronic Application Form. The Application Form may be generated by the software which accesses the Prospectus.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued under the Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

Questions

Instructions on how to apply for the Shares are set out in Section 8 of this Prospectus and on the back of the Application Form.

If you have any questions in relation to the Offer please contact the Invest Nexus Share Offer Hotline on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday.

This Prospectus is important and should be read carefully and in its entirety.

CHAIRMAN'S LETTER

Dear Investor

On behalf of the Directors of Invest Nexus Limited ("Invest Nexus" of "Company"), I am pleased to present this Prospectus to you. The Prospectus has been issued for the purpose of:

- qualifying Invest Nexus for admission to the official list of the National Stock Exchange of Australia Limited ("NSX"); and
- offering up to 167,000 New Shares at \$1.00 per New Share each to raise up to \$167,000.

Invest Nexus was established on 14 March 2014 as an investment company that aims to provide investors exposure (through their shareholding) to investments in Australian property developments and bonds. To achieve its investment objectives, Invest Nexus intends to invest predominantly in Australian real estate (including real estate property development portfolios), government bonds and bank bonds, as well as fixed income deposit products and corporate bonds.

As part of the growth phase of Invest Nexus' development as an organisation, it is now seeking admission to the official list of the NSX. Admission to the official list of NSX will enable the Company to increase its access to capital to fund future growth, increase its investment profile and broaden its shareholder base.

This Prospectus contains detailed information about the Offer, the industry in which the Company operates and its financial and operating performance. As with other companies, Invest Nexus is subject to a range of risks, which are fully detailed in Section 6. I encourage you to read this document carefully and in its entirety before making your investment decision.

On behalf of the Directors, I invite you to subscribe for Shares in the Company and look forward to welcoming you as a shareholder of Invest Nexus.

Yours sincerely

Guofei Chen

Chairman of Invest Nexus Limited

THE OFFER

Offer price	\$1.00 per Share
Total number of New Shares to be issued	167,000
Total number of Shares held by Existing Shareholder	500,000
Total number of Shares on issue at the completion of the Offer	667,000
Total cash proceeds to the Company from the Offer	\$167,000

INDICATIVE TIMETABLE

Date of replacement Prospectus	13 June 2014
Expected Opening Date	14 June 2014
Expected Closing Date	16 June 2014
Issue of New Shares	20 June 2014
Expected date of despatch of initial holding statements	20 June 2014
Trading of Shares expected to commence on NSX	7 July 2014

The above dates are indicative only and may vary, subject to the requirements of the Listing Rules and the Corporations Act.

The Company reserves the right to close the Offer earlier than the Expected Closing Date or extend the Closing Date. All other affected dates may also be extended or brought forward as a consequence.

How to Apply

An application for Shares under this Offer can only be made by completing and lodging the Application Form attached at the back of this Prospectus. Detailed instructions on completing the Application Form can be found on the back of the Application Form.

Applications must be for a minimum of \$2,000 of New Shares. Additional Shares may be applied for in multiples of \$100.

Applications must be accompanied by payment in Australian currency for all of the Shares applied for. Cheques should be made payable to "Invest Nexus – Application Account" and crossed "Not Negotiable". No brokerage or stamp duty is payable by Applicants.

Completed Application Forms and accompanying cheques may be lodged in person or by mail to either of the following:

Lodging in person Invest Nexus Limited Share Offer C/- Boardroom Pty Limited 7/207 Kent Street Sydney NSW 2000 Lodging by mail
Invest Nexus Limited Share Offer
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

When to Apply

Completed Applications must be received prior to 5.00 pm (AEST) on the expected Closing Date. The Directors may close the Offer at any time without prior notice, or may extend the Offer Period in accordance with the Corporations Act. Early lodgement of Applications is recommended as the Offer may be closed early.

The Directors reserve the right to allocate any lesser number of Shares than that for which an Applicant has applied. Where the number of Shares allotted is fewer than the number applied for, surplus Application Monies will be refunded without interest.

Enquiries

Investors with questions on how to complete the Application Form or who require additional copies of the Prospectus should contact Jun Ling, Company Director and Secretary, on +61 3 8459 2137.

1. INVESTMENT OVERVIEW

This is a summary only. This Prospectus should be read in full before making any decision to apply for Shares. The performance of the Company is not guaranteed by the Directors or any adviser to the Company.

Topic	Summary	For more information				
A. Introduction	A. Introduction					
What is Invest Nexus?	Invest Nexus is a standalone Australian company that was established on 14 March 2014 for the purposes of listing on the NSX.	Section 3				
	Invest Nexus aims to provide investors exposure (through their shareholding) to investments predominantly in Australian real estate (including real estate property development portfolios), government bonds and bank bonds, as well as fixed income deposit products and corporate bonds.					
	The Company has not yet commenced any business activities since the date of incorporation.					
Why is the admission of the Company to the Official List of NSX	The Company is seeking to list in Australia (as opposed to other foreign jurisdictions) because the Directors expect that the relevant investors of the Company would want to invest in Australia. The Directors consider that Australia is a well-regulated and transparent jurisdiction for investments.	Section 8.1				
being sought?	Specifically, the Company is seeking to list on the NSX (as opposed to other Australian exchanges) given that it is currently a relatively small sized company that would be able to meet the admission criteria of such exchange.					
	The Company is seeking admission to the official list of NSX to:					
	 provide it with increased access to equity capital markets to pursue further growth and development opportunities; 					
	 strengthen the Company's ability to attract and retain high quality personnel and provide an additional remuneration instrument for the Company's directors, executives and employees; 					
	raise its profile with investors; and					
	diversify its shareholder base.					
	The Company has applied to NSX for admission to the Official List and quotation of Shares on NSX on 14 April 2014.					
B. Key features of the business model						
How does Invest Nexus generate its income?	Invest Nexus will generate income by investing (either directly or indirectly) predominantly in Australian real estate (including real estate development portfolios), government bonds, bank bonds, as well as investments corporate bonds and fixed income deposit products.	Section 3				

Topic	Summary	For more information
	The Company will fund these investments by issuing bonds or loans to wholesale entities such as Australian regulated wholesale managed investment schemes.	
	As at the date of this Prospectus, Invest Nexus has, through its agreement with the Agent under the Investor Referral Arrangement Agreement, six Committed Investors who have confirmed their commitment to investing in the Company's bonds following listing on an Australian stock exchange. Refer to Section 7.8 for details of the Investor Referral Arrangement Agreement in respect of the Committed Investors.	
What are Invest Nexus'	The Company's material contracts are summarised below.	Section 7
material contracts?	1. Underwriting Agreement	
Contracts?	Henley Underwriting & Investment Company Pty Ltd has agreed to provide services as Underwriter to the Company. The Underwriter and the Company have entered into an underwriting and offer management agreement dated 4 April 2014 ("Underwriting Agreement") pursuant to which the Underwriter has agreed to underwrite the issue to the extent of 167,000 New Shares (\$167,000), being the shortfall shares, on the terms contained in the Underwriting Agreement.	
	On the settlement date, the Company must pay the Underwriter a fee of \$40,000 for the provision of the services by the Underwriter. The Underwriting Agreement is subject to other terms and conditions including the significant termination rights.	
	2. Sub-underwriting Agreement	
	In addition, the Underwriter has entered into a Sub-underwriter Agreement Yingjie Wang (an independent third party to the Company) on 4 April 2014 under which Yingjie Wang has agreed to accept a sub-underwriting commitment to subscribe for the Subscribed Underwritten Offer Parcels in consideration for a fee of \$20,000.	
	Under the Sub-underwriting Agreement, the maximum underwriting commitment under the Underwriting Agreement is \$167,000. The Underwriter will notify the Sub-Underwriter of the total Shortfall Shares as is determined under the Underwriting Agreement for which the Sub-Underwriter is to provide valid applications and payment of the shortfall amount in immediately available funds in accordance with the terms of the Offer.	
	3. Share Registry Agreement	
	The Company has entered into a Share Registry Agreement with Boardroom Pty Limited ("Boardroom") dated 3 April 2014 whereby Boardroom shall provide share registry services on an ongoing basis to the Company. The initial term of the agreement is 3 years from 2 April 2014 and thereafter, the agreement will automatically renew for additional periods of 12 months in duration. All invoices must be paid within 14 days of the date of the invoice.	

Topic	Summary	For more information
	The fees incurred by the Company for the provision of these services are in accordance with the fees ordinarily charged to all	
	listed companies of the size and nature of the Company.	
	4. Online Office Agreement	
	The Company has entered into a short-form online office agreement ("Online Office Agreement") with Regus plc dated 14 March 2014 for the use of the Company's office premises at office number 3928, level 39, 385 Bourke Street, Melbourne VIC 3000. The duration of the term of the lease is from 1 May 2014 to 31 January 2015, which will be automatically extended for successive periods equal to the current term but no less than 3 months. The monthly rental payments are \$1,875 (inclusive of GST).	
	5. Arranger Agreement	
	The Company has entered into an arranger agreement with Pritchard Partners Pty. Limited ("Arranger") dated 9 April 2014 ("Arranger Agreement") in respect of which the licensed Arranger is appointed to arrange or the Shares pursuant to this Prospectus pursuant to section 911A(2)(b) of the Corporations Act. The licensed intermediary fees payable to the Arranger under the Arranger Agreement is a one off payment of \$5,000 (exclusive of GST), which is payable within 7 days from the date of execution of the Arranger Agreement. The term of the Agreement is for a period of three months from the date of the Arranger Agreement or such other period as the parties agree from time to time, unless certain termination events occur.	
	6. Nominated Adviser Agreement	
	The Company has entered into a nominated adviser agreement with Pritchard & Partners Pty Limited ("Pritchards") dated 31 March 2014 ("Nominated Adviser Agreement") to appoint Pritchards as the Company's nominated adviser as required under the NSX Listing Rules.	
	Under the Nominated Adviser Agreement, Pritchards will advise the Company and its directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company's compliance with the Listing Rules after listing.	
	7. Invest Referral Arrangement Agreement	
	The Existing Shareholder and the Agent are parties to an Investor Referral Arrangement Agreement dated 29 April 2014 in respect of which the Agent agreed to provide investor referral services to the Existing Shareholder for the benefit of the Company ("Investor Referral Arrangement Agreement").	
	Under the Investor Referral Arrangement Agreement, the Existing Shareholder appoints the Agent to carry out investor referral services for the benefit of the Company and the Agent agrees to refer wholesale investors to the Company to invest in bonds to be issued by the Company. The Agent represents and warrants to the	

Topic	Summary	For more information
	Existing Shareholder that six individual Chinese investors ("Committed Investors") are committed to investing at least \$3.5 million to \$5 million each in bonds that will be issued by the Company following listing on an Australian stock exchange.	
	The Existing Shareholder has confirmed to the Company in writing that it has appointed the Agent to carry out the investor referral services for the benefit of the Company and that the Agent has confirmed that the Relevant Investors have committed in-principle to investing at least \$3.5 million to \$5 million each in the bonds that will be issued by the Company following listing on an Australian stock exchange.	
	Further details of the Company's material contracts are described in further detail in Section 7 of this Prospectus.	
What is the corporate structure of Invest Nexus?	Currently, Invest Nexus is a standalone company and not hold any interests in any other entities.	Section 3
How does Invest Nexus	The Company's operations are currently been funded by members' share capital.	Section 3
expect to fund its operations?	The Company intends to raise funds through the Offer of Shares, to provide additional working capital to progress with the Company's business activities as outlined in the Prospectus.	
	Assuming the Offer is successful, the Company's operations and growth plans will also be funded by a combination of funds from the issue of corporate bonds to the wholesale investors and the Company's rental income from passive holdings (direct or indirect) in Australian real estate, interest payments from the bonds and / or fixed income deposit products.	
	The Directors currently contemplate that the corporate bonds to be issued will:	
	 have a fixed term of 4 years; be redeemable before maturity by the Company under specific circumstances but will not be convertible into ordinary shares in the Company; 	
	 have a fixed coupon rate which will vary from time to time depending on the market circumstances. An indicative coupon rate for the bonds to be issued is the 90-day Bank Bill Swap Rate (BBSW) plus a rate of 2.5%; pay interest quarterly or semi-annually; 	
	 not be listed but will be offered over-the-counter (OTC); and be issued in Australia jurisdiction only. 	
What is the capital	No dividend will be paid after the official quotation in respect of the financial year ending 30 June 2014.	Section 3
management policy of Invest Nexus?	The Company will pay dividends from the profits of the Company, as permitted by law and prudent business practices. The ability to pay dividends depends on a number of factors. The Directors do not provide any assurance of the future level of dividends or the extent to which they are franked, and there may be periods in	

Topic	Summary					For more information
	respect of which dividends	s are not pa	ıid.			
C. The Offer						
What is the Offer?	Invest Nexus offers for subscription for up to 167,000 New Shares at an Offer Price of \$1.00 each to raise up to \$167,000.			Section 8		
	Pritchard & Partners Pty Limited is appointed as the licensed intermediary or arranger of the Company pursuant to the Corporations Act in respect of the New Shares under the Offer.					
What are the key Offer	The table below sets out	the key Off	er statist	ics:		Section 8 and "The Offer"
statistics?	Offer price		\$1.00 p	er Share		Section
	Total number of New Shissued	ares to be	167,000)		
	Total number of Shares Existing Shareholder	s held by	500,000)		
	Total number of Shares on issue at the completion of the Offer 667,000					
	Total cash proceeds to the from the Offer	e Company	\$167,00	00		
What is the purpose of the	The Offer is to raise up to at least \$39,875 net of Off			quates to a raising	of	Section 8
Offer and use of funds?	The allocation of the funds raised under the Offer is summarised in the table below.					
	Use of funds	(Based amour \$167,000	it of	Percentage of total funds used		
	Costs of the Offer(1)	\$127, ²	125	76.12%		
	Officers' remuneration and working capital	\$39,8	75	23.88%		
	Total	\$167,0	000	100%		
	(1) Refer to Section 4.3 for the detailed costs of the Offer. The Company will issue corporate bonds as required after the Offer to fund the other expenses of the Company, including the directors' fees and other ongoing expenses such as rent. Details of the Company's proposed bond issue following the Offer are set out in Section 3.			ils		

Topic	Summary			For more informatio	n		
D. Company's financial information							
What is the key financial information?	The Company was only recoperating history or historic Company is yet to conduct Company has been admitted	Section 3					
	The Company currently has being the amount paid by the in the Company.			ares			
	The following table summal Position and the pro formal as at the date of this Prosperor Formal adjustments where 4.2.	adjusted statemen ectus and illustrate	t of financial pos s the effects of	the			
		As at the date of this Prospectus	Pro forma (adjusted)				
	Assets						
	Cash or cash equivalents	\$500,000	\$531,385				
	Receivables	-	8,490				
	Total Assets	\$500,000	\$539,875				
	Liabilities	-	-				
	Net Assets	500,000	539,875				
	Equity						
	Issued capital	\$500.000	\$539,875				
	Retained earnings	-	-				
	Total equity	\$500,000	\$539,875				
E. Strengths of the business							
Experienced Directors Invest Nexus is led by highly skilled, qualified, efficient and experienced Directors. More information about the Directors of the Company is set out in Section 5.			Section 5				
F. Key risks of	F. Key risks of the business						
Specific risks An investment in any start-up company should be considered as speculative. An investment in Invest Nexus includes the following							

Topic	Summary	For more information
	risks which are specific to the Company.	
	(a) Limited history	
	The Company was only recently incorporated and has no operating history. No assurance can be given that the Company will achieve commercial viability through the achievement of the investment process and strategies set out in this Prospectus.	
	(b) Reliance on key personnel	
	The Company is substantially reliant on the expertise and abilities of its team of directors; therefore the estimated timing and cost of the Company's future plans could be dramatically influenced by the loss of existing Directors (being the Company's key personnel) or by the failure to retain additional key personnel as the Company's business develops.	
	(c) Operational cost risks	
	Given the small size of the Company currently and immediately post the Offer, operational costs of the Company may represent a greater proportion of total assets and may reduce the Company's capacity to make dividend payments to the Shareholders in the future.	
	(d) Borrowing risks	
	Whilst borrowing to invest has the potential to increase the returns on investments, the borrowing or gearing of an investment portfolio can also multiply the effects of falls in the value of investments. If the Company's underlying investments are not successful or incur large losses, then the Company may not be able to pay the interest payments under the corporate bonds issued by the Company to the investors of the bonds.	
	(e) Credit risks	
	Credit risk is the loss incurred when the borrower or an issuer of a bond, security or structured product fails to pay their principal or interest obligations when they are due. There is possibility that the Company, as an issuer of corporate bond, may or may not be able to pay the interests obligations or the principal when they fall due, in which case there is a risk that the Company would breach its contractual obligations to the potential wholesale investors.	
	(f) Risks associated with the issue of corporate bonds by the Company and priority of ranking between the Shareholders and bond holders of the Company	
	As set out in Section 3, the Company intends to issue corporate bonds as one of the ways of raising capital from wholesale investors after the date of this Prospectus (including the foreign investors pursuant to the arrangements under the Investor Referral Arrangement Agreement) and the bonds will be secured over the assets of the Company (unless the Directors decide otherwise). In this respect, if the company cannot pay all its debts for any reason in the future after the bonds are issued, the bond	

Topic	Summary	For more information
	holders will rank higher than the Shareholders such that if the Company's assets have to be sold (in the event of insolvency), the proceeds from the sale of the assets may need to be distributed to the creditors of the business (namely, bond holders) prior to the Shareholders. That is, the interests of the holders of Shares will rank behind those of the bond holders of the Company.	
	In addition, the Company is to a large extent dependent on the agreement between the Existing Shareholder and the Agent under the Investor Referral Arrangement Agreement (details of which are set out in Section 7.8) and the representations and warranties made by the Agent to the Existing Shareholder. The Company is not able to enforce the contract, and is not be able to directly procure that the Committed Investors or other investors referred to the Existing Shareholder by the Agent will be investing in bonds in the Company following listing on NSX.	
	(g) Risk associated with real estate investments including real estate property development investments	
	The Company intends to also engage in investments in Australian real property development portfolios as part of its potential business activities and in order to generate income. In this respect, there are a number of risks associated with real estate investments (including real estate property development investments). Such risks include a downturn in the property market leading to lower property values or increased holding costs until the development properties are sold (in the case of real estate development investments), increases in interests rates which may result in increased holding expenses, increases in construction costs during the project, requiring further capital and funding from the Company (should it be an investor in the project), potential disputes with tenants or agents of the real estate, building or trade contractors which may cause cost for investors in the property development and may cause delays to a project, as well as potential changes in laws relating to real property and property development and changes to taxation.	
	(h) Risk associated with the proposed investments in bonds	
	As set out in Section 3, the Company will also engage in investments in government bonds or bank bonds as well as corporate bonds. The risks associated with investing in bonds include where the Company want to sell the bonds prior to reaching maturity, they are subject to market value (being the price that people are prepared to pay) and the market value will vary over time depending on the economic conditions and the variations of interests rates.	
	(i) Risks associated with investments in fixed income deposit products	
	In order to generate income, the Company may also invest in fixed income deposit products to generate income. Whilst fixed income deposit products are regarded by the Company as the lower in risk compared to other types of investments (such as investment in bonds), there are risks associated with such investment which	

Topic	Summary	For more information
	include banks which become insolvent and are no longer able to pay the interest on the product.	
	(j) Risk of significant control by the Existing Shareholder and the sub-underwriter	
	Immediately after the Offer, the Existing Shareholder will beneficially own approximately 75% of the Company's issued capital (assuming subscription of 167,000 New Shares). As a result, the Existing Shareholder would be able to exert a significant degree of influence over the Company's affairs and over matters requiring Shareholder approval including matters such as the election of Directors and approval of significant corporate transaction relating to the Company. In addition, the Existing Shareholder will have the ability to block or pass general and special resolutions and that its interest may diverge from the interests of the non-associated Shareholders. The Existing Shareholder has indicated to the Company that it has no intentions to subscribe for New Shares under the Offer.	
	In addition, should a portion of the New Shares under the Offer not being fully subscribed, there is a possibility that the sub-underwriter under the Sub-underwriting Agreement, Yingjie Wang (an independent third party to the Company), will take up the shortfall. This would result in the sub-underwriter holding up to 25% of the Company's issued capital. Details of the Sub-underwriting Agreement are set out in Section 7.	
	(k) Liquidity of the Shares and impact on trades	
	Given the large number of Shares that will be held by the Existing Shareholder, it is likely to affect liquidity in the volume of Shares that may be traded on the NSX. The significant control by the Existing Shareholder in the Company may harm the market price of the Company's Shares by delaying or preventing a change of control, even if a change is in the best interests of the Company's other Shareholders.	
Other general risks	An investment in Invest Nexus also involves a number of general risks, including risks associated with the following:	Section 4
	political risks;	
	legislative changes; and	
	general economic, political and market conditions.	
	More information on risk factors are set out in Section 6 of this Prospectus and you are urged to consider these and other risks applicable to investments (and, if necessary, consult your professional adviser) before deciding whether to invest in the Company.	
G. Key informa	tion on the experience and background of the Directors	

Topic	Summary	For more information		
Who are the directors of Invest Nexus?	Invest Nexus had Board with externand lending and The Company had Australia in accordant. Below is a summated details of the Directory and the summated in th	Section 5		
	Name and Position	Experience		
	Jun Ling Executive Director	Jun Ling obtained a Bachelor of Commerce Degree from the University of Sydney in 2009 and he also obtained a Master Degree from Wollongong University in 2010. Mr Ling has been providing property investment advice as licenced property, stock and business agent since 2011 at Ashfield Partners, NSW as Director / Property Manager. Mr Ling is currently in the same role at Ashfield Partners. He is also dynamic and highly experienced in residential and commercial property management and sales. Prior to joining Ashfield Partners in March 2011, Mr Ling conducted his own business specialising in property sales in NSW. In addition, in 2011, Mr Ling worked for Huaqiao Real Property Investment in China as project manager, where he managed property development activities in China. Mr Ling has the experience relevant to the company having been engaged and worked in the industry of property investment and development for a number of years. Mr Ling is an Australian resident.		
	Guofei Chen Non- Executive and Independent Director and Chairman	Guofei Chen holds a Bachelor of Accounting Degree from the Macquarie University in 2007 and Master Degree in Financial Analysis in University of New South Wales in 2009. Mr Chen has also obtained diplomas of Financial Planning and Business Administration in 2004 and 2011, respectively. Form February 2009 to August 2009, Mr Chen worked as an accounting assistant at Impact Management Group. From March 2012 to July 2012, Mr Chen worked as a senior financial consultant at Forex Trading Co. From 2012, Mr Chen served on the Boards of Hadwins Capital Pty Ltd (ACN 136 723 781; AFSL No. 338961)		

Topic	Summary		For more information
	David Paul Batten Non- Executive, Independent Director	(a financial services company), Gowin International Group Ltd (a New Zealand financial services provider) and Guang Zhou City Zuo Yong Market Information Consulting Ltd (a Chinese financial services provider). During 2009 to early 2010, Mr Chen worked at PK Furniture at Auckland, New Zealand as an accountant. From 2010 to 2012, Mr Chen worked as a branch manager of Yuexiu Finance financial Holdings Limited of Guangdong, China. In 2013, he was responsible for the establishment of Fropro Group Limited (ACN 163 431 865) (an investment company in the financial services industry) and LMS Global Group Limited (a company established in the British Virgin Islands that undertakes investments). In 2013, he was also appointed to the Board of Guang Zhou Jiyao Network Technology Limited (an IT service company that is based in China). Currently, Mr Chen is the director of Fropro Group Limited, LMS Global Group Limited and Guang Zhou City Zuo Yong Market Information Consulting Ltd. Mr Chen has more than five years of experience and application of sound judgment to issues falling within the scope of the role of Chairman and executive director of the Company. Mr Chen is an Australian resident. David Paul Batten has over twenty five years of experience in the financial markets with more than half of that managing and leading his peers. His specialty has been in the complex world of derivatives where he has experienced bullion, equity, commodities, forex trading and interest rate markets. He worked as the responsible manager for each of BMFN Pty Ltd (ACN 145 724 509) (a global derivatives firm), Supay Pty Ltd (ACN 151 757 845) (an Australian currency exchange provider) and Easy Capital Global Pty Ltd (ACN 156 70 796) (a financial services provider) over the past years. As the responsible manager for the entities above, Mr Batten has direct responsibility for significant day-to-day decisions about the financial services provided by such companies.	

Topic	Summary					For more information
	Currently, Mr Batten is the managing director of Brome Group Pty Ltd (ACN 166 902 398) (a managed discretionary accounts and general broking services business) where he is responsible for managing the strategic direction of the company. Mr Batten currently serves as the managing director of FXGlobe Pty Ltd (ACN 166 338 414) (a business that provides online trading services for retail and wholesale clients), the non-executive director of Victor Group Holdings Limited (ACN 165 378 834) (an education and training services provider) and the managing director of BMFN Pty Ltd (ACN 145 724 509) (a global derivatives firm).					
H. Significant i	nterests of key	people and	related p	arty transac	ctions	
Who are the Existing Shareholders and substantial shareholders of the Company and what will be	and after comp	Shareholding pre Offer				
their interest at completion of		No.	%	No.	%	
the Offer be?	Victoria And Emily (Pty) Ltd	500,000	100	500,000	75	
	*The Existing Shareholder will hold 5% or more of the Shares of the Company on completion of the Offer and assuming that the Existing Shareholder or the substantial shareholder will not subscribe and receive additional Shares pursuant to the Offer.					
	At the end of the Offer, the Existing Shareholder will beneficially own approximately 75% of the Company's issued capital (assuming 167,000 New Shares are issued under the Offer).					
	The Existing Shareholder is a company incorporated in the Republic of Seychelles. Currently, there is only one director in the Existing Shareholder, being a third party Chinese national who is unrelated to the Company. Currently, Xueniu Zhang, a Chinese citizen and an independent third party to the Company, is the sole member in the Existing Shareholder.					
	The Directors of the Company are not obliged to follow Xueniu Zhang's directions. Xueniu Zhang does not have any personal relationship with, and is independent from, the Directors of the Company.					
What	Directors do not hold any interests in the Company. Section 9					

Topic	Summary	For more information
significant benefits and interests are payable to Directors and other persons connected with the issue of the Offer?	Advisers and other service providers are entitled to fees for service. Further details of these benefits and interests are set out in Section 9.	
What are the related party transactions of the Company?	There are no related party transactions currently on foot.	
I. Applying ur	der the Offer	
NSX Listing	A copy of the Original Prospectus was lodged with NSX on 10 April 2014. Application was made to NSX after the date of the Original Prospectus for the Company to be listed on the NSX and for quotation of the Shares issued pursuant to this Prospectus. The Directors do not intend to allot any Shares or Options unless and until NSX grants permission for the Shares to be listed for quotation unconditionally or on terms acceptable to the Directors. If permission is not granted for the Shares to be listed for quotation within three months after the date of this Prospectus or such longer period as is permitted by the Corporations Act with the consent of ASIC, all Application Moneys received pursuant to the Prospectus will be refunded without interest to Applicants in full within the time prescribed by the Corporations Act. NSX has reserved the code "IXS" for Invest Nexus.	Section 8 "The Offer" Section
How can I apply?	Applicants may apply for New Shares by completing a valid application form attached to or accompanying this Prospectus. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable. The Company will forward all Application Forms it receives to the Manager. All Application Monies pursuant to this Offer will be held in a subscription account until allotment. This account will be established and kept by the Licensed Intermediary. Where the number of Shares allotted is less than the number applied for or where no allotment is made, surplus Application Monies will be returned by cheque within seven days of the expected Closing Date. No interest will be paid on the refunded Application Monies.	Section 8
CHESS	The Company will apply to NSX to participate in CHESS. Under CHESS, the Company does not issue certificates to investors. Instead investors receive CHESS statements, which are similar to bank account statements, setting out holdings of Shares.	Section 8

Topic	Summary	For more information
	CHESS statements will be sent to successful Applicants after the allotment of Shares, advising them of their holding and their holder identification number (HIN).	
What is the allocation policy?	The allocation of Shares amongst the Applicants will be determined by Invest Nexus and the Lead Manager and Broker who has the absolute discretion regarding the basis of allocation of Shares.	Section 8
Is the Offer underwritten?	The Offer is fully underwritten by Henley Underwriting & Investment Company Pty Ltd in accordance with the terms of the Underwriting Agreement, details of which are set out in section 8.	Section 8
What are the tax implications of investing in the Shares?	The tax implications of an investment in the Shares will differ for each Applicant. Please refer to section 9 of this Prospectus.	Section 9
When will I receive confirmation that my Application has been successful?	The initial holding statements are expected to be dispatched by standard post on or around 20 June 2014.	"Important Dates" section
Can the Offer be withdrawn?	Invest Nexus reserve the right not to proceed with the Offer at any time before the issue and/or transfer of New Shares to successful Applicants.	Section 8
	If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.	

2. INDUSTRY OVERVIEW

2.1 In what sector does the Company operate?

The company will operate in the financial markets and real estate investments sectors, which will involve issuing bonds to wholesale customers and utilising the proceeds to invest predominantly in Australian real estate (including real estate property development portfolios), government bonds and bank bonds. The Company may also invest in corporate bonds and fixed income deposit products in order to generate income.

2.2 The Australian bonds market

Bonds are debt securities with a maturity at issue of at least 12 months. A bond is a promise to make specified coupon payments and repayment of the principal amount at relevant dates. Bonds include debentures, asset-backed bonds and unsecured bonds.

The bond market is a large source of funds for many Australian financial and non-financial corporations and the financing activity provides investment opportunities for both Australians and non-residents. The Reserve Bank of Australia ("Australian Corporate Bonds, the missing asset class for Australian retail investors", Australian Centre for Financial Studies, 2013, accessed from the Reserve Bank of Australia website, 4 April 2014) ("RBA Paper") has recently estimated that the face value of the stock of bonds outstanding is around \$825 billion—roughly two-thirds of the market capitalisation of Australian Securities Exchange (ASX) listed equities—and equivalent to 62 per cent of gross domestic product (GDP).

According to the RBA Paper, macroeconomic events and regulatory developments have also influenced changes in the investor base of corporate bonds. Following the introduction of compulsory superannuation, households' direct holdings of bonds declined substantially as they shifted toward holding their financial assets through superannuation funds. Direct holdings by households now make up only a small share of the investor base, and foreign investors have the largest share (RBA Paper).

According to the RBA Paper, Australian institutional investors (such as authorised deposit-taking institutions (ADIs), superannuation funds and other managed funds) have participated in the corporate bond market since its inception, and unit trusts, traditionally the most common structure for managed funds, were one of the earliest institutional investors.

Generally, bonds are recorded at their face value. The pricing of corporate bonds is influenced by the economic cycle, reflecting changes in risk appetite and uncertainty.

The Company considers that the industry is fairly mature and saturated given that the major investment banks and commercial banks are offering similar products as well. However, the company aims to differentiate itself and fill a niche by targeting the Chinese investors with a dedicated team with extensive knowledge and working experience with Chinese investors.

2.3 The Australian real estate and real estate development market

Real estate development, or property development, encompasses a range of activities, from the renovation and re-lease of existing buildings, to the purchase of raw land and the sale of improved land or parcels to others. The property market in Australia mainly includes the following sectors: office, industrial, retail, hotel and residential. The Company believes that given the current property market outlook, if coupled with a stable economy for the 2014-2015 years and low interest rate, together with the Directors' experience and relationships built with real estate property developers and development partners to date, these factors will create an environment suitable for potential real estate development investment opportunities.

2.4 Target customers

The Company's target customers or investors in bonds include wholesale investors such as wholesale managed investment schemes, fund managers, Australia or overseas listed or private funds, and other sophisticated or wholesale investors.

2.5 Competitive landscape

The key competitors of the Company include listed and unlisted large corporations in Australia, financial planners, commercial banks, and private banks as well as other real estate development investment companies and private equity firms.

In relation to the real estate development investments area, the Company believes that an in depth knowledge of the international and domestic real estate market is required. Bilingual fluency in both Chinese and English language is also crucial given the recent flood of high net work individuals and corporations from China investing in Australian domestic real estate. Access to the "VIP" clients of overseas bank serves as a high barrier due to difficulty in access to high net worth individual investors.

2.6 The regulatory landscape

The Corporations Act, ASIC class orders and regulatory guides and the applicable NSX Listing Rules govern the disclosure documents that the company issuing the bond would need to issue. Subject to specific exceptions under the Corporations Act, an issuer of financial product (as defined in the Corporations Act) would generally need to hold an Australian financial services licence ("AFS Licence") and satisfy the requirements and conditions under the AFS Licence. Alternatively, the Company may appoint a licensed intermediary in accordance with the Corporations Act to arrange for the issue, variation or disposal of any financial product that the Company intends to issue, vary or dispose of in the case where the Company do not hold an AFS Licence.

While bonds are a "financial product" for the purposes of the Corporations Act , they are specifically excluded from the Part 7.9 financial product disclosure rules under the Corporations Act and are therefore subject to the general prospectus disclosure rules of Chapter 6D. However, bonds issued to wholesale investors do not require a disclosure document such as a prospectus, as these investors are considered to have sufficient resources and bargaining power to evaluate investments.

In the real estate development area, it is the property developer or manager that would need to hold the relevant development licences and comply with numerous governmental laws and regulations, including but not limited to the relevant environmental laws and planning laws. The Company itself does not need to hold any licence for being a passive investor in a real estate development investment.

3. COMPANY INFORMATION

3.1 Overview of Business

The Company aims to provide investors exposure (through their shareholding) to investments in Australian real estate estate (including real estate development portfolios), government bonds, bank bonds, as well as fixed income deposit products and corporate bonds.

As at the date of this Prospectus, Invest Nexus is a standalone company and not hold any interests in any other entities.

3.2 Investment objectives

The three investment objectives of the Company are to:

- preserve the capital of the Company;
- achieve a high real rate of return, comprising both income and capital growth; and
- deliver investors a secure income stream.

3.3 Investment Philosophy

The Company aims to pursue stable investments for our investors.

3.4 Investment Strategy

To achieve its investment objectives the Company intends to invest predominantly in Australian real estate (including real estate development portfolios), government bond, and bank bonds. The Company may also invest in corporate bonds and fixed income deposit products.

Specifically, in respect of the investments in Australian real estate (including real estate development portfolios), the Company may acquire (wholly or partially and directly or indirectly) interest in real estate and real estate development portfolios for the purposes of collecting rental income or for development and re-sale (depending on the relevant investment).

The Company intends to borrow additional funds to finance its investments by the issue of corporate bonds to wholesale and sophisticated investors. Such borrowings may be on either a secured or unsecured basis. Such borrowings will not be restricted to any particular multiple of the Company's Shareholders' equity.

The Company's investment strategy in relation to the proposed investments (as set out above) is to:

- in respect of Australian real estate invest predominantly in residential and commercial real
 estate development portfolios and / or hold direct interests in real estate in Australia. This
 would enable the Company to receive rental income (if any) (where investment in Australian
 real estate is passive) and to realise gains (if any) from the sale of properties (where the
 investment is non-passive investment);
- in respect of bonds invest in Australian government bond, large corporate bonds and bank bonds issued by the largest banks in Australia; and
- in respect of fixed income deposit products invest in the largest Australian banks' fixed income deposit products.

There are risks associated with the Company's investment strategy, the details of such risks are set out in Section 6.

3.5 Funding from the issue of corporate bonds

As stated above, the Company intends to fund its investments and provide additional working capital after the Offer through the issue of corporate bonds to wholesale, institutional or sophisticated investors after listing on NSX.

The Company, through its Directors, will determine the timing of, and the terms of, the bonds that it will issue, after assessing the risks of the issue. The Company may consider whether to issue bonds that pay interest at a fixed or floating rate. The interest on a fixed rate bond is set when the bonds are issued and is shown as a percentage of the face value of the bond. The interest rate stays the same for the life of the bond. On the other hand, interest rate for floating rate bonds varies in line with movements in a benchmark interest rate. This means the coupon payment will vary each time, sometimes quite substantially. The capital value of a bond can rise or fall depending on the current interest rate and the amount of interest accrued since the last coupon payment.

Approximately 12 months following listing on the NSX, the Company intends to raise at least \$30 million by issuing corporate bond to wholesale, institutional or sophisticated investors. The Existing Shareholder has entered into a Investor Referral Arrangement Agreement with the Agent whereby the Agent represents and warrants to the Existing Shareholder that six Committed Investors are committed to investing at least \$3.5 million to \$5 million each in bonds that will be issued by the Company following listing on an Australian stock exchange. Details of the Investor Referral Arrangement Agreement are set out in Section 7.8 of this Prospectus.

The Directors currently contemplate that the corporate bonds to be issued will:

- have a fixed term of 4 years;
- be redeemable before maturity by the Company under specific circumstances (as set out below) but will not be convertible into ordinary shares in the Company;
- have a fixed coupon rate which will vary from time to time depending on the market circumstances. An indicative coupon rate for the bonds to be issued is the 90-day Bank Bill Swap Rate (BBSW) plus a rate of 2.5%;
- pay interest quarterly or semi-annually;
- not be listed but will be offered over-the-counter (OTC); and
- be issued in Australia jurisdiction only.

It is currently contemplated that the bonds will only be redeemable before their maturity date if certain events occur. The following circumstances (not exhaustive) give an indication of the circumstances that may enable the Company to consider exercising an early redemption of the corporate bonds:

- for certain taxation reasons that it would be in the best interests of the Company to redeem the bonds earlier than their maturity date;
- if a change of control event occurs in respect of the Company; and / or
- subject to applicable laws, if the Company considers at its discretion that early redemption would be in the best interests of the Company.

The Directors reasonably consider that the funds from the issue of corporate bonds will be sufficient for its working capital after listing, to fund its expenses following the Offer (including staff expenses and Offer expenses) and to enable it to make the proposed business investments. The funds raised the bond issue to the Committed Investors will be used to fund its proposed business investments described in this Section 3.

3.6 Investment process

The Company will adopt a disciplined investment process in selecting and managing its investments, including managing the risks of investments. Such a process will include but not be limited to the following:

• The Company, through its Directors that form part of its investment committee, will employ a relative value investment approach that compares the risk-return profiles of different investments

- within the investment scope to identify opportunities for the Company. The portfolio management methodology combines a top-down macro framework with a bottom-up selection process.
- The top-down approach originates with the investment committee. The investment committee sets
 the total risk allowable by the Company at the Company's portfolio level, the regional level and on
 a sector basis. The investment committee is required to have a medium to long-term outlook for
 all risk factors that will affect the Company.
- The bottom-up credit process is started by the relevant manager in charge of the relevant investment portfolio (for example, a portfolio of real estate development assets or a portfolio of government bonds and bank bonds), who presents trade ideas to the investment committee. The investment committee will then assess and approve the investment ideas presented to them with the aim of achieving the best available relative value opportunity for the Company.
- In assessing the relevant investment idea presented to it and in determining if a investment or trade is in the best interests of the Company, the investment committee will examine a number of aspects of the investment or trade idea, including but not limited to: the price, the likely returns, the level of subordination, the term to maturity, the liquidity, the ratings and the impact on credit and interest rate duration to the portfolio.
- The Company will also employ a risk management process to help reduce the volatility of the Company's investments in real estate investments, bonds or financial products. The risk management framework includes limiting the exposure of the Company to any individual company, entity or structured product. The Company will consider and actively monitor risk of loss of the Company's investment assets to ensure that the total portfolio risk is within acceptable limits.

3.7 How will the Company generate income?

Invest Nexus will generate income by investing (either directly or indirectly) predominantly in Australian real estate (including real estate development portfolios), government bonds and bank bonds. It will fund these investments by issuing bonds or loans to wholesale entities such as Australian regulated wholesale managed investment schemes. The Company intends to offer competitive coupon rates to the investors when compared to the relevant industry corporate bond rates.

The Company also intends to fund the interest payments on the bonds through the rental income from its real estate investments and interest received from the Company's investments in corporate bonds and fixed income deposit products.

Specifically in respect of the investments in Australian real estate (including real estate development portfolios), the Company may acquire (wholly or partially and directly or indirectly) interest in real estate and real estate development portfolios for the purposes of collecting rental income or for development and re-sale (depending on the relevant investment).

3.8 What licences do the Company need to have in order to conduct the business activities?

As noted in Section 2, the Corporations Act, ASIC class orders and regulatory guides and the applicable NSX Listing Rules govern the disclosure documents that the company issuing the bond would need to comply with. In addition, subject to specific exceptions under the Corporations Act, an issuer of financial product (including securities) would generally need to hold an Australian financial services licence ("AFS Licence") and satisfy the requirements and conditions under the AFS Licence. Alternatively, the Company may appoint a licensed intermediary in accordance with the Corporations Act to arrange for the issue, variation or disposal of any financial product that the Company intends to issue, vary or dispose of in the case where the Company do not hold an AFS Licence. As the Company does not currently hold any AFS Licence, the Company currently intends to enter into an arranger or licensed intermediary arrangement with a third party AFS Licence holder in the shorter term to enable the Company to have the ability to issue financial products as part of its investment strategy.

3.9 Customers of the Company

Invest Nexus' clients (in which it will issue the bonds to) will predominantly be wholesale entities such as Australian regulated wholesale managed investment schemes and other wholesale investors such as sophisticated and high net worth individuals described in Section 3.5 (above).

As at the date of this Prospectus, there are six Committed Investors who have indicated that they will each invest between \$3.5 million to \$5 million in bonds to be issued by the Company pursuant to the Investor Referral Arrangement Agreement between the Existing Shareholder and the Agent. Details of the Committed Investors and the Investor Referral Arrangement Agreement are set out in Section 7.8.

3.10 Competitors

The key competitors include financial planners, commercial banks, and private banks. Examples include Macquarie Bank and other Australian or overseas listed companies that issue bonds to wholesale investors in Australia.

3.11 Employees

Currently, other than the Directors, the company does not have any other employees or contractors. The Company's Directors estimate that the number of officers and staff will increase within the next year. In order to carry out its business activities, the Company currently contemplates that it may engage qualified contractors and / or employees that specialise in the business activities to be conducted by the Company after the listing on NSX on an as required basis.

3.12 Highly skilled directors

Invest Nexus is led by a strong team of directors, made up of highly skilled, qualified, efficient and experienced individuals. More information about the directors and / or secretaries of the Company is set out in Section 5.

3.13 Capital management policy

The Company will pay dividends from the profits of the Company, as permitted by law and prudent business practices. Dividends will be franked to the extent that available imputation credits permit. The ability to pay dividends depends on a number of factors. The Directors do not provide any assurance of the future level of dividends or the extent to which they are franked, and there may be periods in respect of which dividends are not paid.

No dividend will be paid after the official quotation in respect of the financial year ending 30 June 2014.

4. FINANCIAL INFORMATION

4.1 Statement of Financial Position and Pro forma Statement of Financial Position

The Company was incorporated on 14 March 2014 and has no operating history or historical financial performance. The Company is yet to conduct its own business activities until the Company has been admitted to the official list of NSX.

Currently, the Company has \$500,000 cash in an Australian bank account, being the consideration paid by the Existing Shareholder for the existing 500,000 Shares at \$1.00 per Share on issue in the Company.

As set out in Section 3.5, the Directors anticipate that the funds raised from the issue of corporate bonds to the Committed Investors pursuant to the arrangement under the Investor Referral Agreement will be used to fund working capital and to operate its proposed business activities, fund its expenses following the Offer (including staff expenses and Offer expenses) and make the proposed business investments.

The relevant financial information of the Company is set out below:

- the most recent unaudited Statement of Financial Position of the Company, being the Statement of Financial Position as at the date of this Prospectus; and
- the Pro forma Statement of Financial Position showing the effects of the Offer.

	As at the date of this Prospectus	Pro forma (adjusted)
Assets		
Cash or cash equivalents	\$500,000	\$531,385
Receivables	-	8,490
Total Assets	\$500,000	\$539,875
Liabilities	-	-
Net Assets	500,000	539,875
Equity		
Issued capital	\$500.000	\$539,875
Retained earnings	-	-
Total equity	\$500,000	\$539,875

4.2 Assumptions

The Pro forma Statement of Financial Position has been prepared on the basis of the following assumptions:

- 1. Issued capital at the date of lodgement of the Prospectus is 500,000 Shares at \$1.00 per Share.
- 2. The Company issues 167,000 New Shares at \$1.00 per New Share pursuant to this Prospectus.
- 3. Following completion of the Offer, the Company will have a total issued capital of 667,000 Shares.
- 4. Costs of the Offer have been paid and recognised in Equity.

4.3 Costs of the Offer

The actual and estimated costs of the Offer excluding goods and services tax of the Offer are as follows:

Underwriting costs	\$40,000
Accounting fees	\$20,000
ASIC fees	\$2,225
Legal fees	\$40,000
Licenced intermediary fee	\$5,000
NSX Listing fees	\$9,900
Other costs (includes printing, advertisement, administrative costs)	\$10,000
Total	\$127,125

4.4 Income Statement of profit and loss and statement of cash flow

The Company has not traded since the date of incorporation and therefore do not have any historical financial information prepared including comprehensive income statement of profit and loss and the statement of cash flow.

5. DIRECTORS

The Company currently has a Board of three Directors, two of whom are Non-Executive, independent Directors, including the Chairman, and one Executive. The Company has at least two Directors who ordinarily reside in Australia in accordance with section 201A(2) of the Corporations Act.

The Board recognises that as the Company develops its related activities, there may be a need for further directors to be appointed either in substitution for any of the present directors or generally as additional directors. Consequently, it is the Directors' intention that the skill base of the Board should be constantly reviewed to ensure they are adequate and appropriate to carry out and manage the activities of the Company as well as to ensure that the Company's Board has the competency, knowledge and ability to exercise independent judgment to review and/or challenge the performance of management and to discharge its duties imposed by law.

The Board has been appointed to ensure the Company has the benefit of a board comprised of members with appropriate and complementary skill sets. Board members are chosen based on their skills and experience in the industries that the business operates in, corporate governance, financial management, risk management or strategic planning.

The Board has considered the Company's immediate requirements as it transits to an NSX-listed company and is satisfied that the composition of the Board reflects an appropriate range of independence, experience and skill for the Company in the period immediately after listing on the NSX.

5.1 Jun Ling - Executive Director

Jun Ling obtained a Bachelor of Commerce Degree from the University of Sydney in 2009. He also obtained a Master Degree from Wollongong University in 2010. Mr Ling is currently licensed under the Property, Stock and Business Agent Act 2002 (NSW).

During 2011, Mr Ling worked for Huaqiao Real Property Investment in China as the entity's project manager, where he managed activities including but not limited to planning, designing in the overseas property development named "Huaqiao Garden" in Jiangsu Province, China. The development project occupies 400 hectare and contains more than 2,000 apartments and has been completed. In addition, during his time at Huaqiao Real Property Investment, Mr Ling provided internal training to employees regarding property management and sales skills, developed and maintained good relationship with developers and key decision-makers to negotiate profitable contracts.

Mr Ling has been responsible in providing property investment advice as licenced property, stock and business agent since 2011 at Ashfield Partners in NSW as Director and Property Manager. Mr Ling is currently in the same role at Ashfield Partners. He is also experienced in residential and commercial property management and sales. Prior to joining Ashfield Partners in March 2011, Mr Ling conducted his own business specialising in property sales in NSW.

During the years 2012-2013 at Ashfield Partners, Mr Ling was mainly responsible for activities including but not limited to development site purchasing, development planning, application for Development Approval and sales in the property development with an address of 9 Verley Drive, Homebush. This development has been successfully completed. In addition, during 2013, he was mainly responsible for the planning and sale activities in the property development with an address of 30-32 Guess Avenue, Wolli Creek.

Mr Ling is responsible for making strategic decisions for the Company and has more than five years of experience in management, property investments and development, sales and planning. Jun Ling's experience in the property development area as well as his good relationship with stakeholders and key players in the property development investment business has enabled him to build sound business relationships with the business partners that the Company as a whole will benefit from. Mr Ling will also be responsible for the formulation of financial policies and financial strategic planning for the Company, reviewing and approving budgets and financial management policies, auditing and financial reporting.

Mr Ling's expertise will be deployed in making decisions in respect of the investments to be made by the Company in Australian real estate (either directly or indirectly).

The Board anticipates that Mr Ling will, immediately after listing on NSX, make available an average time of 20 hours per week to the affairs of the Company.

5.2 Guofei Chen - Independent, Non-Executive Director and Chairman

Guofei Chen obtained a Bachelor of Accounting Degree from the Macquarie University in 2007 and Master Degree in Financial Analysis in University of New South Wales in 2009. He also obtained diplomas of Business Administration and Financial Planning in 2011 and 2004, respectively.

Form February 2009 to August 2009, Mr Chen worked as an accounting assistant at Impact Management Group where he was responsible for assisting management and accounting teams in completing the accounting and bookkeeping tasks of clients.

During 2009 to early 2010, Mr Chen worked at PK Furniture at Auckland, New Zealand as an accountant where he was responsible for managing the furniture company's accounts. From 2010 to 2012, Mr Chen worked as a branch manager of Yuexiu Finance financial Holdings Limited of Guangdong, China where he was responsible for driving and delivering the commercial performance of the business, implementing business procedures, setting new financial products, undertaking staff performance reviews, liaising with the managers of other branches of the company and overseeing the branch's operations in accordance with the company's financial products and service standards.

From March 2012 to July 2012, Mr Chen worked as a senior financial consultant at Forex Trading Co, a leading provider of contracts for difference (CFDs), delivering trading facilities on shares, forex, commodities and indices, alongside innovative trading technology. During his time at Forex Trading Co., Mr Chen worked with companies and individuals in planning their financial futures by offering information and guidance on topics that include investments and risk analysis. The key functions of his role include management of client's accounts, risk hedging and analysis, client relationship management and financial consulting. During his time at Forex Trading Co., Mr Chen won the "Sales Person of the Month" award twice.

From 2012, Mr Chen served on the Boards of companies including Hadwins Capital Pty Ltd (ACN 136 723 781; AFSL No. 338961) (a financial services company), Gowin International Group Ltd (a New Zealand financial services provider) and Guang Zhou City Zuo Yong Market Information Consulting Ltd (a Chinese financial services provider).

As the director of Hadwins Capital Pty Ltd and Gowin International Group Ltd, Mr Chen was responsible for setting investment strategies for the relevant company and their clients, liaising with the relevant authorities to ensure that the investment strategy complies with the local regulations and management of the business on a day-to-day basis. In his role as director at Guang Zhou City Zuo Yong Market Information Consulting Ltd (a large enterprise that provide investment, financial and project management services and other advisory services to its clients), Mr Chen was responsible for providing strategic advice and business risk monitoring consultancy services to large domestic Chinese companies, including devising strategies for businesses in relation to the expansion of production lines and providing analysis to business on a proposed infrastructure construction in China.

In 2013, he was responsible for the establishment of Fropro Group Limited (ACN 163 431 865) (an investment company in the financial services industry) and LMS Global Group Limited (a company established in the British Virgin Islands that undertakes investments). In 2013, he was also appointed to the board of Guang Zhou Jiyao Network Technology Limited (an IT service company that is based in China). In his role as director of these entities, Mr Chen was responsible for formulating business investment strategies for the relevant company and their clients, regulatory compliance work and business management.

Currently, Mr Chen is the director of Fropro Group Limited, LMS Global Group Limited and Guang Zhou City Zuo Yong Market Information Consulting Ltd where he is responsible for the strategic direction of these companies.

Mr Chen has more than five years of experience in business management, business risk and financial planning, as well as knowledge of the financial services market and financial products. Mr Chen's experience will assist the Board in making strategic decisions of the Company in accordance with the business strategies and objectives. Specifically, Mr Chen's expertise will be deployed in making decisions in respect of the investments concerning the issue of bonds or loans by the Company, and investments by the Company in bonds (including government, bank and corporate bonds) and fixed income deposit products. Mr Chen's expertise will also be relevant in making decisions in respect of real estate investments (either directly or indirectly) including real estate development portfolios.

The Board anticipates that Mr Chen will, immediately after listing on NSX, make available an average time of 10 hours per week to the affairs of the Company.

5.3 David Paul Batten - Independent, Non-Executive Director

David Paul Batten holds a doubled majored undergraduate finance degree and has over twenty five years of experience in the financial markets with more than half of that managing and leading his peers. His specialty has been in the complex world of derivatives where he has experienced bullion, equity, commodities, foreign exchange and interest rate markets.

He has primarily worked for brand name foreign banking institutions such as Bankers Trust Australia (in the position of Equity Derivatives and Proprietary Trader where he was responsible for conducting trades), Goldman Sachs JB Were (in the position of Night Manager for Future Broking where he was responsible for managing the future broking team) and the Republic Bank of New York (both in Sydney and New York) (in the role of Bullion & Previous Metal Derivative Dealer where he was responsible for dealing or conducting trades).

He worked as the responsible manager for each of BMFN Pty Ltd (ACN 145 724 509) (a global derivatives firm), Supay Pty Ltd (ACN 151 757 845) (a currency exchange provider) and Easy Capital Global Pty Ltd (a financial services provider) (ACN 166 750 796) over the past years. As the responsible manager for the entities above, Mr Batten has direct responsibility for significant day-to-day decisions about the financial services provided by such companies. He also obtained PS 146 Accreditation and various Australian Financial Markets Association (AFMA) Accreditations.

Currently, Mr Batten is the managing director of Brome Group Pty Ltd (ACN 166 902 398) (a company that provides managed discretionary accounts and general broking services across different asset classes) where he is responsible for managing the strategic direction of the company.

In addition, Mr Batten currently serves as the managing director of FXGlobe Pty Ltd (ACN 166 338 414) (a business that provides online trading services for retail and wholesale clients), the non-executive director of Victor Group Holdings Limited (ACN 165 378 834) (an education and training services provider) and the managing director of BMFN Pty Ltd (ACN 145 724 509) (a global derivatives firm). Mr Batten is responsible for the strategic decisions of the companies above.

Mr Batten's extensive knowledge and experience in the financial markets field coupled with his experience in business management will bring invaluable and independent views and ideas to the Board to assist the Board in making corporate and financial strategic objectives and decisions. In particular, Mr Batten's expertise will be deployed in making decisions in respect of the investments concerning the issue of bonds or loans by the Company, and investments by the Company in bonds (including government, bank and corporate bonds) and fixed income deposit products.

The Board anticipates that Mr Batten will, immediately after listing on NSX, make available an average time of 5 hours per week to the affairs of the Company.

Other officers

Given that the Company was only incorporated in 14 March 2014, the Company currently only comprise three Directors, of whom Guofei Chen and Jun Ling are the secretaries of the Company and Jun Ling acting as the chief financial officer and chief executive officer of the Company. The Board will, after listing on NSX, review the need to appoint senior management personnel from time to time.

Independence

The Board considers an independent Director to be a Non-Executive Director who is not a member of Invest Nexus' management and who is free of any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent exercise of their judgment. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist it in this regard, as set out in the Board Charter. The Board reviews the independence of Directors in light of interests disclosed to the Board from time to time.

The Board considers that Guofei Chen and David Paul Batten, being two of the three Directors of the Board, are independent directors as they are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfered with the independent exercise of their judgment and is able to fulfil the role of an independent director for the purposes of the NSX recommendations.

5.4 Corporate Governance

The Board has the responsibility of ensuring the Company is properly managed so as to protect and enhance shareholders' interests in a manner that is consistent with the Company's responsibility to meet its obligations to all parties with which it interacts. To this end, the Board has adopted what it believes to be appropriate corporate governance policies and practices having regard to its size and nature of activities.

The Company's corporate governance policies are summarised below. Full copies of the corporate governance documents will be made available at the Company's registered office.

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities.

Currently and immediately after listing on NSX, the members of the Audit and Risk Management Committee, Nomination and Corporate Governance Committee and Remuneration and Management Succession Planning are the Directors of the Company, with Guofei Chen being the chair of the committees. After listing on NSX, the Directors may appoint management personnel to provide services to the Company, in which case the composition of the committees may be reviewed and updated.

Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements and the skills and experience of individual Directors.

Audit and Risk Management Committee

The role of the Audit and Risk Management Committee will be to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance.

Remuneration and Management Succession Planning Committee

The role of the Remuneration and Management Succession Planning Committee is to, among other things, support and advise the Board in fulfilling its responsibilities to shareholders by:

- (a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
- (d) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

Nomination and Corporate Governance Committee

The role of the Nomination and Corporate Governance Committee is to advise the Board on the composition of the Board and its Committees and the necessary and desirable competencies of Board members, develop a process for the evaluation of the performance of the Board, its committees and individual executive and non-executive directors, ensure that proper succession plans for Board members are in place for consideration by the Board, advise the Board on governance standards and appropriate corporate governance policies for the Company, and critically review the Company's performance against its corporate governance policies.

2. Corporate governance documents of the Company

Summary of the Board charter

The Board has adopted a charter to provide a framework for the effective operation of the Board, which sets out the Board's responsibilities in greater detail, such as driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance, reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance and ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.

Responsibility for the day-to-day operations and administration of the Company will be delegated by the Board to the Chief Executive Officer, Chief Financial Officer and other senior management (if and once appointed after the listing on NSX) of the Company.

The Board, Board Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

Appointment and Retirement of Non-Executive Directors

It is the Board's intention to determine the terms and conditions relating to the appointment and retirement of non-executive directors on a case by case basis and on conformity with the requirements of the Listing Rules and the Corporations Act.

Director's Access to Independent Professional Advice

It is the Board's intention that any committees established by the Board should:

- be entitled to obtain independent professional or other advice at the cost of the Company, unless the Board determines otherwise:
- be entitled to obtain such resources and information from the Company including direct access to employees of and advisers to the Company as they might require; and
- operate in accordance with the terms of reference established by the Board.

Summary of the Audit and Risk Management Committee Charter

The Audit Committee addresses the financial and compliance oversight responsibilities of the Board. The specific activities include assessing and monitoring:

- the adequacy of the Company's internal controls and procedures to ensure compliance with all applicable legal obligations;
- the adequacy of the financial risk management processes; and
- the appointment of the external auditor, any reports prepared by the external auditor and liaising with the external auditor.

Summary of the Code of Conduct Charter

The Company has in place a code of conduct which aims to encourage appropriate standards of behaviour for directors, officers, employees and contractors. All are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company. The Directors are subject to additional code of conduct requirements.

Summary of the Remuneration and Management Succession Planning Committee Charter

The Company has adopted a Remuneration and Management Succession Planning Committee Charter. This document sets out the committee's responsibilities, composition, access to resources and issues to consider in deciding remuneration and succession planning for Executive Directors and senior executive and Non-Executive Directors of the Company.

Summary of the Nomination and Corporate Governance Committee Charter

The Company has adopted a Nomination and Corporate Governance Committee Charter. This document sets out the process for nomination of the Directors of the Company, monitoring the corporate governance requirements of regulators and reporting to the Board on the corporate governance standards, and on the adoption or amendment of corporate governance policies that would be appropriate for the Company.

Summary of the Share Trading Policy

The Company has developed a policy for the sale and purchase of its Shares. This policy details and explains the relevant Corporation Act provisions applicable to inside trading and imposes constraints on directors and senior executives of the Company dealing in securities of the Company. It also imposes disclosure requirements on Directors.

Under the Company's Share Trading Policy, a Director, executive or other employee must not trade in any securities of the Company at any time when they are in possession of unpublished, price-sensitive information in relation to those securities.

Summary of the Continuous Disclosure Policy

Once listed on NSX, the Company will be required to comply with the continuous disclosure requirements of the Listing Rules and the Corporations Act. This policy sets out information disclosures and relevant procedures to ensure compliance with these obligations. Continuous disclosure announcements will be made available on the NSX website and be alerted to investors by way of email or other written form.

Summary of the Diversity Policy

The Company respects and values the competitive advantage of diversity which includes, but not limited to gender, age, ethnicity and cultural background.

6. RISK FACTORS

This Section identifies the areas that are believed to be the major risks associated with an investment in the Company.

Invest Nexus' business is subject to risk factors, a number of which are beyond the Company's control. These risks may be both specific to the Company's business activities and of a general nature. Individually, or in combination, these risks might affect the future operating performance and the value of an investment in Invest Nexus.

There can be no guarantee that Invest Nexus will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in the Company should be considered in light of the risks, both general and specific. Each of the risks set out below could, if they eventuate, have a material adverse impact on Invest Nexus' operating performance and profits.

Before deciding to invest in the Company, potential investors should read the entire Prospectus, and specifically consider the factors contained within this Section in order to fully appreciate the risks associated with an investment in the Company. You should carefully assess these factors in light of your personal circumstances and seek professional advice from your stockbroker, accountant, lawyer or other professional adviser before deciding whether to invest.

While these are not the only risks and uncertainties we face, the Directors believes that the most significant risks and uncertainties are as set out below.

6.1 Risks specific to the Company

The following matters, as well as others described elsewhere in this Prospectus, should be carefully considered in evaluating the Company and its prospects:

(a) Limited history

The Company was only recently incorporated and has no operating history. The Company is yet to conduct its activities and will not commence these activities until the Company has been admitted to the official list of NSX. No assurance can be given that the Company will achieve commercial viability through the achievement of the investment process and strategies set out in this Prospectus.

(b) Reliance on key officers

The Company is substantially reliant on the expertise and abilities of its team of directors; therefore the estimated timing and cost of the Company's future plans could be dramatically influenced by the loss of existing key personnel or by the failure to retain additional key personnel as the Company's business develops.

The resulting impact from such loss would be dependent upon the quality and timing of the officer's replacement. Although the current directors of the Company have a considerable amount of experience and have previously been successful in their business activities, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

(c) Operational cost risks

Operational costs for the Company as a proportion of total assets will be affected by the level of total assets of the Company and by the level of acceptance of this Offer. Given the small size of the Company currently and immediately post the Offer, operational costs may therefore represent a greater proportion of total assets and may reduce the Company's capacity to make dividend payments to the Shareholders in the future.

(d) Borrowing risks

As noted in Section 3, the Company intends to borrow additional funds to finance its investments by the issue of corporate bonds to wholesale and sophisticated investors. Such borrowings may be on either a secured or unsecured basis. Such borrowings will not be restricted to any particular multiple of the Company's Shareholders equity.

Whilst borrowing to invest (such as through the issue of corporate bonds to wholesale or sophisticated investors) has the potential to increase the returns on investments, the borrowing or gearing of an investment portfolio can also multiply the effects of falls in the value of investments. In addition, should the Company's underlying investments (such as in real estate portfolios or in government, bank or corporate bonds) are not successful or incur large losses, then the Company may not be able to pay the interest payments under the corporate bonds issued by the Company to the investors of the bonds.

(e) Credit risks

Credit risk is the loss incurred when the borrower or an issuer of a bond, security or structured product fails to pay their principal or interest obligations when they are due. Whilst the Company will implement a framework to minimise the credit risks to the investors, such as wholesale schemes, adverse financial conditions or weakening operating performance of the issuing company could affect its ability to make interest payments or to return capital at maturity. Therefore, there is possibility that the Company, as an issuer of corporate bond, may or may not be able to pay the interests obligations or the principal when they fall due, in which case there is a risk that the Company would breach its contractual obligations to the potential wholesale investors or bond holders.

(f) Risks associated with the issue of corporate bonds by the Company and priority of ranking between the Shareholders and bond holders of the Company

As set out in Section 3, the Company intends to issue corporate bonds as one of the ways of raising capital from wholesale investors (including foreign investors) after the date of this Prospectus and the bonds will be secured over the assets of the Company (unless the Directors decide otherwise). In this respect, if the Company cannot pay all its debts for any reason in the future after the bonds are issued, the bond holders will rank higher than the Shareholders such that if the Company's assets have to be sold (in the event of insolvency), the proceeds from the sale of the assets will need to be distributed to the creditors of the business (namely, bond holders) prior to the Shareholders. Therefore, the interests of the holders of Shares will rank behind those of the bond holders of the Company. In addition, if the Company redeems the bonds prior to their maturity date, investors would miss out on the potential interest that they would have earned if the bonds were not redeemed. Further, if the Company is unable to secure funding through the issue of corporate bonds or otherwise in accordance with its business strategies and is no longer a company of going concern, the Shareholders are likely to lose all of their investment in the Company.

The Company is to a large extent dependent on the agreement between the Existing Shareholder and the Agent under the Investor Referral Arrangement Agreement (details of which are set out in Section 7.8) and the representations and warranties made by the Agent to the Existing Shareholder. Should the Investor Referral Arrangement Agreement be terminated (in which case there is a short period of notice prior to termination by either party under the Investor Referral Arrangement Agreement), the Company may not be able to enforce the agreement (given that it is not a party to the agreement), or directly procure that the Committed Investors or other investors referred to the Existing Shareholder by the Agent to invest in bonds to be issued by the Company following it listing.

Whilst the Company and the Existing Shareholder may procure agents (other than the Agent) to refer investors to invest in bonds to be issued by the Company, there can be no guarantee that the Company or the Existing Shareholder will be able to find such investors in a short period of time following listing.

(g) Risks associated with real estate investments including real estate property development investments

As set out in Section 3, the Company intends to also engage in investments in Australian real property development portfolios as part of its potential business activities and in order to generate income. In this respect, there are a number of risks associated with real estate investments (including real estate property development investments).

Whilst the Company will conduct due diligence in respect of each potential real estate acquisitions (wholly or partly and directly or indirectly) and / or real property development investments and will minimise the risks through various management control and procedures, there are a number of inherent risks associated with such investments. Such risks include a downturn in the property market leading to lower property values or increased holding costs until the development properties are sold (in the case of real estate development investments), increases in interests rates which may result in increased holding expenses, increases in construction costs during the project, requiring further capital and funding from the Company (should it be an investor in the project), potential disputes with tenants or agents of the real estate, building or trade contractors which may cause cost for investors in the property development and may cause delays to a project, potential changes in laws relating to real property and property development such as laws relating to zoning and town planning restrictions on land use, environmental controls, stamp duty and land tax, in respect of which changes to any of these could adversely affect the profitability and viability of owning real estate or having an investment in the relevant development project.

Any of the factors described above may have a significant impact on the profitability and potentially the sustainability of the Company should the Company be a major investor in real estate or real estate development projects.

(h) Risk associated with the proposed investments in bonds

As set out in Section 3, the Company intends to make investments in government bonds, bank bonds and corporate bonds. The risks associated with investing in bonds include the situation where the Company want to sell the bonds prior to reaching maturity, and the bonds are subject to market value (being the price that people are prepared to pay) and the market value will vary over time depending on the economic conditions and the variations of interests rates.

In addition, investing in bonds comes with credit risks where the issuer of the bond is unable to continue to make interest payments or repay the principal amount that the Company has invested in such bonds. Further, investments in bank or corporate bonds would likely involve higher risks including risks of the company (as issuer of the corporate bond) becoming insolvent and the Company not able to get interest payments and / or the principal back, and risks that no one will want to buy the corporate bonds from the Company on the secondary market if the Company does not want to hold the bond to the maturity date.

(i) Risks associated with investing in fixed income deposit products

As set out in Section 3, the Company may also invest in fixed income deposit products to generate income. Whilst fixed income deposit products are regarded by the Company as the lower in risk compared to other types of investments (such as investment in bonds), there are risks associated with such investment, including the situation of banks becoming insolvent and no longer able to pay the interest on the product. By investing in a fixed income or term deposit account, it also prevents the Company from accessing the money for the duration of the investment or term deposit period, in which case the Company may not be able to invest in other profitable investments during that period.

(j) Risk of significant control by the Existing Shareholder and the sub-underwriter

Immediately after the Offer, the Existing Shareholder will beneficially own approximately 75% of the Company's issued capital (assuming subscription of 167,000 New Shares). As a result, the Existing Shareholder would be able to exert a significant degree of influence over the Company's management affairs and over matters requiring Shareholder approval including matters such as the election of Directors and approval of significant corporate transaction relating to the Company. In addition, the

Existing Shareholder will have the ability to block or pass general and special resolutions and that its interest may diverge from the interests of the non-associated Shareholders. The Existing Shareholder has indicated to the Company that it has no intentions to subscribe for New Shares under the Offer.

In addition, should a portion of the New Shares under the Offer not being subscribed, there is a possibility that the sub-underwriter under the Sub-underwriting Agreement, being an independent third party to the Company, will take up the Shortfall Shares. This would result in the sub-underwriter holding up to 25% of the Company's issued capital. Details of the Sub-underwriting Agreement are set out in Section 7.

(k) Liquidity of the Shares and impact on trades

Given the large number of Shares that will be held by the Existing Shareholder, it is likely to affect liquidity in the volume of Shares that may be traded on the NSX. The significant control by the Existing Shareholder in the Company may harm the market price of the Company's Shares by delaying or preventing a change of control, even if a change is in the best interests of the Company's other Shareholders.

6.2 General risk factors

(a) Political risks

Changes in the general political climate in the countries in which the Group has interests and on a global basis that could impact on economic growth, the rate of inflation, taxation and tariff laws and domestic security, which may affect the value and viability of the operations that are or may be conducted by the Group.

(b) General economic risks

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation and other economic factors. The price of real estate and level of property development and investments will also be of particular relevance to the Company.

(c) Legislative change

Changes in government regulations and policies may adversely affect the financial performance or the proposed operations generally of the Company. There is the risk that a government, regulator or operator of a securities or asset exchange makes tax or regulatory changes that have an adverse impact on the value of securities within the investment portfolio of the Company. The Company is not aware of any current or proposed material changes in relevant regulations or policy.

(d) Market conditions and price of Shares

Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates:
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

This risks (as set out above) are not exhaustive and potential investors should read this Prospectus in full and, if they require further information on material risks, seek professional advice.

6.3 Investor Considerations

Before deciding to subscribe for Shares, Applicants should consider whether these are a suitable investment. There are general risks associated with any investment in the stock market. The value of Shares can go up or down due to circumstances affecting the stock market generally or any company in particular, or because of other factors beyond the control of the Company. Similarly, the level of dividends paid in respect of the Shares can go down as well as up. Shares should generally not be considered a short term investment.

There may be tax implications arising from the Application for Shares, the receipt of dividends (either franked and unfranked) from the Company, participation in the dividend re-investment plan, participation in any on-market share buy-back, or the disposal of shares or options. Applicants should carefully consider these taxation implications and obtain advice from an accountant or other professional tax adviser in relation to the application of tax legislation.

If Applicants are in doubt as to whether they should subscribe for Shares, they should seek advice on the matters contained in this Prospectus from a stockbroker, solicitor, accountant or other professional adviser.

7. MATERIAL AND RELATED PARTY CONTRACTS

Material contracts

The following contracts have been entered into by the Company prior to the date of this Prospectus and are or may be material.

This report contains a summary of the material contracts that the Company has entered into since its incorporation on 14 March 2014 and their substantive terms.

7.1 Constitution

The Constitution governs the Company. Relevant provisions of the Constitution are described elsewhere in this Prospectus. Copies of the Constitution are available for inspection free of charge between 9.00 am and 5.00 pm at the Company's business offices.

7.2 Underwriting Agreement

Henley Underwriting & Investment Company Pty Ltd ("Underwriter") has agreed to provide services as Underwriter to the Company. The Underwriter and the Company have entered into an underwriting and offer management agreement dated 4 April 2014 ("Underwriting Agreement") pursuant to which the Underwriter has agreed to underwrite the issue to the extent of 167,000 New Shares (a total of \$167,000 being underwritten), being the shortfall shares, on the terms contained in the Underwriting Agreement.

On the settlement date, the Company must pay the Underwriter a fee of \$40,000 for the provision of the services by the Underwriter. The Company must also pay or reimburse the Underwriter costs that are incidental to the Offer, including all reasonable out of pocket expenses incurred by the Underwriter, settlement expenses, any stamp duty or similar taxes after a written request for payment or reimbursement is made by the Underwriter, provided that the Underwriter have sought prior consent from the Company (which must not be unreasonably withheld or delayed) for any individual expense above \$1,000.

The obligations of the Underwriter to underwrite the 167,000 New Shares in the capital of the Company is subject to the following conditions precedent:

- the due diligence process is implemented and completed prior to the lodgment of the Prospectus to the satisfaction of the Underwriting, acting reasonably;
- the Underwriter receiving a copy of the final due diligence report in respect of the Offer prior to the lodgment of the Prospectus;
- the Company having obtained all relevant regulatory approvals, relief and modifications (as applicable) to enable the Offer and quotation and trading in the Shares;
- the Company lodging a copy of the Prospectus with ASIC in the form and substance acceptable to the Underwriter on the relevant lodgment date;
- the Company confirming that it became capable of accepting applications prior to the opening date of the Offer; and
- each material contract of the Company having been executed or adopted as applicable in a form and substance acceptable to the Underwriter by, or on, the lodgment date of the Prospectus and, if required by law, lodged with the relevant authority by the relevant time.

The Underwriting Agreement is subject to other terms and conditions including the significant termination rights. That is, The Underwriter may by giving at least 10 Business Days' written notice to the Company, without any cost or liability to itself, terminate the agreement if one or more of the following events occurs or has occurred at any time before the time when all of the New Shares being offered have been issued by the Company in accordance of the Offer:

- the Company fails to lodge the Prospectus with ASIC in a form approved by the Underwriter;
- a statement contained in the Prospectus is misleading or deceptive or is likely to or becomes mislead or deceive:

- the Prospectus does not comply with the Corporations Act, the Listing Rules or any other applicable law;
- unconditional approval (or conditional approval subject only to customary conditions) is refused or not granted by NSX to the Company's admission to the official list of NSX or the official quotation of all of the Shares on NSX;
- the Company withdraws the Prospectus or any supplementary Prospectus or the Offer;
- if the Company becomes insolvent;
- the Company is or becomes unable, for any reason, to issue the New Shares;
- where the Sub-underwriter of the Offer fails to carry out their obligations under the Sub-underwriting Agreement by subscribing for the Subscribed Underwritten Offer Parcels (as defined in the Sub-underwriting Agreement) and providing valid applications and payment in immediately available funds in accordance with the terms of the Sub-underwriting Agreement;
- the disclosures in the due diligence report or other information supplied by the Company to the Underwriter becomes or is untrue or misleading or deceptive;
- any material adverse change affecting the business of the Company;
- the termination or breach of any material contract of the Company that is referred to in the Prospectus;
- any change in law that will materially reduce the level or likely level of applications for the New Shares under the Offer:
- the contravention of the Corporations Act and the Listing Rules by the Company;
- any of the warranties or representations by the Company are or become materially untrue or incorrect:
- the Company has breached a material term of the Underwriting Agreement and the breach is not capable of remedy or is not remedied within 10 business days after being given notice to do so by the Underwriter:
- the Company, without prior written consent of the Underwriter, disposes a substantial part of its business or ceases to carry on business or alters its capital structure or amends the Constitution;
- any adverse change in financial markets
- any outbreak of hostilities including major act of terrorism; and
- a change to the Board of directors or senior management of the Company.

The termination rights set out above are not exhaustive but are considered by the Company as the most significant termination rights by the Underwriter.

7.3 Sub-underwriting Agreement

In addition, the Underwriter has entered into a Sub-underwriter Agreement with Yingjie Wang (an independent third party to the Company) on 4 April 2014 under which Yingjie Wang has agreed to accept a sub-underwriting commitment to subscribe for the shortfall shares (being 167,000 New Shares which are underwritten minus any subscribed New Shares for which valid applications are received and accepted under the Offer) in consideration for a fee of \$20,000.

Under the Sub-underwriting Agreement, the maximum underwriting commitment under the Underwriting Agreement is \$167,000. The Underwriter will notify the Sub-Underwriter of the total Shortfall Shares as is determined under the Underwriting Agreement for which the Sub-Underwriter is to provide valid applications and payment of the shortfall amount in immediately available funds in accordance with the terms of the Offer.

The Sub-Underwriters' obligations in respect of its sub-underwriting commitment will terminate only if the obligations of the Underwriter under the Underwriting Agreement cease or are terminated. If the Underwriter's obligation under the Underwriting Agreement to subscribe for, or procure subscriptions for, the Shortfall Shares is terminated, any obligation of the Sub-Underwriters' to subscribe for the Shortfall Shares under the Sub-underwriting Agreement will automatically terminate and neither party will have any further obligations or liabilities to the other party except in respect of breaches occurring prior to termination.

Further, under the Sub-underwriting Agreement, the sub-underwriter unconditionally and irrevocably undertakes to indemnify and hold harmless the Underwriter (and its related bodies corporate and any

of their its respective directors, officers and employees) on an after tax basis from and against all claims and liabilities that the Underwriter may sustain or incur directly or indirectly in connection with the Offer, the Prospectus or the Sub-underwriting Agreement. The indemnity given by the Sub-underwriting does not extend to any claim or liability incurred or suffered by the indemnified party to the extent (but only to that extent) that the claim or liability is:

- finally determined by a court of competent jurisdiction where all appeals have been exhausted to
 have resulted directly and solely from any the fraud, gross negligence or wilful misconduct of that
 indemnified party, other than the exceptions set out in the Sub-underwriting Agreement;
- any criminal penalties or fines which the Underwriter must pay in respect of any contravention of the Corporations Act by the Underwriter or any indemnified party (subject to exceptions); or
- any amount in respect of which this indemnity would be illegal, void or unenforceable under any applicable law.

The parties to the Sub-underwriting Agreement agree to keep the terms of the agreement confidential other than any information which is reasonably required or appropriate to be included in the prospectus under which the Offer is made or any information which is required to be disclosed by law, to any regulatory authority, court, tribunal or stock exchange or in connection with any judicial or administrative process. The Sub-underwriting Agreement is governed by the laws of New South Wales.

7.4 Share Registry Agreement

The Company has entered into a Share Registry Agreement with Boardroom Pty Limited ("Boardroom") dated 3 April 2014 whereby Boardroom shall provide share registry services on an ongoing basis to the Company. The initial term of the agreement is 3 years from 2 April 2014 and thereafter, the agreement will automatically renew for additional periods of 12 months in duration. All invoices must be paid within 14 days of the date of the invoice.

The fees incurred by the Company for the provision of these services are in accordance with the fees ordinarily charged to all listed companies of the size and nature of the Company. The initial public offering fee covering set up costs amount to \$4,216.50 plus disbursements and ongoing charges will be \$700 per month plus any transaction fees and disbursements.

Under the Share Registry Agreement, either party may terminate the terms, without cause, by providing the other party notice in writing no later than 120 days prior to the expiration of the initial term or any renewal term. The Share Registry Agreement is governed by the laws of New South Wales.

7.5 Online Office Agreement

The Company has entered into a short-form online office agreement with Regus plc dated 14 March 2014 ("Online Office Agreement") for the use of the Company's office premises at office number 3928, level 39, 385 Bourke Street, Melbourne VIC 3000. The duration of the term of the lease is from 1 May 2014 to 31 January 2015, which will be automatically extended for successive periods equal to the current term but no less than 3 months. The total deposit or retainer in respect of the lease is \$3,750, with the first month rental fees of \$2,590 being waived. The deposit or retainer will be held by Regus plc without generating interest as security for performance of the Company's obligations under the Online Office Agreement, and returned to the Company after the Company has requested for the return of the retainer or deposit in writing, settled its account with Regus plc and funds have been cleared. The monthly rental payments are \$1,875 (inclusive of GST). Regus plc will increase the monthly office fee each and every anniversary of the start date of the agreement by a percentage amount equal to the increase in the All Items Retail Prices Index, or such other broadly equivalent index

Under the Online Office Agreement, either party can terminate the agreement at the end date or at the end of any extension or renewal period, by giving at least 3 months written notice to the other. However, if the agreement, extension or renewal is for 3 months or less and either Regus plc or the Company wishes to terminate it, the notice period is 2 months or (if 2 months or shorter) 1 week less than the period stated in the agreement. Regus plc has the right to immediately terminate the agreement by giving notice to the Company if the Company becomes insolvent, is in breach of one of

its obligations which cannot be put right or which Regus plc have given the client notice to put right and which the Company has failed to put right within 14 days of that notice, or if the Company's conduct is incompatible with the ordinarily office use. The Online Office Agreement is governed by the laws of Melbourne, Victoria, being the place where the office is located.

7.6 Arranger Agreement

The Company has entered into an arranger agreement with Pritchard Partners Pty. Limited ("Arranger") dated 9 April 2014 ("Arranger Agreement") in respect of which the licensed Arranger is appointed to arrange or the Shares pursuant to this Prospectus pursuant to section 911A(2)(b) of the Corporations Act.

Under the Arranger Agreement, the Arranger or its authorised representatives may make offers to people to arrange for the issue, variation or disposal of the Shares, pursuant to the Offer, by the Company. The Arranger is not permitted to sub-authorise its authority, that is, make another person its agent or delegate its authority, except where the Company has given its written consent and the Arranger gives a specific individual or class of individual written notice authorising that individual or class of individual to provide either all or some of the authority on behalf of the Company.

The licensed intermediary fees payable to the Arranger under the Arranger Agreement is a one off payment of \$5,000 (exclusive of GST), which is payable within 7 days from the date of execution of the Arranger Agreement.

The term of the Agreement is for a period of three months from the date of the Arranger Agreement or such other period as the parties agree from time to time, unless the following termination events occur:

- either party becomes insolvent, in which case the termination of the appointment of the Arranger takes effect immediately;
- if the Arranger decides to not continue to hold or maintain its AFSL, in which case termination of the appointment takes effect 7 business days after the Arranger gives notice to the Company in accordance with the Arranger Agreement;
- where a party has breached a material term of the Arranger Agreement, and the other party gives written notice of termination of the appointment which takes effect immediately; or
- where the offer period for the Offer to which the Arranger Agreement relates has closed.

The Arranger must notify the Company in writing within 24 hours of deciding not to continue to hold or maintain its AFSL. The Arranger Agreement is governed by the laws of New South Wales.

7.7 Nominated Adviser Agreement

The Company has entered into a nominated adviser agreement with Pritchard & Partners Pty Limited dated 31 March 2014 ("Nominated Adviser Agreement") to appoint Pritchards as the Company's nominated adviser as required under the NSX Listing Rules.

Under the Nominated Adviser Agreement, Pritchards will advise the Company and its directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company's compliance with the Listing Rules after listing. Pritchards is entitled to charge a fee of \$12,000 per annum plus GST, which will be charged quarterly in advance. Any out-of-pocket expenses incurred as part of the assignment will be invoiced on a monthly basis.

Under the Nominated Adviser Agreement, the Company indemnifies Pritchards, its officers agents and advisers against all liabilities and loss arising from or incurred as a result of Pritchards' role as nominated adviser to the Company, except to the extent that such liability and loss was the result of Pritchards' gross negligence or wilful misconduct. The parties agree that any liability owed to the Company by Pritchards, its directors, associates and employees or contractors, in any way arising from or connected with the engagement, including liability for negligence, will be limited to a maximum of \$500,000, where the fee for the engagement is up to \$50,000, or ten times the fee (subject to a \$5 million ceiling), for fees in excess of \$50,000.

Either Invest Nexus or Pritchards may terminate the Nominated Adviser Agreement at any time, and such termination will take effect upon 30 days notice to the other party of written notice to that effect.

The Nominated Adviser Agreement is governed by the laws of New South Wales.

7.8 Investor Referral Arrangement Agreement

The Existing Shareholder and the Agent are parties to an Investor Referral Arrangement Agreement dated 29 April 2014 in respect of which the Agent agreed to provide investor referral services to the Existing Shareholder for the benefit of the Company ("Investor Referral Arrangement Agreement").

Under the Investor Referral Arrangement Agreement:

- the Existing Shareholder appoints the Agent to carry out investor referral services for the benefit
 of the Company and the Agent agrees to refer wholesale investors to the Company to invest in
 bonds to be issued by the Company;
- in consideration for the services provided by the Agent, the Existing Shareholder agree to pay the Agent a fee equal to 0.2% of the amount invested by each investor;
- the Agent represents and warrants to the Existing Shareholder that the following individual Chinese investors ("Committed Investors") are committed to investing at least \$3.5 million to \$5 million each in bonds that will be issued by the Company following listing on an Australian stock exchange:
 - 1. Shuqiang Wang of Jilin Province, China;
 - 2. Meng Zhang of Guangdong Province, China;
 - 3. Tao Wang of Henan Province, China;
 - 4. Yingfeng Wang of Chongging City, China;
 - 5. Junli Zhao of Shandong Province, China; and
 - 6. Xinfeng Wang of Beijing City, China;
- in addition, the Agent represents and warrants to the Existing Shareholder that there are other wholesale investors who have indicated their interest in investing in bonds to be issued by the Company from time to time after the Company's listing on the relevant Australian stock exchange;
- either party may terminate the Investor Referral Arrangement Agreement by giving at least 10 business days' notice in writing to the other party. The Existing Shareholder may terminate the Investor Referral Arrangement Agreement immediately if the Agent fails to comply with its obligations under the Investor Referral Arrangement Agreement or if any representation or warranty given by the Agent is or becomes materially untrue or incorrect.

Termination of the Investor Referral Arrangement Agreement does not prejudice the rights, obligations or liabilities of any party which have accrued or arisen (but have not been satisfied) before termination. The Investor Referral Arrangement Agreement is governed by the law of New South Wales.

The Existing Shareholder has confirmed to the Company in writing that it has appointed the Agent to carry out the investor referral services for the benefit of the Company and that the Agent has confirmed that the Relevant Investors have committed in-principle to investing at least \$3.5 million to \$5 million each in the bonds that will be issued by the Company following listing on an Australian stock exchange.

Related party agreements

Related party transactions (that is, transactions between a public company and a director, an entity controlled by a director, or a parent company of the public company) are regulated in Australia under the Corporations Act by a requirement for disinterested shareholder approval, unless the transaction is on "arm's length terms", represents no more than reasonable remuneration, or complies with other limited exemptions.

The Company does not currently have any related party arrangements in place.

8. DETAILS OF THE OFFER

8.1 The Offer

By this Prospectus Invest Nexus offers for subscription of up to 167,000 Shares at an Offer Price of \$1.00 each to raise up to \$167,000 before costs of the Offer.

Pritchard & Partners Pty Limited is appointed as the licensed intermediary or Arranger of the Company pursuant to the Corporations Act in respect of the New Shares under the Offer.

The Offer is fully underwritten. Shares will be issued as fully paid Shares and when issued will rank equally with the existing Shares on issue.

The allocation of Shares between the Applicants are determined by Invest Nexus and the Lead Manager and Broker at its absolute discretion.

The Directors of the Company have determined that the Offer Price is \$1.00 given that the Existing Shareholder paid \$500,000 for the existing 500,000 Shares on issue in the Company.

Listing in Australia and on the NSX

The Company is seeking to list in Australia (as opposed to other foreign jurisdictions) because the Directors' expect that the relevant investors of the Company would want to invest in Australia given the view that Australia is a well-regulated and transparent jurisdiction for investments. The Company has the connectivity with Australia given that it is incorporated in Australia with Directors who have a wealth of experience in investing in relevant Australian assets.

Specifically, the Company is seeking to list on the NSX (as opposed to other Australian exchanges) given that it is currently a relatively small sized company that would be able to meet the admission criteria of such exchange. The Directors consider that listing on the NSX would enable the Company to gain higher public profile and wider investor base, as noted below under the heading "Purpose of the Offer and use of funds".

How to apply for Shares under the Offer

Applications for New Shares may only be made on an Application Form attached to or accompanying this Prospectus. Application Forms must be completed in accordance with the instructions set out on the reverse of the Application Form.

By making an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an application form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

Applicants contact their financial advisers about the Application Amount. Invest Nexus reserve the right to aggregate any Applications which they believe may be multiple Applications from the same person.

Applicants are therefore encouraged to submit their Applications as early as possible.

Payment Methods

Applicants under the Offer must pay their Application Monies in accordance with instructions set out on the reverse of the Application Form.

Application Monies

Invest Nexus and the Lead Manager and Broker reserve their right to decline any Application and all Applications in whole or in part, without giving any reason.

Applicants under the Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any monies refunded.

Allocation policy under the Offer

The allocation of Shares will be determined by Invest Nexus in conjunction with the Lead Manager and Broker, who has the absolute discretion regarding the basis of allocation of Shares among the Applicants.

The allocation policy was influenced by the following factors:

- number of Shares applied by particular Applicants;
- the timeliness of the application by particular Applicants;
- Invest Nexus' desire for an informed and active trading market following Listing;
- Invest Nexus' desire to establish a wide spread of institutional Shareholders;
- the size and type of funds under management of particular Applicants;
- the likelihood that particular Applicants will be long-term Shareholders; and
- any other factors that Invest Nexus considered appropriate.

Purpose of the Offer and use of funds

The purpose of the Offer is to:

- provide Invest Nexus with working capital and access to equity capital markets;
- strengthen the Company's ability to attract and retain high quality personnel;
- raise its profile with investors;
- diversify the Company's shareholder base.

The Offer is to raise up to \$167,000, which equates to a raising of at least \$39,875 net of Offer expenses. The allocation of the funds raised under the Offer is summarised in the table below.

Use of funds	(Based on amount of \$167,000 raised)	Percentage of total funds used
Costs of the Offer(1)	\$127,125	76.12%
Officers' remuneration and working capital	\$39,875	23.88%
Total	\$167,000	100%

(1) Refer to Section 4.3 for the detailed costs of the Offer.

The Company will issue corporate bonds as required after the Offer to fund the other expenses of the Company, including the directors' fees and other ongoing expenses such as rent. Details of the Company's proposed bond issue following the Offer are set out in Section 3.

In addition, as set out in Section 3.5, the Directors anticipate that the funds raised from the issue of corporate bonds to the Committed Investors will be used to fund working capital and to operate its proposed business activities, fund its expenses following the Offer (including staff expenses and Offer expenses) and make the proposed business investments.

Capital structure - Existing Shareholder and substantial shareholders

The details of the ownership of Shares prior to the issue of Shares and after completion of the Offer and the substantial shareholders are set out below.

Existing Shareholder*	Sharehold	ing pre Offer	Shareholding if \$167,000 is raised under the Offer					
	No.	%	No.	%				
Victoria And Emily (Pty) Ltd	500,000	100	500,000	75				

^{*}The Existing Shareholder set out in the table above, being a company incorporated in the Republic of Seychelles, is the shareholder holding 5% or more of the Shares of the Company on completion of the Offer and assuming that it does not subscribe and receive additional Shares pursuant to the Offer.

Currently, there is only one director in the Existing Shareholder, being a third party Chinese national who is unrelated to the Company. Currently, Xueniu Zhang, a Chinese citizen and an independent third party to the Company, is the sole member in the Existing Shareholder.

Control implications of the Offer

Immediately after the Offer, the Existing Shareholder will beneficially own approximately 75% of the Company's issued capital. As a result, these Existing Shareholder, would be able to exert a significant degree of influence over the Company's management affairs and over matters requiring Shareholder approval.

In addition, should a portion of the New Shares under the Offer not being subscribed, there is a possibility that Yingjie Wang, the sub-underwriter under the Sub-underwriting Agreement and an independent third party to the Company, will take up the shortfall. This would result in the sub-underwriter holding up to 25% of the Company's issued capital. Details of the Sub-underwriting Agreement are set out in Section 7.

The Existing Shareholder has indicated to the Company that it has no intentions to subscribe for New Shares under the Offer. Details of the Sub-underwriting Agreement are set out in Section 7.

Effect of the fundraising on the future of Invest Nexus

The Directors believe that on completion of the Offer, Invest Nexus will have sufficient funds available from the cash proceeds of the Offer and its existing cash resources to fulfil the purposes of the Offer and meet its stated business objectives as set out in Section 3.

8.2 Restrictions on distribution

This Prospectus and the Offer do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia.

The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

In particular, the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any State of the United States and may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable U.S. state securities laws is available.

The Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

United States residents

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

PRC residents

This Prospectus may not be circulated or distributed in the PRC and the New Shares offered by this Prospectus may not have been offered or sold, and will not be offered or sold to any person for reoffering or resale, directly or indirectly, to any resident of the PRC except pursuant to applicable laws and regulations of the PRC.

The contents of this Prospectus have not been reviewed by any PRC regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

For the purposes of the paragraphs above, the PRC does not include Taiwan and the special administrative regions of Hong Kong and Macau.

Hong Kong residents

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Offer Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Offer Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Offer Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Offer Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

8.3 Discretion regarding the Offer

Invest Nexus may withdraw the Offer at any time before the issue of Shares to Successful Applicants in the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

Invest Nexus also reserve the right to extend or shorten the Offer or any part of it, accept late Applications or reject any Application, or allocate to any Applicant fewer Shares than applied or bid for.

8.4 Application to NSX for listing and quotation of Shares

Application will be made to NSX within 7 days after the date of this Prospectus for the Company to be listed on the NSX and for quotation of the Shares issued pursuant to this Prospectus.

The Directors do not intend to allot any Shares or options unless and until NSX grants permission for the Shares to be listed for quotation unconditionally or on terms acceptable to the Directors. If permission is not granted for the Shares to be listed for quotation within three months after the date of this Prospectus or such longer period as is permitted by the Corporations Act with the consent of ASIC, all Application Moneys received pursuant to the Prospectus will be refunded without interest to Applicants in full within the time prescribed by the Corporations Act.

The Company will apply to NSX to participate in CHESS. The Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of Shares. Investors who do not apply to have their shares CHESS sponsored will be issued shares on the issuer-sponsored sub-register.

Consequently, the Company will not issue certificates to investors. Instead investors under CHESS will receive CHESS statements, which are similar to bank account statements, setting out holdings of Shares. Under the issuer-sponsored sub-register system, the share registry will provide the issuer sponsored holders with a statement of holding, which will set out the number of shares allotted to the successful Applicants under the Prospectus.

A holding statement of transaction confirmation (whether issued by CHESS or the Company) will also provide details of a successful Applicant's holder identification number (HIN) in the case of a holding on the CHESS sub-register or security holder reference number in the case of a holding in the issuer-sponsored sub-register. Following distribution of these initial statements to all Shareholders, a holding statement will be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of Shares changes.

8.5 Constitution and the rights attaching to the Shares in the Company

Immediately after issue and allotment, the Shares will be fully paid Shares. There will be no liability on the part of Shareholders for any calls and the Shares will rank equally with Shares currently on issue.

Detailed provisions relating to the rights attaching to the Shares are set out in the Company's Constitution and the Corporations Act.

The key provisions relating to the rights attaching to Shares under the Constitution and the Corporations Act are summarised below.

Each Share will confer on its holder:

- (a) the right to vote at a general meeting of shareholders (whether present in person or by any representative, proxy or attorney) on a show of hands (one vote per shareholder) and on a poll (one vote per Share on which there is no money due and payable) subject to the rights and restrictions on voting which may attach to or be imposed on Shares (if any);
- (b) the right to receive dividends, according to the amount paid up on the Share; and
- (c) the right to receive, in kind, the whole or any part of the Company's property in a winding up, subject to the rights of a liquidator of the Company (with consent of members by special resolution).

Subject to the Corporations Act, the Constitution and the Listing Rules, Shares are fully transferable.

The rights attaching to Shares may be varied with the approval of Shareholders in a general meeting by a special resolution.

Upon paying the Application Monies, Shareholders will have no further liability (other in respect of partly-paid Shares (if any)) to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the Corporations Act.

9. ADDITIONAL INFORMATION

9.1 Incorporation

The Company was incorporated on 14 March 2104.

9.2 Balance Date

The accounts for the Company will be made up to 30 June annually.

9.3 Matters Relevant to the Directors

The number of Shares held by or on behalf of each Director and their Associates, at the date of the Prospectus are as follows:

Director	Shares in the Company	Percentage of issued Shares in the Company
Jun Ling	0	0
Guofei Chen	0	0
David Paul Batten	0	0

No Director or an Associate of a Director holds any interest in any Share, option or other security in the Company.

Under the Company's Constitution, the remuneration payable to Directors must comply with the Listing Rules. Subject to the Listing Rules, the Directors will be paid remuneration for services rendered as Directors (but excluding any remuneration payable to any Director under any executive service contract with the Company or a related body corporate) as the Company in general meeting may from time to time determine, which may be divided among the Directors in any proportions and in any manner as they may from time to time determine.

9.4 Remuneration of Directors

The table below sets out the remuneration payable to the officeholders of the Company for the year ending 30 June 2014.

Name	Role	Details of the officer's service agreements
Jun Ling	Executive Director, Chief Executive Officer, Chief Financial Officer and Company Secretary	Mr Ling's roles are governed by a contract between the Company and Mr Ling. The agreement stipulates the following terms and conditions: (a) Rate: \$30,000 per annum plus superannuation is payable to Mr Ling and subject to annual review by the Board and the Remuneration and Management Succession Planning Committee. (b) Short term incentives: Mr Ling may receive a short term incentive of a fee amount annually, subject to the Board's approval and review. The first annual review must occur no later than one month after the release by the Company of its audited accounts for the financial year ending 30 June 2014 with each subsequent annual review occurring no later than one month after the release by the Company of each

Name	Role	Details of the officer's service agreements
		subsequent financial year's audited accounts. Subject to the Board's approval, the annual short term incentive payment shall not exceed \$5,000 for the financial year ending 30 June 2014 and an amount equivalent to 30% of the base salary rate for each subsequent financial year following the financial year ending 30 June 2014.
		(c) Shares or options: Nil.
		(d) Term and termination: Mr Ling's contract commenced from 14 March 2014 and his employment continues on until he or the Company gives the other party written notice of his termination or as otherwise terminated without prior notice if there is serious misconduct or illness which renders him unable to fulfil the duties.
Guofei Chen	Non-Executive Director, Chairman and Company	Mr Chen's roles are governed by a contract between the Company and Mr Chen. The agreement stipulates the following terms and conditions:
	Secretary	 (a) Rate: \$25,000 per annum inclusive of superannuation less tax, payable monthly, subject to annual review by the Board and the Remuneration and Management Succession Planning Committee. (b) Other: The Company will reimburse Mr Chen for all reasonable expenses properly incurred by Mr Chen in the execution of your duties, including reasonable travel, accommodation and entertainment expenses, subject to the Company's policies and substantiation of expenses. (c) Term and termination: Mr Chen's contract commenced from 14 March 2014 and his employment continues on until he or the Company gives the other party written notice of his termination or as otherwise terminated without prior notice if he is removed by the shareholders of the Company, has been declared bankrupt or is disqualified from managing corporations.
David Paul Batten	Non-Executive and Independent Director	Mr Batten's role as the Non-Executive and Independent Director is governed by a contract between the Company and Mr Batten. The agreement stipulates the following terms and conditions: (a) Rate: \$25,000 per annum inclusive of superannuation less tax, payable monthly, subject to annual review by the Board and the Remuneration and Management Succession Planning Committee. (b) Other: The Company will reimburse Mr Batten for all
		reasonable expenses properly incurred by Mr Batten in the execution of your duties, including reasonable travel, accommodation and entertainment expenses, subject to the Company's policies and substantiation of expenses. (c) Term and termination: Mr Batten's contract commenced from 14 March 2014 and his employment continues on until he or the Company gives the other party written notice of his termination or as otherwise terminated without prior notice if he is removed by the

Name	Role	Details of the officer's service agreements
		shareholders of the Company, has been declared
		bankrupt or is disqualified from managing corporations.

9.5 Director Related Transactions

As at the date of this Prospectus, the Company has not entered into any related party transactions with any of the Directors.

Except as set out in this Prospectus (including in Sections 9.9 and 9.10), there are no interests that exist at the date of this Prospectus and there were no interests that existed within 2 years before the date of this Prospectus that are or were, interests of a Director or a proposed Director in the promotion of the Company or in any property proposed to be acquired by the Company in connection with its formation or promotion. Further, except as set out in this Prospectus, there have been no amounts paid or agreed to be paid to a Director in cash or Securities or otherwise by any persons either to induce him to become or qualify him as a Director or otherwise for services rendered by him in connection with the promotion or formation of the Company.

9.6 Restricted securities under the NSX Listing Rules

As a condition of admitting the Company to the Official List, certain Shares held prior to the date of this Prospectus may be classified by NSX as restricted securities. The effect of this is that the restricted securities cannot be dealt with for a period specified by the NSX in the agreements which these shareholders will have to enter into. Details of such restricted securities (if any or required by NSX) will be released to the market prior to commencement of trading of the Shares. Currently, there are no escrow agreements or restricted security agreements in place.

9.7 Legal Proceedings

The Company is not and has not been, during the 12 months preceding the date of this Prospectus, involved in any legal or arbitration proceedings which have had a significant effect on the financial position on the Company. As far as the Directors are aware, no such proceedings are threatened against the Company.

9.8 Consents and Responsibility Statements

Baker & McKenzie has given and, before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to be named as solicitors to the Offer in the form and context in which it is so named.

While Baker & McKenzie has provided advice to the Directors in relation to the issue of the Prospectus and the conduct of due diligence enquiries by the Company and the Directors, Baker & McKenzie has not authorised or caused the issue of the Prospectus and does not make any offer of New Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus, except as stated above.

Walker Wayland NSW Chartered Accountants has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as auditor of the Company in the form and context in which it is named.

Walker Wayland NSW Chartered Accountants has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Walker Wayland NSW Chartered Accountants has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Rees Pritchard Pty. Limited has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the

Prospectus as accountants and taxation advisers for the Company in the form and context in which it so named.

Rees Pritchard Pty. Limited has not been involved in the preparation of any part of this Prospectus except in relation to the financial and accounting matters set out in Section 4 and the Investment Overview section of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Rees Pritchard Pty. Limited has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents, except as stated above.

Pritchards has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as sponsoring broker, Nominated Adviser, Manager, Dealer and Arranger to the Offer of the Company in the form and context in which it so named.

Pritchards has not been involved in the preparation of any part of this Prospectus except being part of the due diligence activities in respect of the Company as part of the Offer and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Pritchards has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents, excepted as stated above.

Boardroom Pty Limited has given and, before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the prospectus as Share Registry for the Company in the form and context in which it so named.

Boardroom Pty Limited has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Boardroom Pty Limited has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Henley Underwriting & Investment Company Pty Ltd has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as the underwriter for the Company in the form and context in which it so named.

Henley Underwriting & Investment Company Pty Ltd has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Henley Underwriting & Investment Company Pty Ltd has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Yingjie Wang has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn his written consent to being named in the Prospectus as the sub-underwriter in the form and context in which he so named.

Yingjie Wang has not been involved in the preparation of any part of this Prospectus except being part of the due diligence activities in respect of the Company as part of the Offer and in relation to matters relating to himself and the Sub-underwriting Agreement and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Yingjie Wang has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents, except as stated above.

Xueniu Zhang has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn her written consent to being named in the Prospectus as the sole member in the Existing Shareholder in the form and context in which she so named.

Xueniu Zhang has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Xueniu Zhang has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents, except as stated above.

Victoria And Emily (Pty) Ltd has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as the Existing Shareholder of the Company in the form and context in which it so named.

Victoria And Emily (Pty) Ltd has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Victoria And Emily (Pty) Ltd has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Regus plc has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as lessor in respect of the Online Office Agreement in the form and context in which it so named.

Regus plc has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Regus plc has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Hong Kong Jinnuo Co., Limited has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as the Agent in the form and context in which it so named.

Hong Kong Jinnuo Co., Limited has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Hong Kong Jinnuo Co., Limited has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

Each of Shuqing Wang, Meng Zhang, Tao Wang, Yingfeng Wang, Junli Zhao and Xinfeng Wang has given, and before lodgement of the paper Prospectus with ASIC and the issue of the electronic Prospectus, has not withdrawn its written consent to being named in the Prospectus as a Committed Investor in the form and context in which they are so named.

Each of Shuqing Wang, Meng Zhang, Tao Wang, Yingfeng Wang, Junli Zhao and Xinfeng Wang has not been involved in the preparation of any part of this Prospectus and specifically disclaims liability to any person in the event of omission from, or a false or misleading statement included in the Prospectus. Each of Shuqing Wang, Meng Zhang, Tao Wang, Yingfeng Wang, Junli Zhao and Xinfeng Wang has not authorised or caused the issue of this Prospectus and takes no responsibility for its contents.

9.9 Interests of advisers

Other than as set out below, no expert nor any firm in which such expert is a partner or officer of the Company has any interest in the promotion of or any property proposed to be acquired by the Company.

Baker & McKenzie has acted as solicitors to the Offer and have performed work in relation to negotiating certain of the material contracts, preparing the due diligence program and performing due diligence enquiries on legal matters. In respect of this Prospectus, the Company estimates that it will pay amounts totalling approximately \$40,000 (excluding disbursements) to Baker & McKenzie. Further amounts may be paid to Baker & McKenzie in accordance with time-based charges.

Rees Pritchard Pty Limited has acted as accountants to the Offer and have performed work in relation to financial matters in the Prospectus. In respect of this Prospectus, the Company estimates that it will pay amounts totalling approximately \$10,000 (excluding disbursements) to Rees Pritchard Pty Limited.

Pritchard & Partners Pty. Limited has acted as the broker, manager, nominated advisers and Arranger to the Offer and have performed work in relation to the brokerage, licensed intermediary or Arranger matters in the Prospectus. In respect of this Prospectus, the Company estimates that it will pay a fee of \$15,000 (excluding disbursements) to Pritchard & Partners Pty. Limited.

Boardroom Pty Limited has acted as the share registry of the Company and the Company estimates that it will pay amounts totalling approximately \$4,216.50 (excluding disbursements) plus ongoing charges to Boardroom Pty Limited.

Henley Underwriting & Investment Company Pty Ltd acted as the underwriter in respect of the Offer for the Company and the Company estimates that it will pay an amount equal to \$40,000 (excluding disbursements) to Henley Underwriting & Investment Company Pty Ltd.

9.10 Continuous Disclosure

The Company will be subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office.

If Shareholders wish to obtain:

- (a) the Company's annual financial report lodged with ASIC;
- (b) any half-yearly report lodged with ASIC after the lodgement of the annual report; or
- (c) any continuous disclosure notice given by the Company after the lodgement of the annual report,

please contact the Company Secretary on + 61 3 8459 2137.

9.11 Taxation implications

Set out below is a general overview of the Australian taxation implications for investors who acquire the New Shares on capital account. This report is based on legislation applicable at the time of its preparation. Given the complexity of taxation laws, it does not cover all possible implications for particular investors.

As the tax position of each investor may vary depending on their individual circumstances, this report should not be considered advice specific to any particular investor. Before lodging an application, each investor should seek independent professional advice with respect to the tax consequences applicable to their individual circumstances.

Taxation of Dividends

The treatment of the dividends which are paid to investors will vary depending on the particular tax profile of the investor, including whether or not the investor is an Australian resident or foreign resident. The taxation treatment will also vary depending on the extent to which any dividends carry a franking credit.

Dividends Received By Australian Resident Shareholders

For Australian resident individuals, dividends on the New Shares should be included in the assessable income of the shareholder in the tax year in which they are paid (or deemed to be paid) to the shareholder.

If the dividend carries a franking credit (for imputed Australian corporate tax paid by Invest Nexus) then the dividend paid (or deemed to be paid) plus the franking credit should be included in the shareholder's assessable income. The shareholder should be entitled to a tax offset in respect of the franking credit by the shareholder if the shareholder is a 'qualifying person'. A qualifying person is a shareholder who satisfies the 'holding period rule' (requiring, very broadly, that they hold the shares on which the dividend is 'at risk' for at least 45 days) and the related payments rule.

Individuals and complying superannuation funds should be entitled to a refund of any part of the franking credits that exceed their tax payable.

It is possible for Australian resident companies to convert excess franking credits into tax losses that can potentially be deductible against the company's assessable income in future years.

Unfranked dividends received by Australian resident shareholders should be taxable at the shareholder's marginal tax rate. For individuals, this tax rate may be up to 46.5% (inclusive of the Medicare levy of 1.5%). For companies and complying superannuation funds, rates of tax are generally 30% and 15% respectively.

Dividends Received By Non-Resident Shareholders

Dividend withholding tax is not imposed on fully franked dividends paid to Non-Resident Shareholders.

It may be necessary for Invest Nexus to withhold tax from unfranked dividends paid to foreign shareholders and remit the tax to the Australian Taxation Office. Specifically where unfranked dividends are paid to non-resident shareholders, and the unfranked dividend is not 'conduit foreign income', dividend withholding taxes must be deducted from the gross dividends paid. If the shareholder is a resident of a country that does not have a Double Tax Agreement ('DTA') with Australia, then the domestic 30% dividend withholding tax rate should be applied to dividends paid to the Non-Resident Shareholder. If the shareholder is a resident of a country that does have a DTA with Australia (and the shareholder qualifies for the benefit of the DTA), then the applicable dividend withholding tax rate may be reduced. DTA dividend withholding tax rates generally range from 0% to 15%.

Disposal of Shares

As noted above, the following overview of Australian tax implications associated with disposal of New Shares is confined to investors who hold their shares on capital account. Australian income tax laws impose tax on capital gains ("CGT").

Persons who acquire New Shares on revenue account or for a share trading purpose should seek independent professional advice as the issues are complex and the tax implications depend heavily on individual circumstances.

Disposal of Shares by Australian Resident Shareholders

A CGT event would happen to a shareholder who disposes of some or all of the New Shares and may be required to include any capital gain arising on disposal in their assessable income, or if another CGT event occurs in respect of the New Shares.

Broadly, the calculation of any capital gain arising requires the cost base of shares to be subtracted from the consideration (money and/or property) received from their disposal (referred to as the 'capital proceeds'). If the calculation results in a negative number then a capital loss may arise.

The market value of shares at the time of their disposal may be substituted as the capital proceeds if the consideration for the disposal is for nil or the disposal is not undertaken on an arm's length dealing basis. In the case of New Shares acquired pursuant to the Prospectus, the cost base for CGT purposes will generally be the amount paid for the New Shares (\$1.00 per New Share), plus incidental transaction costs (such as brokerage fees) incurred in acquiring (or selling) the shares.

If the shareholder has also made capital losses in the income year, or has accumulated capital losses that are deductible, then those losses may be offset against the capital gain derived from the disposal of the shares. A capital loss cannot be offset against ordinary taxable income but may be carried forward and offset against future capital gains. However, utilisation of carried forward capital losses is subject to various loss integrity tests. Consideration of these loss provisions is beyond the scope of this report.

For those investors that are companies, a net capital gain made on the disposal of New Shares (after any capital losses are offset) must be included in the company's taxable income and subject to tax at the prevailing general corporate tax rate (30%). Where shares are held by a trust (and the trust is not taxed as a company for Australian tax purposes) then a CGT discount of 50% is generally available. When the capital gain is distributed to the beneficiary by the trustee of the trust, the capital gain needs to be grossed up and the relevant beneficiary(s) will need to determine for themselves whether or not they are able to access the CGT discount provisions.

Investors who are either individuals or complying superannuation funds (or another similar form of qualifying entity), and dispose of New Shares held for at least 12 months, may be entitled to a CGT discount of 50% and 33 1/3% respectively. Companies are not entitled to any discount and special rules apply for trusts.

The net capital gain remaining after applying permitted losses and discounts is added to the investor's other assessable income and the total amount is then subject to tax at the investor's marginal tax rate.

Disposal of Shares by Non-Resident Shareholders

The Australian CGT regime has only limited application to non-residents. Specifically, Non-Resident Shareholders are only subject to CGT on the disposal of 'taxable Australian property'. For tax purposes, New Shares should only be considered taxable Australian property where the following conditions are satisfied:

- the investor owns a membership interest (such as a share) of 10% or more in Invest Nexus; and
- more than 50% of the value of Invest Nexus relates to assets that are 'taxable Australian real
 property' (such as land and buildings or interests in land and buildings). For example, leasehold
 rights over land situated in Australia are considered to be taxable Australian real property.

Tax File Number Quotation

It is not compulsory for Australian resident shareholders to provide Invest Nexus with details of their Tax File Number ("TFN") or Australian Business Number ("ABN"). However, a failure to quote a TFN or ABN to Invest Nexus will result in Invest Nexus being required to withhold and remit tax of 46.5% from unfranked dividends paid to the relevant shareholder.

GST & Transfer Duty

No GST is applicable to the issue or transfer of the New Shares given that, under current law, shares in a company are a financial supply for GST purposes.

Transfer duty will not be payable on New Shares issued pursuant to the Prospectus.

Investors should obtain their own advice

The summary set out above is based on Australian tax law current at the date of drafting. It is a summary only and does not take into account any individual's, or other entity's, particular circumstances. The particular circumstances of each investor may affect the implications of the investment of that investor.

It is the responsibility of each Applicant to be satisfied as to the particular taxation treatment that applies to each investment. Persons who are considering making an investment in Invest Nexus should seek independent professional advice with respect to the tax consequences applicable to their individual circumstances before investing.

9.12 Anti Money Laundering/Counter Terrorist Financing (AML/CTF) requirements

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) regulates financial services and transactions for the purpose of detecting and preventing money laundering and terrorism financing.

Under the AML/CTF requirements, we must verify your identity before providing services to you, reidentify you if we consider it necessary to do so and keep appropriate records for 7 years.

As a result of our compliance with the AML/CTF requirements:

transactions may be delayed, blocked, frozen or refused if we have reasonable grounds to believe
that the transaction breaches Australian law or sanctions, or the law or sanctions of any other
country;

- in such cases we will not be liable for any loss you suffer (including consequential loss) as a result of our compliance with the AML/CTF requirements; and
- we may, from time to time, require additional information from you to enable us to comply with the AML/CTF requirements.

In certain circumstances, we must report information to regulatory and/or law enforcement agencies (including the Australian Transaction Reports and Analysis Centre, AUSTRAC) and, if we do so, the AML/CTF requirements prevent us from informing you that we have done so. We may also disclose information about you to our related bodies corporate, if required by law.

9.13 Privacy

By filling out the Application Form to apply for New Shares you are providing personal information to Invest Nexus through their Share Registry, Boardroom Pty Limited, which is contracted by the Company to manage Applications. The Company and the Share Registry on its behalf, may collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and administer the Company.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application. Your personal information may also be used from time to time to inform you about other products and services offered by the Company, which it considers may be of interest to you. Your personal information may also be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy. The members, agents and service providers of the Company may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law.

The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the Shareholder register;
- the Australian Tax Office and other government bodies as required by law;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by (or on behalf of) the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry as follows:

Within Australia: 1300 737 760

Outside Australia: +61 2 9290 9600

Address:

Boardroom Pty Limited Level 7, 207 Kent Street Sydney NSW 2000

9.14 Statement of Directors

The Directors consent to the lodgement and issue of this Prospectus and have not withdrawn their consent.

Sorohm

Signed for an on behalf of Invest Nexus by:

Guofei Cher

Chairman of the Company

10. GLOSSARY

Terms and abbreviations used in this Prospectus have the following meaning:

\$ the lawful currency of Australia;

ABN Australian Business Number;

AEST Australian Eastern Standard Time;

AFS Licence or AFSL Australian Financial Services licence granted pursuant to section

911A of the Corporations Act;

Agent Hong Kong Jinnuo Co., Limited (company number 1102790) of Room

C, 15/F Hua Chiao Commercial Centre, 678 Nathan Road, Mong Kok,

KL, Hong Kong.

Applicant a person who submits an Application;

Application an application for Shares pursuant to the terms and conditions set out

in this Prospectus;

Application Form an application form in the form attached to this Prospectus;

Application Monies the amount paid by an investor under the terms of this Prospectus

being the relevant issue price multiplied by the number of Shares

applied for;

Arranger The licensed intermediary appointed by the Company to arrange the

Shares for the Company in accordance with section 911A(2)(b) of the

Corporations Act, being Pritchards;

Arranger Agreement The arranger agreement between the Company and Pritchards dated

9 April 2014;

Associate has the meaning given by Division 2 of the Corporations Act;

ASIC Australian Securities & Investments Commission:

Business Day a day, other than a Saturday or Sunday, on which banks are open for

general banking business in Newcastle and Sydney;

CHESS Clearing House Electronic Sub-register System;

Closing Date the date by which valid acceptances must be received by the Share

Registry being 16 June 2014 or such other date as may be notified by

the Company;

Committed Investors the six individual investors described in the Investor Referral

Arrangement Agreement as set out in Section 7.8 of this Prospectus;

Company Invest Nexus Limited ACN 168 564 056;

Companies Ordinance (Cap. 32) of Hong Kong (the "Companies

Ordinance");

Constitution the Constitution of the Company as amended from time to time;

Dealers Australian Financial Services Licensees;

Directors or Board directors comprising the board of directors of the Company;

DTA Double Tax Agreement;

Existing Shareholder Victoria And Emily (Pty) Ltd (company number 141072), a company

incorporated in the Republic of Seychelles, being the sole shareholder

in the Company as at the date of this Prospectus;

GST has the meaning given in section 195-1 of the A New Tax System

(Goods and Services) Tax Act 1999 (Cth);

Investor Referral

the investor referral arrangement agreement dated 29 April 2014 Arrangement Agreement between the Existing Shareholder and the Agent under which the

Agent agreed to provide investor referral services for the benefit of the Company, details of which are set out in the Investment Overview

section and Section 7.8 of this Prospectus;

the issue of Shares in accordance with this Prospectus; Issue

Listing Rules the listing rules of the NSX;

New Share Shares issued under this Prospectus;

Nominated Adviser

Agreement

The nominated adviser agreement between the Company and

Pritchards:

NSX National Stock Exchange of Australia Limited;

Offer the offer of up to 500,000 fully paid, ordinary Shares pursuant to and

in accordance with the terms and conditions set out in this

Prospectus;

Offer Period the period from the Opening Date until the Closing Date;

Offer Price \$1.00 per New Share;

Official List the official list of the NSX;

Online Office Agreement the online office agreement between Regus plc and the Company in

respect of the lease of the Company office premises;

Opening Date the date of issue of this Prospectus;

Original Prospectus the Company's prospectus dated 9 April 2014;

Pritchards Pritchard & Partners Pty Limited ACN 073 393 049 (Australian

Financial Services Licence Number 246712);

Prospectus this document and any supplementary or replacement

prospectus in relation to this document;

Securities has the same meaning as in section 92 of the Corporations Act;

Section a section of this Prospectus;

SFO the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong

Kong:

Share a fully paid ordinary share in the capital of the Company;

Shares Shares offered by the Company under this Prospectus;

Shareholder a holder of Shares in the Company;

Share Registry Boardroom Pty Limited;

Share Registry Agreement the agreement in respect of the provision of share registry services by

the Share Registry to the Company dated 3 April 2014;

Subscribed Underwritten

Offer Parcels

167,000 New Shares minus the number of Shares in the Company for which valid applications are received and accepted under the Offer;

Sub-underwriting

Agreement

The sub-underwriting agreement between the Underwriter and Yingjie

Wang dated 4 April 2014;

Successful Applicant an Applicant who is issued New Shares under the Offer;

TFN Tax File Number;

Henley Underwriting & Investment Company Pty Ltd (ACN 000 034 435; AFS Licence Number 260967); Underwriter

The underwriting and offer management agreement between the Company and the Underwriter dated 4 April 2014; and **Underwriting Agreement**

US Securities Act US Securities Act of 1933.



Registry use only

ACN 168 564 056

Application Form

Offer Closes 5:30 pm (AEST)

16 June 2014

Fill out this Application Form if you wish to apply for New Shares (see Section 8 of the Prospectus) in Invest Nexus Limited.

- Please read the replacement Prospectus dated 13 June 2014.
- Follow the instructions to complete this Application Form (see reverse).
- Print clearly in capital letters using black or blue pen.

A	Number of New Shares you are applying for	x \$1.00 per New Share =	В	Total amount payable	
	um value of \$2,000 worth of New Shares to be appli of New Shares, being at least 100 New Shares.	ed for, being at least 2,000 New	Shar	es, and thereafter in multiples of \$100	

С	Write the name	(s) you	wish	ı to	regis	ster	the	Off	er S	hare	s in	(se	e re	vers	e fo	r ins	struc	ction	ıs)				
	Applicant 1																						
	Name of Applica	ant 2 or	< Ac	coun	t De	sign	ation	ן >															
	Name of Applica	ant 3 or	< Ac	coun	t De	sign	atior	ן >															

D	Write y	our	pos	tal a	ıddr	ess	hei	re														
	Numbe	r / St	reet																			
			,														,		,			
	Suburb	/Tow	n						 	 		 	 	 	1	Sta	ate	1	Po	ostco	de	

Ε	CHESS participant – Holder Identification N	Number (HIN)	sections C & held at CHE	D do not match exa SS, any securities is:	me & address details above in actly with your registration details sued as a result of your suer Sponsored subregister.
F	Enter your Tax File Number(s), ABN, or exe Applicant #1 Applicant #3		ory blicant #2		
G	Cheque payment details – PIN CHEQUE Please enter details of the bank draft or chec payable to "Invest Nexus – Application Acco Name of drawer of cheque	que(s) that acc unt".	ompany this app BSB No.	lication. Make you	r cheque or bank draft Cheque Amount \$
Н	Contact telephone number (daytime/work/	mobile)	Email addre	ss	

By submitting this Application Form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of Invest Nexus Limited (the **Company**). I/We was/were given access to the Prospectus together with the Application Form at the same time. I/We represent, warrant and undertake to the Company that our subscription for the above New Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction.

Important Notice

This replacement Prospectus is dated 13 June 2014 and expires 13 months after the date of the prospectus. No securities will be issued on the basis of this Prospectus after the expiry date.

If you give another person access to this Application Form, the *Corporations Act 2001* (Cth) requires that you must at the same time and by the same means give the other person access to the Prospectus.

The Prospectus contains information about investing in the New Shares. If you would like to receive a copy of the Prospectus and an Application Form, please contact us at <a href="mailto:engline:eng

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. If applying for New Shares insert the *number* of New Shares for which you wish to subscribe at Item A (minimum value of \$2,000 worth of New Shares to be applied for, being at least 2,000 New Shares, and thereafter in multiples of \$100 worth of New Shares, being at least 100 New Shares. Multiply by \$1.00 to calculate the total for New Shares and enter the \$amount at B.
- C. Write your *full name*. Initials are not acceptable for first names.
- D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.

NB: your registration details provided must match your CHESS account exactly.

- F. Enter your Australian tax file number (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete bank draft or cheque details as requested. Make your cheque payable to "Invest Nexus Application Account" and cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- Enter your contact details so we may contact you regarding your Application Form or Application Monies.
- Enter your email address so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct Forms of Registrable Title

Note that ONLY legal entities can hold the New Shares. The Application must be in the name of a Nature person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each Nature person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <j a="" c="" d="" family="" smith=""></j>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <est a="" c="" john="" lte="" smith=""></est>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <smith a="" c="" investment=""></smith>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <j a="" c="" fund="" smith="" super=""></j>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with bank draft or cheque(s) attached to the following address by no later than 5.30pm (AEST) on 16 June 2014. You should allow sufficient time for this to occur.

Mailing address:

Invest Nexus Limited C/- Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

Delivery address:

Invest Nexus Limited C/- Boardroom Pty Limited Level 7, 207 Kent Street Sydney NSW 2000

It is not necessary to sign or otherwise execute the Application Form. If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (http://www.boardroomlimited.com.au/).

CORPORATE DIRECTORY

Directors

Guofei Chen Jun Ling

David Paul Batten

Company Secretaries

Guofei Chen Jun Ling

Principal Business Office and Registered Office

Office number 3928, Level 39, 385 Bourke Street, Melbourne

VIC, 3000

Ph: +61 3 8459 2137

Accountants

Rees Pritchard Pty Limited 10 Murray Street Hamilton NSW 2303 Ph: +61 2 4920 2877

Fax: +61 2 4920 2878

Auditors

Walker Wayland NSW Chartered Accountants

Suite 11.01 Level 11

60 Castlereagh Street SYDNEY NSW 2000

Ph: +61 2 9951 5400 Fax: +61 2 99951 5454

Solicitors

Baker & McKenzie Level 27, AMP Centre 50 Bridge Street Sydney NSW 1223

Ph: +61 2 9225 0200 Fax: +61 2 9225 1595 Manager, Dealer, Arranger and Nominated Adviser

Pritchard & Partners Pty

Limited

(AFS Licence Number 246712)

10 Murray Street Hamilton NSW 2303 Ph: +61 2 4920 2877 Fax: +61 2 4920 2878

Underwriter

Henley Underwriting & Investment Company Pty Ltd (AFS Licence Number 260967)

10 Murray Street Hamilton NSW 230 Ph: +61 2 4920 2877 Fax: +61 2 4920 2878

Share Registry

Boardroom Pty Limited Level 7, 207 Kent Street Sydney NSW 2000

Ph: +61 2 9290 9600 Fax: +61 2 9279 0664