



ZKP Group Limited

55 Birksgate Drive Urrbrae South Australia 5064

Mr Ian Craig
Companies Manager
National Stock Exchange of Australia Limited
PO Box 283, Newcastle NSW 2300

Dear Mr Craig,

ZKP Group Limited: Application to list on the NSX

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

In compliance with the terms of Appendix 1A of the NSX Listing Rules, our responses to your specific questions are as follows:

1. General

(a) The name of the applicant and the date and place of incorporation:

ZKP Group Limited. The Company was incorporated in Victoria, Australia on 21 January 2016.

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

Not applicable.

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

The registered office is 55 Birksgate Drive Urrbrae South Australia 5064.

Automatic Pty Ltd is the share registry for the Company. The address of the share registry is Suite 310, Level 3 50 Holt Street Surry Hills NSW 2010.

(d) A formal request for the listing of the securities in respect of which application is made, specifying the nature of the securities and the amount, class, the voting rights attached and whether they are to be fully paid:

Class of Share	Ordinary Share
Share currently on issue (fully paid)	2,042,000
Options currently on issue	0
Shares in offer	0
Total shares on issue and to be quoted	2,042,000
Estimated market price per share (to be quoted)	\$1.00
Estimated Market Capitalisation as per the above price	\$2,042,000

Voting Rights	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares whether by the terms of their issue, the Constitution, the Corporations Act or the NSX Listing Rules, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by proxy, lawyer or representative has one vote on a show of hands and on a poll has one vote for each fully paid share held. A person who holds an ordinary share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.</p> <p>Where there are two or more joint holders of the share and more than one of them is present at a meeting and tenders a vote in respect of the share (whether in person or by proxy or lawyer), the Company will count only the vote cast by the member whose name appears before the other in the Company's register of members.</p>
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(e) The proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities:

The Company is proposing a compliance listing. The Company has 60 shareholders. It does not propose to raise any capital to bring the Company to listing. The Company does not propose to raise any capital in the next 3 months.

Summary of shareholding

Category holding	No of shareholders	No of shares	Shareholding
1-1000 shares	0	0	0.00%
1001-5,000 shares	42	85,764	4.20%
5,001-10,000 shares	0	0	0.00%
10,001-100,000 shares	14	387,368	18.97%
100,001 and over	4	1,568,868	76.83%
Total	60	2,042,000	100%

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

Refer to table in 1(d) above.

(g) An estimate of the net proceeds of any proposed issue and the intended use of the proceeds:

The Company is seeking a compliance listing on the NSX. Therefore, no proceeds will be raised from the compliance listing.

(h) The name of any other stock exchange on which any securities of the issuer are already listed and/or traded:

The Company's securities are not listed on any other stock exchange.

2. Share Capital and ownership

2.1 A list in tabular form of:

(a) The designation or title of each class of share

The Company only has one class of share being ordinary shares. Please refer to 1(d) above.

(b) The number of shares issued

2,042,000 ordinary shares are currently on issue.

(c) The Voting rights attached to each share

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

(d) The amount of fully paid up shares

2,042,000

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

Mr Lu Lijian holds 1,127,796 shares in the company.

Mr Lu Jian holds 100,058 shares in the company.

Mr Kao Chien-Chih holds 5,520,000 shares in the Company.

Mr Brendan Connell holds nil shares in the Company.

Mr Andrew Martin name holds nil shares in the Company.

Mr James Church name holds nil shares in the Company.

(f) So far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings.

Shareholders	Class	Number of shares	Shareholding (%)
Mr Lu Lijian	ORD	1,127,796	55.23%
Mr Kao Chien- Chih	ORD	187,864	9.20%
Mr Xu Xuan	ORD	153,150	7.50%

2.2 A list in tabular form of all shareholders of the issuer including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that were held.

See attached spreadsheet.

For additional information, please see the member register attached to this listing application

3. Securities

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

The Company is going to list all the ordinary shares as specified in 1(d) above.

4. Options

There are no options on issue.

5. History and nature of business

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

Please refer to Chapter 2 of the Information Memorandum for a description of the business.

6. Summary of earnings

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

Please refer to Chapter 8 of the Information Memorandum for the Financial information of the Company.

7. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

Please refer to Chapter 8 of the Information Memorandum.

8. Employees

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

ZKP Group Limited employs 2 people both of whom are its executive directors plus approximately 900 people via its wholly owned subsidiaries.

9. Child Entities

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

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

Subsidiary Name	Nature of business	Share capital by classes, amount issued and owned by the holding entity
Hengyang Zhongke Photoelectric Co., Ltd.	Operational Company registered in PRC	This company being a Chinese registered company has equity issued, not shares. It is 100% owned by ZKP Group (HongKong) Limited
ZKP Group (HongKong) Limited	Holding Company registered in Hong Kong	10,000 shares 100% owned by ZKP Group Limited.

10. Dividend Record

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

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

11. Properties

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

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

ZKP and Hengnan County Industrial Park Construction and Development Co., Ltd. (HCI) entered into a lease for a factory and employee housing. Under the lease, HCI will lease ZKP the factory and housing consisting of 2 buildings located in the industrial park of Hengnan County, south of Yunji Avenue, north of Hongxing Road with building area of 9,235 m² (the area of the housing is 3,475 m², the area of the factory is 5,760 m²).

ZKP must pay RMB 7 per m² equating to a monthly rental of RMB 64,645.

12. Litigation

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

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

13. Management

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

Name	Principle function	Address
Lu Lijian	Executive Chair and Managing Director	No 239 Yunji Road, Yunji Industrial Park, Hengnan County, Hengnan City, Hunan Province 421100 China
	See Chapter 5 of the Information Memorandum	
Lu Jian	Executive director	Room 702, Unit 1, Building 1, Xintian Square, Shucheng Street, Shuyang County, Suqian City, Jiangsu Province, China
	See Chapter 5 of the Information Memorandum	
James Church	Company Secretary	40 Mortimer Street, Kurralta Park SA 5037
	See Chapter 5 of the Information Memorandum	
Mr Kao Chien-Chih	Non-Executive Director	Building 5-1, No.413, Fujin Street, 6 Lin, Dongrongli, Taipei, Taiwan
	See Chapter 5 of the Information Memorandum	
Mr Andrew Martin	Non-executive Director	40 Dover Street Malvern South Australia 5061
	See Chapter 5 of the Information Memorandum	
Mr Brendan Connell	Non-executive Director	55 Birksgate Drive Urrbrae South Australia 5064
	See Chapter 5 of the Information Memorandum	

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

Lu Lijian and Lu Jian are brothers.

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

Please refer to Chapter 5 of the Information Memorandum.

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

Please refer to Chapter 5 of the Information Memorandum.

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

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

14. Sponsors, bankers, etc.

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

	Name	Address
Principals banker	ICBC	Level 1, 220 George Street Sydney NSW 2000
Nominated adviser	Connell Lawyers	55 Birksgate Drive Urrbrae South Australia 5064
Share registrar/transfer agent	Automic Registry Services Pty Ltd	Suite 310, Level 3 50 Holt Street Surry Hills NSW 2010
Solicitors	Connell Lawyers	55 Birksgate Drive Urrbrae South Australia 5064

Please refer to the corporate directory of the Information Memorandum.

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

Hall Consulting Group Pty Ltd	Registered company auditors	Suite 4.02, Level 4, 9 Help Street Chatswood NSW 2067
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15. Statement of non-compliance

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

ZKP Group Limited will meet each of the requirements of the NSX Listing Rules.

Yours faithfully



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Brendan Connell

Director

ZKP Group Limited

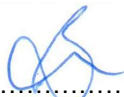
Declaration

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

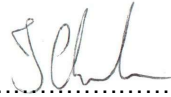
- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities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

EXECUTED by ZKP Group Limited

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



Director
Brendan Connell



Secretary
James Church