

3 October 2018

Mr John Williams
National Stock Exchange
1 Bridge Street
Sydney NSW 2000

Dear Sir

RE: 789 HOLDINGS LIMITED – APPLICATION FOR NSX LISTING

789 Holdings Limited (**Company**) applies for admission to the Official List of, and quotation for its fully paid ordinary shares on, the National Stock Exchange of Australia (**NSX**) (**Proposed Listing**).

Please find **enclosed** the prospectus dated 27 September 2018 (**Prospectus**) the Company lodged with ASIC on that date in connection with the Proposed Listing.

Unless the context appears otherwise, terms used in this application have the meaning given in the NSX Listing Rules or Prospectus.

1. GENERAL

- (1) The name of the applicant and the date and place of establishment;

Name: 789 Holdings Limited

ACN: 628 136 658

Date of incorporation: 13 August 2018

Place of incorporation: Australia

- (2) If not established in Australia, the date on which the applicant became registered under the Corporations Act;

Not applicable.

- (3) The address of the principal registered office and the address of each office at which a register of holders is kept;

Registered Office: Suite 4.05, Level 4, 161 Redfern Street, Redfern,
NSW 2016;

Share Register: Registry Direct Limited
Level 6, 2 Russell Street,
Melbourne VIC 3000

- (4) 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, the nominal or par value, if any, and whether they are to be fully paid;

The Company formally requests the listing of 1 fully paid ordinary share currently on issue, 29,999,999 Vendor Shares to be issued at completion of the Acquisition and 10,000,000 fully paid ordinary shares to be issued under an initial public offer at an issue price of \$0.25 per share.

- (5) The proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities:

The proposed listing is by way of an initial public offering.

- (6) The estimated market capitalisation of the securities for which a listing is sought:

\$10,000,000 on the basis of the issue price under the initial public offering of \$0.25 per share.

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

\$2,500,000. The intended use of funds is set out in section 5.9 of the Prospectus.

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

None.

2. SHARE CAPITAL AND OWNERSHIP

A list in tabular form of:

- (1) the designation or title of each class of security;

fully paid ordinary shares;

- (2) the number of securities issued;

1 fully paid ordinary shares as of the date of this application;

- (3) the voting rights attached to each security;

please refer to section 13 of the Prospectus;

- (4) the amount of fully paid up securities;

40,000,000 fully paid ordinary shares upon listing;

- (5) the security holdings of the directors and officers;

please refer to section 8.3 of the Prospectus;

- (6) so far as is known, or can be ascertained after reasonable enquiry, the names of all security holders of the issuer who own five percent (5%) or more of the securities of the Company and their respective security holdings.

please refer to section 5.12 of the Prospectus;

- (7) A list in tabular form of the names 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 are held.

please refer to the register of members of the Company as **enclosed**. A final list of members will be provided once the offer under the Prospectus closed, NSX

decides to admit the Company to the Official List and the Company satisfied any conditions of listing.

3. SECURITIES

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

Please refer to section 13 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, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available;

See section 5 of the Prospectus for the history and nature of business.

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.

Please refer to section 9 of the Prospectus for audited financial information for the past 2.5 years.

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 9 of the Prospectus for audited financial information for the past 2.5 years.

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 Company employs one executive director, 2 non-executive directors and one company secretary.

8. CHILD ENTITIES

A tabular list of all child entities showing in respect of each such entity:

(1) the name of the entity;

(2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and

- (3) equity capital by classes, showing the amount issued and the amount owned by the holding entity.

789 Holdings Limited was incorporated in Australia on 13 August 2018 for the purposes of acquiring 100% of the shares in:

- (a) Home 789 Resources Pty Ltd (ACN: 154 329 727) (HOME789) which carries out a property sales business in New South Wales (NSW); and
- (b) Great Fortune Investment Pty Ltd (ACN: 128 593 199) (GFI) which carries out a property management business in NSW.

Please refer to section 5.1 of the Prospectus for details.

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 paid any dividend since its incorporation.

10. PROPERTIES

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

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) 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.

See section 11.6 of the Prospectus for a summary of the lease agreements.

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.

There is no litigation or claims of material importance made against any entity of the Group in the last five years or which is pending or threatened against any member of the Group.

12. MANAGEMENT

- (1) The full name, residential address and description (being his qualifications or area of expertise or responsibility) of every *director* or proposed *director* of the *responsible entity* 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*;

Please refer to section 8.1 of the Prospectus.

- (2) the nature of any family relationship between the *persons* mentioned in 12(1);

N/A.

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

Please refer to section 8.1 of the Prospectus.

- (4) Indicate any other directorships held by each *director* or proposed *director*, and

To be advised.

- (5) 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 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 *security* holder or any securities supervisory or regulatory body or any such event is pending.

To be advised.

13. SPONSORS, BANKERS, ETC.

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

Please refer to page 4 (Corporate Directory) of the Prospectus. To comply with Listing Rule 2.2, following the exposure period, the Company will seek to appoint a sponsoring broker.

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

UHY Haines Norton

Level 11, 1 York Street, Sydney,

NSW, 2000

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.

The directors believe the Company will comply with all NSX Listing Rules.

15. DECLARATION

The Company hereby declare that to the best of the *issuer's* knowledge, information and belief:


- (1) save as specified in the application letter, all the qualifications for listing set out in Chapter 3 of Section IIC 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 or information memorandum 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 789 Holdings Limited)
in accordance with section 127 of the)
Corporations Act 2001 (Cth.))



Signature of Director

Signature of ~~Director~~/Company Secretary

Name of Director
(Please print)

Weifan Rao

Name of ~~Director~~/Company Secretary
(Please print)