

ALLWELLNESS HOLDINGS GROUP LIMITED
ACN 604 613 050

27 April 2017

Mr John Williams
Head of Admissions
The National Stock Exchange of Australia Limited
1 Bligh Street, Sydney NSW 2000

Dear Mr Williams

APPLICATION FOR LISTING
ALLWELLNESS HOLDINGS GROUP LIMITED

1. General

Applicant:

1.1 Applicant: ALLWELLNESS HOLDINGS GROUP LIMITED
ACN 604 613 050

Date of Incorporation: 6 March 2015

Place of Incorporation: Australia

1.2 The Applicant was registered
as a foreign company on: N/A

1.3 *Principal Registered Office:* c/- Central Accounting & Taxation
Advisory, Suite 105 Level 1,
40-50 Clarence St, SYDNEY NSW 2000

1.4 *Address at which Registered holders is kept:*
Boardroom Pty Ltd
Level 12, 225 George Street
SYDNEY NSW 2000

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

Nature of Securities: Shares

Amount of Securities: 25,000,000

Class of Securities: ORDINARY

	Voting Rights attached to the Securities:	1 vote per Share
	<i>Are the securities fully paid:</i>	Yes
1.6	<i>Proposed methods by which the securities are to be brought to listing:</i>	Information Memorandum – Offer document that does not require disclosure under Corporations Act
	<i>Details of any proposed distribution of the securities:</i>	Nil
1.7	<i>Estimated market capitalisation of the securities which listing is sought:</i>	\$2,500,000
1.8	<i>Estimate of net proceeds of the issue and the intended use of the proceeds:</i>	Nil
1.9	<i>The name of any other stock exchange on which any securities of the Company are listed or traded:</i>	Nil
2.	Share capital and ownership	
2.1	<i>The designation title of each share:</i>	Ordinary Shares
	<i>Number of shares issued:</i>	25,000,000 ORDINARY SHARES
	The voting rights attached to each share:	1 vote per Share.
	<i>The amount of fully paid up shares:</i>	
	<i>The shareholdings of directors and officers:</i>	See Annexure 'A'
	<i>Names of shareholders who own 5% or more of the shares:</i>	Nil
2.2	<i>Register of Shareholders:</i>	To be provided

3. Securities

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

Each ordinary share entitles the holder thereof to one vote at the Company's general meeting. There are no limitations under the Articles of Association and under law on the rights shareholders to hold or vote on the Company Shares. None of the Company's Shares carry any special rights. Upon the Company's liquidation or winding up, holders of shares will be entitled to participate, in proportion to their respective nominal share capital in the Company held by them in any surplus assets remaining after payment of the Company's creditors.

4. History and nature of business

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

5. Tabulation of Balance Sheet

The Applicant was established in Australia under the Corporations Act, on 6 March 2015. Therefore, three years of operating accounts cannot be provided. A copy of its audited accounts ending 30 June 2016, and a review of accounts ending 31 December 2016 will be submitted in support of this Application.

Balance Sheet

The consolidated audited balance sheet as at 30 June 2016 will be provided.

6. Employees

The total number of persons regularly employed by the Applicant is 2, with casual staff as required

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

7. Child entities

Nil

8. Dividend record

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

9. Properties

The Company leases the following properties:

See Annexure 'B'

10. Litigation

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

11. Management

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

Yong Zhang	54 Linden Way, Bella Vista NSW 2153
Yilong Shan	2F, 12 King Street, Sydney NSW 2065
Chan Wang	5-4-103 Xiangyanglou Shanhuai Rd, Tanggu District, Tianjin, China

For qualifications and expertise please refer to section 3.6 of the attached Information Memorandum.

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

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

Please refer to section 3.6 of the attached Information Memorandum.

11.4 *The directorships held by each director or proposed director in any publicly listed or traded companies are: -*

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

12. Sponsors, bankers, etc.

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

Principal Banker is;

The Nominated Advisor is Highgate Corporate Advisors Pty Ltd. Suite 214, 33 Lexington Drive, Bella Vista NSW 2153

The Share Register is Boardroom Pty Ltd, Level 12, 225 George Street, Sydney NSW 2000

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

The Applicant's auditors are: Walker Wayland Chartered Accountants NSW

Statement of non-compliance

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

Listing Rule 2.2 (a). Please see waiver request.

13. Declaration

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief that:

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

Yours faithfully

ALLWELLNESS HOLDINGS GROUP LIMITED

Yong Zhang
Director

Annexure 'A'

Shareholding of Directors and Management

Yong Zhang	17,591,350
Chen Wang	1,000,000
Yilong Shan	1,000,000

Annexure 'B'

The Company Leases and or Owns these Properties

Lease – Unit 21, 5 Hudson Avenue, Castle Hill NSW 2154

Appendix 'C'

Details of Directors and Management

Management

Ann Hao	Financial Controller
Yiming Zhang	Production Manager
Xu Feng	Research & Development Team Leader
Andrew Bristow	Secretary

Directors

Yong Zhang	54 Linden Way, Bella Vista NSW 2153
Chen Wang	5-4-103 Xiangyanglou Sanhuai Road, Tanggu District, Tianjin, China
Yilong Shan	2F, 12 King Street, Sydney NSW 2065