



3 June 2015

Mr Ian Craig
Companies Manager
National Stock Exchange of Australia Limited
Level 13
575 Bourke Street
Melbourne Vic 3000

BY POST AND EMAIL

By Email: ian.craig@nsxa.com.au

Dear Mr Craig

COASSETS LIMITED - NEW NSX LISTING APPLICATION - APPENDIX 1

This is the formal application by CoAssets Limited (**Company**) to list its fully paid ordinary securities on the National Stock Exchange of Australia Limited (**NSX**).

On 3 June 2015, the Company lodged a prospectus with the Australian Securities & Investments Commission (**Prospectus**). A copy of the Prospectus is included at **tab 1**.

1. General

- | | | |
|-----|---|---|
| 1.1 | Applicant: | CoAssets Limited |
| | Date of incorporation: | 18 March 2015 |
| | Place of incorporation: | Western Australia |
| 1.2 | Principal registered office: | Office J, Level 2
1139 Hay Street
West Perth WA 6005 |
| | Address of each office at which a share register is kept: | Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153 |

URL: www.CoAssets.com | Phone: +65 65327008 | Email: Admin@CoAssets.com

CoAssets Ltd | Office J, Level 2, 1139 Hay Street West Perth WA 6005

CoAssets Pte Ltd | 38C North Canal Road, Singapore 059294

CoAssets Sdn Bhd | Level 30, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra,
59200, Kuala Lumpur, Malaysia



- 1.3 The Company formally requests to be admitted to the Official List of the National Stock Exchange of Australia Limited (NSX) and for the quotation of its fully paid ordinary shares on NSX.

Nature of the securities:	Fully paid ordinary shares
Amount of securities:	130,630,011
Class:	Fully paid ordinary shares
Voting right attached to securities:	1 vote per member on a show of hands, 1 vote per share on a poll (clause 17.6 of the Company's Constitution.

- 1.4 Proposed method by which the securities are to be brought to listing: Prospectus Compliance Listing

Details of any proposed distribution of the securities: N/A

- 1.5 Estimated market capitalisation of the securities for which a listing is sought: 13,063,001

- 1.6 Estimate of the net proceeds of any proposed issue and the intended use of the proceeds
- The Company is seeking to raise only a nominal amount of A\$100 at an issue price of A\$0.10 per share under the Prospectus (Offer) and, accordingly, the purpose of this Prospectus is not to raise capital.

The purpose of the Prospectus and Offer is to facilitate secondary trading of Shares previously issued by the Company by complying with

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section 708A(11) of the Corporations Act so that the Shares are able to be offered for sale within 12 months of their issue and to comply with the requirements of admission to the NSX.

- 1.7 The name of any other stock exchange on which any securities of the issuer are already listed and/or traded: N/A

2. Share capital and ownership

The designation or title of each class of share: Fully paid ordinary shares

The number of shares issued: 130,630,011

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

The amount of fully paid up shares: 130,630,011

The shareholdings of the directors and officers of the issuer: Getty Goh Te Win: 45,416,810 shares (34.77%)

Seh Huan Kiat: 35,421,030 (27.12)

So far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings: Getty Goh Te Win: 45,416,810 shares (34.77%)

Seh Huan Kiat: 35,421,030 (27.12)

Expara IDM Ventures II and Expara IDM Ventures III together hold 15,819,970 shares (12.11%).

A list in tabular form of the names of all shareholders of the issuer Please refer to tab 8 of accompanying materials.

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including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.

3. Securities

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

Please refer to section 8.14 of the Prospectus.

4. History and nature of business

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

Please refer to sections 5 and 10 of the Prospectus.

The annual turnover for the period since inception of CoAssets (being July 2013) is set out in section 10 of the Prospectus.

5. Summary of earnings

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

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The Company was incorporated on 18 March 2015 for the sole purpose of acquiring CoAssets Pte Ltd. CoAssets was incorporated on 18 April 2013 and does not have 3 years of trading history.

A copy of CoAssets audited financial statements for the periods ended 31 August 2014 and 31 January 2015 are included at **tab 4**. The Company's consolidated pro forma balance sheet as at 31 January 2015 is included in section 10 of the Prospectus.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter.

The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

Please refer to section 10 of the Prospectus.

7. Employees

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

The total number of persons regularly employed by the Group is 13 including the 2 executive directors and is not subject to seasonal fluctuations.

8. Child entities

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

- (i) the name of the corporation;
- (ii) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (iii) share capital by classes, showing the amount issued and the amount owned by the holding entity.

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Wholly owned subsidiary	Nature of business	Share capital by classes, showing the amount issued and the amount
CoAssets Pte Ltd	CoAssets is a web-based real estate education, research, advertising and targeted leads generation platform and is the operating entity of the Group.	13,063,001 fully paid ordinary shares owned by the Company

9. Dividend record

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

The Company has not declared or paid any dividends since its incorporation.

The Company does not intend to pay dividends on securities for the financial year ending 2015 (the first financial year following incorporation of the Company).

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors. However, where possible, the Directors intend to adopt a policy of declaring the highest possible rates of dividends after taking into account factors such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors.

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10. Properties

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

- (i) Location: 38C North Canal Road, Singapore 059294
- (ii) land area: N/A
- (iii) number of buildings: 1
- (iv) aggregate floor area of buildings: 2200+ sq.ft; and
- (v) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years: S\$39,804 (2013) - S\$37,236 (2014) - S\$41,088 (2015).

11. Litigation

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

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

12. Management

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

Name		Principal function/qualifications		Residential address		
Chen	Chik	Independent	Non-	14	St	Albans

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(Nicholas) Ong	<p>Executive Director and Chairman</p> <ul style="list-style-type: none"> • Bachelor of Commerce • Masters of Business Administration • Member of Governance Institute of Australia 	Promenade, Canning Vale, WA 6155
Goh Te-Win Getty	<p>Chief Executive Officer/Executive Director</p> <ul style="list-style-type: none"> • Bachelors Degree (Hons 2nd Upper) Building, National University of Singapore • Masters Degree Real Estate, National University of Singapore 	121 Tanjong Rhu Road #04-16 Singapore 436914
Seh Huankiat	<p>Chief Technical Officer/Executive Director</p> <ul style="list-style-type: none"> • Bachelors Degree (Hons 1st Class), Imperial College (London, UK) • Doctor of Philosophy (Electronic Materials), Massachusetts 	1 Hillview Way, Singapore 669172

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	Institute of Technology (Cambridge MA, USA)	
Daniel Smith	Non-Executive Director • Governance Institute of Australia certificate	32 Eldridge Grove, Cannington WA 6107

- (ii) the nature of any family relationship between the *persons* mentioned in (1);

None

- (iii) a brief account of the business experience of each of these *persons* during the last five (5) years;

Please refer to section 7 of the Prospectus.

- (iv) indicate any other directorships held by each *director* or proposed *director* in any publicly *listed* or traded companies; and

Please refer to section 7 of the Prospectus.

- (v) state if any *director* or proposed *director* has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or any body corporate of which he was a *director* or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.

No director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or any partnership in which he was a partner or any body corporate of which he was a director or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he is or has been a member or any

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securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- (i) the names and addresses of the *issuer's* sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and

NSX has granted the Company a waiver from listing rule 2.2 to permit it not to have a sponsoring broker.

The Company's principal bankers are United Overseas Bank, 80 Raffles Place, UOB Plaza, Singapore 048624, and May Bank, 101 Upper Cross Street, #01-22 Peoples Park Centre, Singapore 0588357.

For all other details please refer to the Corporate Directory in the Prospectus.

- (ii) the name, address and professional qualifications of the *issuer's* auditors.

Please refer to the Corporate Directory and to section 10 of the Prospectus.

14. Statement of non-compliance

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

With the exception of listing rule 2.2 for which NSX has granted a waiver, the Company will meet each of the requirements of the Listing Rules.

15. Declaration

The Company declares that to the best of its knowledge, information and belief that:

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- (i) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (ii) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (iii) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Chen Chik'.

Chen Chik (Nicholas Ong)
Non-Executive Chairman

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