

**Form 603****Corporations Act 2001  
Section 671B****Notice of Initial Substantial Holder****To** Company Name / Scheme**SKIN ELEMENTS LIMITED**

ACN/ARSN

**608 047 794****1. Details of substantial holder (1)**

Name

**Lawley Group Pty Ltd**

ACN/ARSN (if applicable)

**164 060 306**The holder became a substantial holder on **23 / 12 / 2016****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of Securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	8,075,048	10.98 %	10.98 %

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Lawley Group Pty Ltd	Lawley Group Pty Ltd has a relevant interest in the shares as the holder of the shares.	8,075,048 Ordinary Shares
Mr Donald Fung	Mr Donald Fung has a relevant interest in the Shares as the shareholder of Lawley Group Pty Ltd.	8,075,048 Ordinary Shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Lawley Group Pty Ltd	Lawley Group Pty Ltd	Lawley Group Pty Ltd	8,075,048 Ordinary Shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
8,075,048 Ordinary Shares	23/12/2016	-	Issued pursuant to Share Acquisition Agreement as consideration for shares held in SE Operation Pty Ltd	8,075,048 Ordinary Shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
Mr Donald Fung	As a shareholder of Lawley Group Pty Ltd

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Lawley Group Pty Ltd	Level 3, 1060 Hay Street, West Perth WA 6005
Mr Donald Fung	20581 78 <sup>th</sup> Avenue, Langley, British Columbia, Canada V2Y 1X3

**Signature**

Print name Donald Fung

Capacity : Director

Sign here



Date 3 / 1 / 2016