

## 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

Top Oceania International Limited

ACN/ARSN (if applicable)

The holder became a substantial holder on 17 / 05 / 2017

#### 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	4,375,000	5.7 %	5.7 %

#### 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
Top Oceania International Limited	Top Oceania International Limited has a relevant interest in the shares as the holder of the shares.	4,375,000 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
Top Oceania International Limited	Top Oceania International Limited	Top Ocean International Limited	4,375,000 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	
Top Oceania International Limited	10/05/2017	\$175,000		875,000 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

**7. Addresses**

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

Name	Address
Top Oceania International Limited	Flat B 14 <sup>th</sup> Floor Block 12 Mayfair Gardens, Sai San Rd, Tsing Yi, New Territories, Hong Kong

**Signature**

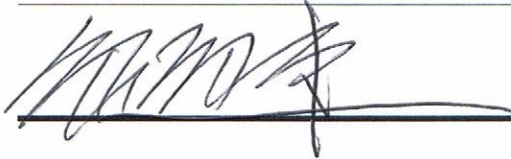
Print name

Mr BAO YIDONG

Capacity :

POWER OF ATTORNEY

Sign here



Date

17 / 05 / 2017