



巨和资本
Juhe Finance Management

BVI Co. No. 1912676

C/- Themis Corporate Pty Ltd
Level 1 Office F, 1139 Hay Street
West Perth WA 6005

10 June 2016

National Stock Exchange of Australia
Level 2, 117 Scott Street
Newcastle, NSW
Australia 2300

Attention: Mr Ian Craig, Companies Manager

Dear Sirs

**APPLICATION FOR ADMISSION TO THE OFFICIAL LIST OF AND QUOTATION FOR 160,000,000
CHESS DEPOSITARY INTERESTS ON THE NATIONAL STOCK EXCHANGE OF AUSTRALIA**

We, Juhe Capital Holdings Limited (the "**Company**"), hereby apply for admission to the Official List of and quotation for 160,000,000 CHESS Depositary Interests ("**CDIs**" or each, a "**CDI**") on the National Stock Exchange of Australia ("**NSX**") (the "**Proposed Listing**") and, for this purpose, enclose herewith the information memorandum ("**IM**") the Company will issue in connection with the Proposed Listing.

1. General

- 1.1. the name of the applicant and the date and place of incorporation;

Please refer to Section 3.1 of the IM.

- 1.2. if not incorporated in Australia, the date on which the applicant became registered under the Corporations Act;

Please refer to Section 3.1 of the IM.

- 1.3. the address of the principal registered office and the address of each office at which a share register is kept;

The Company's share register is kept at its share registry whose details are as follows:

Automatic Registry Services
Level 12
575 Bourke Street
Melbourne VIC 3000

- 1.4. 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 and whether they are to be fully paid;

The Company hereby formally request for the listing of 160,000,000 CDIs (each representing interest over one ordinary share in the issued and paid up share capital of the Company), details of which are set out in Section 4.1 of the IM.

- 1.5. 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 a compliance listing.

- 1.6. the estimated market capitalisation of the securities for which a listing is sought;

A\$240,000,000, or at a initial listing price of A\$1.50 per CDI.

- 1.7. an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and

Not applicable.

- 1.8. 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

- 2.1. Share capital and shareholdings in tabular form are set out in the IM as follows:

- (a) the designation or title of each class of share
- (b) the number of shares issued;
- (c) the voting rights attached to each share;
- (d) the amount of fully paid up shares;

Please refer to Section
4.1 of the IM

- (e) the shareholdings of the directors and officers of the issuer are set out in Section 6.3 of the IM.

- (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 are set out in Section 4.2 of the IM.

- 2.2. 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.

The list of previous issues of shares are set out in Section 4.3 of the IM.

3. Securities

The Company proposes to list 160,000,000 CDIs representing all 160,000,000 ordinary shares in the issued and paid up share capital of the Company.

4. History and nature of business

The history and nature of the Company's businesses are set out in Section 3, in particular, Sections 3.1 to 3.8, of the IM.

5. Summary of earnings

A tabulation of the Statement of Comprehensive Income (or profit and loss statement) for each of the two preceding financial years and for the last financial period are set out in Section 8.3 of the IM.

6. Tabulation of balance sheet

A tabulation of the Statement of Financial Position (or balance sheet) as at the end of each of the two preceding financial years and of the last financial period are set out in Section 8.2 of the IM.

7. Employees

As of 23 May 2016, the Company and its subsidiaries (the "Group") employs a total of 55 permanent employees. The number of employees employed by the Group is not subject to seasonal fluctuations although the Group has a network of independent sales agents and occasionally employ temporary and hourly-rated workers to assist and supplement its work force when there are ad-hoc promotional activities.

8. Child entities

Details of the Company's child entities are set out in Section 3.1 of the IM.

9. Dividend record

The Company and its predecessor entity has not paid any dividend since its inception.

10. Properties

Details of properties utilised by the Group are set out in Section 3.9 of the IM.

11. Litigation

There is no litigation or claims of material importance made against any entity of the Group in the last five (5) years or which is pending or threatened against any member of the Group.

12. Management

- 12.1. Details of directors and senior management personnel are set out in Section 6.1 and 6.2 of the IM;
- 12.2. There is no family relationship amongst any directors and/or senior management personnel;
- 12.3. Details of the business experience of directors and senior management personnel are set out in Sections 6.1 and 6.2 of the IM;
- 12.4. there is no other directorships held by any director or proposed director in any publicly listed or traded companies; and
- 12.5. there is no director or proposed director who 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.

13. Corporate directory

- 13.1. The corporate directory of the Company is set out in Section 11 of the IM; and
- 13.2. The name, address and professional qualifications of the Company's auditors are set out in Section 11 of the IM.

14. Statement of non-compliance

Application for waiver from compliance with Rule 2.2

- 14.1. Rule 2.2 of the Listing Rules requires a new applicant for listing must be sponsored by a participant of the Exchange. The rationale for, and primary responsibilities of, the sponsoring broker as set out in Rule 2.2.
- 14.2. The Company hereby applies for a waiver from having to comply with Rule 2.2 of the Listing Rules on the following grounds:
- (a) all primary responsibilities of the sponsoring broker set out in Rule 2.2 has been or will be preformed by Biztrack Consultants Private Limited ("Biztrack Consultants"), a person listed on the approved listed of nominated advisers maintained by the Exchange;
 - (b) Biztrack Consultants will, in addition to the undertaking it is required to give to the Exchange, submit the declaration to the Exchange (with appropriate modifications) which otherwise would have been submitted by a sponsoring broker; and
 - (c) the company is proposing to list by way of a compliance listing, and will therefore not be requiring a broker to place out any offer shares during the listing.

Statement on non-compliance

- 14.3. Save for the above and subject to the Exchange granting the Company the waiver applied for, there is no requirement of the Listing Rules which cannot be met by the Company.

Declaration

We, Juhe Capital Holdings Limited, hereby declare that to the best of our 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

For and on behalf of

JUHE CAPITAL HOLDINGS LIMITED



MA Haiyong
Chairman



HU Liyong (Leon)
Managing director