

Annexure 1A: Application For Admission To The SIM VSE Official List

References

Chapter 1, SIM VSE Listing Rules

Instructions

An entity seeking admission to the SIM VSE official list must complete and return this annexure to the Exchange.

Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.

Please note that information and documents (including this annexure) given to the Exchange in support of an application becomes the property of the Exchange and may be made public.

Name of entity	ACN, ARBN or ARSN
GREENTECH FLAGSHIP LIMITED	153 972 626

We apply for admission to the SIM VSE official list and for the quotation of securities.

General

1 Type of entity (tick one)

☒ Company

☐ Trust

2 Main class of securities

Number

5,000,000

Class

Ordinary

3 Additional securities to be quoted

Number to be quoted

NIL

Class

4 Additional securities not to be quoted

Number not to be quoted

Class

5 Postal address for all correspondence

Suite 601, Level 6, 5 Rider Boulevard, Rhodes NSW 2138

6 Telephone number

02 9947 1900

7 General fax number

02 9947 1947

8 Fax number for confirmation of release of information to the market

- 9 Address of principal security registry for each class of security
Boardroom Pty Limited

Level 7, 207 Kent Street

Sydney, NSW 2000
-

- 10 Annual balance date
30 June
-

Companies Only

- 11 Name and title of chief executive officer/managing director
Richard Sharp - Executive Chairman
-

- 12 Name and title of chairperson of directors
Richard Sharp - Executive Chairman
-

- 13 Name of all directors
Richard Sharp, Linna Ma, Xiao Chuan Zhu
-

- 14 Duration of appointment of directors and details of any entitlement to participate in profits
Rotation provision. Nil participation in profits.
-

- 15 Name and title of company secretary
Richard Sharp, Company Secretary
-

- 16 Place of incorporation
New South Wales
-

- 17 Date of incorporation
27 October 2011
-

- 18 Legislation under which incorporated
Corporations Act 2001 (Cth)
-

- 19 Address of registered office
Suite 601, Level 6, 5 Rider Boulevard, Rhodes, NSW 2138
-

- 20 Month in which annual general meeting is usually held
November
-

- 21 Months in which dividends are usually paid (or are intended to be paid)
Anticipated to be twice yearly in July and January if determined to pay

Trusts Only

- 22 Name and title of chief executive officer/managing director of the responsible entity or management company
NA

- 23 Name and title of chairperson of directors of responsible entity or management company
NA

- 24 Names of all directors of the responsible entity or management company
NA

- 25 Duration of appointment of directors of responsible entity or management company and details of any entitlement to participate in profits
NA

- 26 Name and title of company secretary of responsible entity or management company
NA

- 27 If the trust is a registered management investment scheme, the names of the members of the compliance committee (if any)
NA

- 28 Place of registration of the entity
NA

- 29 Date of registration of the entity
NA

- 30 Legislation under which the entity is registered
NA

- 31 Address of entity's administration office
NA

- 32 Month in which annual meeting is usually held (if applicable)

See section 3 of Information Memorandum (Annexure B)

About The Securities To Be Quoted

- 45 Confirmation that the securities to be quoted are eligible to be quoted under the listing rules
See section 4.1 of Information Memorandum (Annexure B)
-

- 46 Voting rights of securities to be quoted
See section 7.3 of Information Memorandum (Annexure B)
-

- 47 Specimen certificate/holding statement of each class of securities to be quoted
Copy attached (Annexure F)
-

- 48 Terms of securities to be quoted
See section 4.1 of Information Memorandum (Annexure B)
-

- 49 Statement setting out the names of the 20 largest holders in each class of securities to be quoted and the number and percentage of each class of securities held by those holders
Copy attached as at date of Information Memorandum (Annexure G). To be provided at close of Offer.
-

- 50 Distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
- 1 - 1,000
 - 1,001 – 5,000
 - 5,001 – 10,000
 - 10,001 – 100,000
 - 100,001 and over

List to be provided on close of offer

- 51 The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price
List to be provided on close of offer
-

- 52 Terms of any debt securities and convertible debt securities
N/A
-

- 53 Trust deed for any debt securities and convertible debt securities
N/A
-

- 54 Trusts only – if the trust is not a registered managed investment scheme, ASIC exemption in relation to buy-back provisions
NA
-

All Entities With Assets Not Readily Valued

NOTE: ANY ENTITY THAT HAS ACQUIRED, OR ENTERED INTO AN AGREEMENT TO ACQUIRE, AN ASSET THAT IS NOT READILY VALUED MUST PROVIDE THE EXCHANGE WITH THE FOLLOWING INFORMATION:

- 55 The name of the vendor and details of any relationship of the vendor with the applicant
Green Funds Management Pty Ltd. Sole shareholder at date of Information Memorandum. Will be 45% shareholder at completion of the Offer.
-
- 56 If the vendor was not the beneficial owner of the asset at the time of the acquisition, the name of the beneficial owner and the details of the relationship of the beneficial owners to the applicant
N/A
-
- 57 The date the vendor acquired the asset
29 September 2011
-
- 58 The method by which the vendor acquired the asset, including whether by agreement, exercise of option or otherwise
Copy of letter from Dr Tsoy (attached) Annexure H), Copy of Deed of Assignment of Intellectual Property between Dr Tsoy and Green Funds Management Pty Ltd. Dr Tsoy was issued 50% of the shares in Green Funds Management Pty Ltd.
-
- 59 The date the entity acquired the asset from the vendor, the consideration passing directly or indirectly to the vendor and whether the consideration has been provided in full by the applicant
25 October 2011 - 2,250,000 shares issued for a total of \$11,250.00.
-
- 60 Full details of the asset, including any title particulars
See Schedule 1 to Annexure C.
-

About The Entity's Capital Structure

- 61 A copy of the entity's register of members, if required by the Exchange
Copy as at date of Information Memorandum attached. Copy of close of Offer attached (Annexure I) to be provided.
-
- 62 A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years
N/A
-
- 63 The terms of any employee incentive scheme
N/A
-
- 64 The terms of any dividend or distribution plan
-

N/A

65 The terms of any securities that will not be quoted

N/A

66 The entity's issued capital (interests), showing separately each class of security, the amount paid up on each class, the issue price, the dividend (or distribution) and voting rights attaching to each class and the conversion terms (if applicable)

See copy of register as at date of Information Memorandum attached (Annexure I). Dividend and voting rights see section 7.3.1 of Information Memorandum (Annexure B). Copy of register at close of offer to be provided.

67 The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)

N/A

68 The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)

N/A

69 The number of the entity's options to acquire unissued securities, showing the number outstanding

N/A

70 Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities

N/A

71 If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's holding

N/A

About The Entity's Financial Position

NOTE: APPLICANTS RELYING ON THE PROFIT TEST SHOULD COMPLETE ITEMS 72 TO 77.

APPLICANTS RELYING ON THE ASSETS TEST SHOULD COMPLETE ITEMS 78 TO 83.

Profits Test

72 Evidence that the applicant is a going concern or the successor of a going concern

N/A

73 Evidence that the applicant has been in the same main business activity for the last three full financial years or details of how its business has changed and its aggregated profit for the last three full financial years

N/A

74 Audited financial statements for the last three full financial years and audit reports

N/A

75 Last half yearly financial statement (if required) and audit report or review

N/A

76 Pro forma balance sheet and review

N/A

77 Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations

N/A

Assets Test

78 Evidence of net tangible assets of at least \$500,000 after deducting the costs of fundraising or likely market capitalisation of at least \$1,000,000 at the time of admission

Number of shares on issue at close of offer 5,000,000. The Offer price of \$0.20 the Company will have a market capitalisation of \$1million.

79 Evidence that there are commitments to spend at least half of the entity's cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)

See section 4.13 of the Information Memorandum (Annexure B).

80 A statement that there is enough working capital to carry out the entity's stated objectives (and a statement by an independent expert, if required by the Exchange)

See section 4.13 of the Information Memorandum (Annexure B).

81 A statement that entity's business is developed to the point it is reasonably likely it will generate revenue from ordinary activities within three years of admission (and a statement by an independent expert, if required by the Exchange)

See sections 2.1 and 3 of the Information Memorandum (Annexure B).

82 Financial statements for the last three full financial years and audit report or review or a statement that not audited or not reviewed

Company only established since 27 October 2011. Reviewed proforma balance sheet as at close of Offer attached (Annexure K).

83 Pro forma balance sheet and review

See Annexure K

Entity's Business Plan And Level Of Operations

84 Details of the entity's existing and proposed activities and level of operations. State the main business

See sections 2.1 and 3 of Information Memorandum (Annexure B).

85 Details of any issues of the entity's securities (in all classes) in the last three financial years. Indicate issues

for consideration other than cash
See attached spreadsheet (Annexure J).

Information Memorandum Requirements

- 86 The signature of every director and proposed director of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company)
See P11 of this Listing Application and the attached Board resolution authorising the issue of the Information Memorandum and this Listing Application
-
- 87 The date the information memorandum is signed
28 October 2011
-
- 88 Full particulars of the nature and extent of any interest now, or in the past two years, of every director or proposed director of the entity (in the case of a trust, the responsible entity or management company) in the promotion of the entity, or in the property acquired or proposed to be acquired by it
See Sections 7.1 and 7.2.1 of the Information Memorandum (Annexure B).
-
- 89 If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity
See Section 7.2.1 of the Information Memorandum (Annexure B).
-
- 90 Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it
See Section 7.1 of the Information Memorandum (Annexure B).
-
- 91 A statement that the Exchange does not take responsibility for the contents of the information memorandum
See p2 of attached Information Memorandum under the heading "Application for Listing" and see Section 4.9 of the Information Memorandum (Annexure B).
-
- 92 A statement that the fact that the Exchange may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity
See p2 of attached Information Memorandum and see Section 4.9 of the Information Memorandum (Annexure B).
-
- 93 If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context
N/A
-
- 94 A statement that the entity has not raised any capital for the three months before the date of the issue of the information memorandum and will not need to raise any capital for three months after the date of issue of the information memorandum
N/A
-
- 95 A statement that a supplementary information memorandum will be issued if the entity becomes aware of any of the following between the issue of the information memorandum and the date the entity's securities

are quoted or reinstated:

- a material statement in the information memorandum is false or misleading;
- there is a material omission from the information memorandum;
- there has been a significant change affecting a matter included in the information memorandum; and/or
- a significant new matter has arisen and it would have been required to be included in the information memorandum

The directors confirm that if they become aware of any of the matters in Q 95, they will ensure that a Supplementary Information Memorandum is issued on behalf of the Company.

96 If there is a supplementary information memorandum it must include:

- correction of any deficiency;
- details of any material omission, change or new matter;
- a prominent statement that it is a supplementary information memorandum;
- the signature of every director, or proposed director, of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director or the responsible entity or management company); and
- the date the supplementary information memorandum is signed

N/A

97 Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum

N/A

98 Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum

N/A

Other Information

99 Details of any contracts entered into between the applicant and any of its directors (if a trust, the directors of the responsible entity or management company)

Nil agreements with Directors.

100 A copy of every prospectus issued, and every information memorandum circulated, in the last five years

N/A

101 Information not covered elsewhere and which, in terms of SIM VSE listing rule 3.1, is likely to materially affect the price or value of the applicant's securities

N/A

Signed:



(Director)



(Director/Company Secretary)

Print name:

Linna Ma

RICHARD SHARP

Dated:

3/11/2011