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18 June 2020

Mr John Williams Head of Admissions National Stock Exchange of Australia 1 Blight Street, Sydney NSW 2000

By Email: john.williams@nsx.com.au

Dear Mr Williams,

VENTUS AQUA LIMITED - APPLICATION FOR LISTING

We act for Ventus Aqua Limited (ACN 632 790 660) (Company) and are authorised to make this application on its behalf.

Prospectus

- The Company lodged its initial public offering prospectus (Prospectus)
 with the Australian Securities and Investments Commission (ASIC) on
 16 June 2020.
- 2. The Company makes the following offers under the Prospectus (**Offers**):
 - (a) an offer to the general public of 6,666,667 fully paid ordinary shares in the Company (**Shares**) at an issue price of \$0.30 per Share to raise a minimum of \$2,000,000 (before costs), with capacity to accept oversubscriptions for a further 333,333,333 Shares to raise an additional \$1,000,000 (before costs) (**Public Offer**);
 - (b) an offer of 36,193,320 Shares to the shareholders of Sydney Sunny Glass Pty Ltd (ACN 603 335 548) (**SSG**) at an issue price of nil as consideration for the acquisition of all of the shares in SSG under a Share Purchase Agreement dated 8 June 2020; and
 - (c) an offer to BauMart Holdings Limited (ACN 602 638 531) (**BauMart**) of 11,666,667 Shares at an issue price of nil as consideration payable for the acquisition of an equipment leasing enterprise under an Asset Purchase Agreement dated 8 June 2020.



Application for Listing

- 3. Pursuant to the Company's submission to you on 6 May 2020 relating to the Company's suitability for listing on the National Stock Exchange of Australia (NSX), the Company hereby applies to NSX for:
 - (a) admission of the Company on the Official List of the NSX; and
 - (b) for quotation of its Shares (subject to any escrow restriction application to those Shares which are "restricted securities" for the purposes of the NSX Listing Rules).
- 4. We outline in the Schedule below the details required by Appendix 1 of the Listing Rules. We separately provide the documents required by Listing Rule 4.5, including the Prospectus, in support of the application.

Listing Fee

5. We confirm that the Company has paid to the NSX fees of \$34,226.80 plus GST. This amount represents the estimated application fee of \$40,226.80 plus GST (based on the maximum subscription under the Prospectus), minus the \$6,000 plus GST fee previously paid in relation to the Company's waiver application, which has been set off against the application fee in accordance with NSX Practice Note 1.

Thank you in anticipation of your assistance. Please contact the writer should you require any additional information or have any questions.

Yours faithfully,

BLACKWALL LEGAL LLP Hamish Taylor, Senior Associate



Schedule – Information required by NSX Listing Rules, Appendix 1

Matter	Response				Prospectus reference
1. GENERAL					
1.1 Name of applicant and date and place of incorporation	Ventus Aqua Limited 8 April 2019 in Western Australia				
1.2 If not incorporated in Australia	Not applicable				
1.3 Registered office and Share registry	Registered off 15 McCabe Str Share registry Advance Share 110 Stirling Hig Nedlands, Wes				
1.4 Formal request for listing, specifying the nominal amount of the securities for which listing	Company and of the NSX as fur Matter Class of		ully-paid ordin he table below	est the listing of the arry shares (Shares) on :	Section 10
is sought	security Total shares on issue and to be quoted	Minimum Subscription	Shares for Quotation	Restricted Shares	
		86,056,588 Maximum Subscription 89,389,921	16,666,667 Shares for Quotation 20,000,000	69,389,921 Restricted Shares 69,389,921	
	Voting Rights	At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and one vote for each Share held on a poll, and for every contributing shares (i.e. partly paid) held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing share. Where there is an equality of votes, the chairperson has a casting vote.			
1.5 Method of listing and details of distribution of securities	By making the Offers under the Prospectus (and primarily the Public Offer).				
1.6 Estimated market capitalisation	At an issue price of \$0.30 per Share under the Public Offer, the estimated market capitalisation of the Company on listing is: Minimum Maximum Subscription Total Shares 86,056,588 89,389,921				







	Estimated S market capitalisation	\$25.8 million	\$2	6.8 million	
1.7 Net proceeds of the proposed issue and intended use of the proceeds	As set out in Section 4	Section 4.5			
1.8 Other stock exchange	Not applicable.				
2. SHARE CAPITA	AL AND OWNERSH	IP			
2.1 Details					
(i) Class of share	The Company only ha ordinary shares (i.e. Sh		security on iss	ue, being fully-paid	Sections 4.6, 8, and 10
(ii) Number issued	On completion of the Company will be:	Public Offer,	the number of	issued Shares of the	
	Minimum Subs	cription	Maximur	n Subscription	
	86,056,588 Sł	nares	89,389	,921 Shares	
(iii) Voting rights	At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and one vote for each Share held on a poll, and for every contributing shares (i.e. partly paid) held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing share. Where there is an equality of votes, the chairperson has a casting vote.				
(iv) Amount of fully- paid up shares	The paid-up issued capital of the Company will be \$10,709,523 on minimum subscription under the Offers, or \$11,693,326 on maximum subscription. Refer to Section 8 of the Prospectus for further information.				
(v) Directors' and officers'	On completion of the officers of the Compa		nareholdings o	f the Directors and	Section 11.2
shareholdings	Name		Title	Number of Shares	
	Sok Kiang Teoh		tive Director	1,500,000	
	Seok San Tan Michael Liew		Executive or	12,000,000 Nil	
	Shenqiang (Sunny) (Chi Propo Manag		34,801,532 ¹ Nil	
	Natalie Teo				
	This figure includes the Shares held by Mr Chi's family members, Liwei Chi and Xianjin Yan, who will be issued 11,200,000 Shares and 8,400,000 Shares respectively pursuant to the Share Purchase Agreement described in the Prospectus, as the Company is not aware of any basis for those persons to constitute 'associates' of each other for the purposes of the <i>Corporations Act 2001</i> .				
(vi) Substantial shareholders	On completion of the Offers, the persons who will hold 5% or more of the Shares in the Company are expected to include:				Section 4.7
	Name of Shareho	older ho	olding	Percentage Min Max Sub Sub	
	Seok San Tan	12,	000,000 13	3.94% 13.42%	







	Sunny Chi	34,801,532 ¹	40.44%	38.93%	
	Baumart Holdings Limited	11,666,667	13.56%	13.05%	
	Notes: This figure includes the members, Liwei Chi and Xian Shares and 8,400,000 Shares: Purchase Agreement, as the Cothose persons to constitute far of the Corporations Act 2001.				
2.2 Shareholders' register	An updated share register. Prospectus, will be provided to				
3. SECURITIES					
Terns of securities	Refer to Section 10 – Terms of the principal terms of the S		Prospectus fo	or an outline	Section 10
4. HISTORY AND	NATURE OF BUSINESS				
Summary of a general nature of the business and products of the applicant, a brief history of the issuer for the last 5 and annual turnover for the preceding 3 financial years and for the current financial year to the latest date available	The Company was incorporate acting as an ultimate holding of investments and business opportunity of the issue of 12,000,000 shares noted above. On 8 June 2020, the Company acquire 100% of the issue 36,139,920 Shares; and an Asset Purchase Agreem acquire heasing enters an equipment leasing entershares. SSG operates a glass processiform its facility in Smithfield, The Company's main business conducted through SSG as its application, the Company and Group. On 16 June 2020, the Company public offering of Shares. Refer to Sections 1 and 2 of the Group's history, proposed accomplessed in the proposed in the prop	company to acque portunities in the cy. 1000 in seed capital at \$0.25 each to at \$0.25 each	ire and deveralian general and australian general and australian general and its object of the properties of the propert	elop glass il 2019 by ectives olders to e issue of urchase of 1,666,667 y business ting will be elis ed to as the its initial w of the	Sections 1, 2, and 8
5. SUMMARY OF I	EARNINGS				
A summary of earnings for the last 3 financial years	Please refer to the Independe summary of the earnings histo			for a	Section 8
6. TABULATION OF BALANCE SHEET					
Tabulation of the Group's balance sheet for the last 3 financial years or from the date of incorporation	Please refer to the Independ Group's balance sheets for the balance sheet assuming that the Purchase Agreement and the Agreement and Agreement	ne relevant perioo he proposed acqı Asset Purchase A	ds, including	g a proforma ler the Share	Section 8







7. EMPLOYEES

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 months.

The number of persons regularly employed in the preceding 12 months is:

- the Company 2 people;
- SSG 18 people; and
- total Group 20 people;

8. CHILD ENTITIES

List of child entities and:

- Name of corporation
- Nature of its business and its relationship to the operations of the entire enterprise
- Share capital

On successful completion of the acquisition, SSG will become a wholly-owned subsidiary of the Company.

<u> </u>	, ,
Matter	Detail
Name of entity	Sydney Sunny Glass Pty Ltd (ACN 603 335 548)
Nature of business and relationship to the operations of the entire enterprise	Refer to Section 4 above.
Share capital	36,139,920 fully-paid ordinary shares (100% owned by the Company)

9. DIVIDEND RECORD

Number of consecutive years in which dividends have been paid and details. Neither the Company nor SSG has previously paid any dividends.

10. PROPERTIES

General character of the properties of the group and 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 The Company leases its office premises comprising approximately 24m² at 82 Belmont Avenue, Rivervale WA 6103 for \$5,040 per annum commencing 1 April 2020.

SSG leases the 20,000m² premises where its Smithfield production facility is located for an amount of \$480,000 per annum commencing 1 March 2015.

SSG is currently reviewing sites in Melbourne for a Victorian facility, though no commitment has been made in this regard at the date of this application.

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 the Company since incorporation or which is pending or threatened against the Company.

As part of the Prospectus due diligence process, the Company has conducted litigation searches of the members of the Group in WA Supreme Court, NSW Supreme Court, and the Federal Court of Australia.

The current and proposed directors of the Company have confirmed that they are not aware of or party to any pending or threatened litigation against any member of the Group.

12. MANAGEMENT

Details of the Company's directors, proposed directors, and management.

Sok Kiang Teoh

Executive Director

Personal information	Residential address: 5 McKenna Court, Canning Vale WA 6155
	Qualifications: B Bus, CPA
Family relationships	No relation.
Business experience during the last 5 years	Mr Teoh has over 20 years of senior management experience with roles as a chief financial officer and director of finance for various listed companies in both Malaysia, USA and Australia.
	During the past 5 years until February 2020, Mr Teoh acted as the chief financial officer of Townshend Capital Pty Ltd, the holder of an AFSL licence and also the Lead Manager to the Public Offer under the Prospectus. He was also the chief financial officer of BauMart Holdings Limited, an ASX-listed company in 2015.
	Mr Teoh is fluent in English, Malay and Mandarin and speaks a number of other Chinese dialects.
Other directorships	None.
Criminal/ bankruptcy/ disciplinary matters	No reportable matter to be disclosed.

Seok San (Susan) Tan

Executive Director

Personal information	Residential address: 7 Almeria Place, Waikiki WA 6169 Area of expertise: Financial services.
Family relationships	No relation.
Business experience during the last 5 years	Ms Tan has over 15 years' experience in roles in the insurance, risk management, financial planning and real estate industries in Malaysia.



	Ms Tan is actively involved in the not-for-profit sector in Malaysia with roles as Government Social Worker under the Welfare Department, focusing on regulatory reporting and corporate governance.	
	During the past 5 years, Ms Tan worked in the financial services and not-for-profit sectors in Malaysia.	
	Ms Tan is fluent in English, Mandarin, Malay languages, Cantonese and a number of other Chinese dialects.	
Other directorships	None.	
Criminal/ bankruptcy/ disciplinary matters	No reportable matter to be disclosed.	

Michael Anthony Liew Non-Executive Director

Personal information	Residential address: 19 Barkers Road, Kew, VIC 3101 Qualifications: Bachelor's Degree in Information and Technology; Masters in Business Administration
Family relationships	No relation.
Business experience during the last 5 years	For over 15 years, Mr Liew held senior management positions with major Australian resource companies, BHP Billiton Limited, Chevron Australia and Rio Tinto Limited. He was also a senior Management Consultant with PwC, with a specific focus on mining operations. Between 1999 and 2013, Mr Liew was a Group Finance Manager and Senior Commercial Manager with Telstra Corporation with particular responsibility for investment and acquisition activities. During the past 5 years, Mr Liew has been principally responsible for the management of
	his family's investment portfolio. This activity included assessment and due diligence on investment opportunities in the property sector and private and listed equity investments. Mr Liew has strong grounding in corporate
	compliance issues and standards from his career with top-tier and ASX-listed entities.
Other directorships	None
Criminal/ bankruptcy/ disciplinary matters	No reportable matter to be disclosed

Shengqiang (Sunny) Chi Proposed Managing Director



Personal information	Residential address: 39 Avon Road, North Ryde NSW 2113
	Qualifications: Bachelor's Degree in Electrical Engineering Technology and Automation
Family relationships	No relation.
Business experience during the last 5 years	Mr Chi is the founder and CEO of SSG. After graduating in 1988, Mr Chi joined a predecessor company to Fuyao Glass Industry Group Co., Ltd which is now listed on the Hong Kong Stock Exchange (reference: 3606).
	For over 25 years, Mr Chi has developed an in- depth knowledge of the glass products industry with roles as general manager of production planning, quality control and finally as the regional general manager of sales and marketing
	During the past 5 years, Mr Chi has run the SSC business as its founding managing director.
	Mr Chi is fluent in Mandarin, Fuqing and English.
Other directorships	Mr Chi is the sole director of SSG. Also, he currently holds the position of Executive Vice President and Secretary General for the Australia-Fujian Entrepreneurs Association.
Criminal/ bankruptcy/ disciplinary matters	No reportable matter to be disclosed.

Natalie Shu Qing Teo

Company Secretary

Personal information	Residential address: Unit 4, 250 George Street, Queens Park WA 6107 Qualifications: BCom, MA, AGIA, ACIS
Family relationships	No relation.
Business experience during the last 5 years	Ms Teo has over 10 years' experience in accounting and corporate governance. She is a company secretary to several ASX-listed and unlisted entities. She currently advises boards on a range of governance and compliance matters. During the past 5 years, Ms Teo has acted as company secretary to a number of ASX-listed companies and worked in a consulting firm which provides company secretarial and financial services to clients listed on the ASX.
Other directorships	None
Criminal/ bankruptcy/ disciplinary matters	No reportable matter to be disclosed.

13. SPONSORS, BANKERS, ETC



Details of the Company's sponsors, bankers, etc.

Sponsor	None—See Section 14 below
Lead Manager to the IPO and Underwriter	Townshend Capital Pty Ltd AFSL No. 219326 East Wing, 15 McCabe Street North Fremantle, WA 6159
IPO Project Coordinator	Broadway Corporate Services Pty Ltd West Wing, 15 McCabe Street North Fremantle, WA 6159
Lawyer and proposed Nominated Advisor	Blackwall Legal LLP Level 26, 140 St Georges Terrace Perth, WA 6000
Auditor	BDO Audit (WA) Pty Ltd 38 Station Street Subiaco, WA 6008
Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd 38 Station Street Subiaco, WA 6008
Share registry	Advanced Share Registry Ltd 110 Stirling Highway Nedlands, WA 6009
Banker	National Australia Bank Level 11, 50 St Georges Terrace, Perth, WA 6000

14. STATEMENT OF NON-COMPLIANCE

Statement of noncompliance with any Listing Rules On 6 May 2020, the Company applied for waivers of the following NSX Listing Rules:

- a. Listing Rule 2.2 that states, "a new applicant for listing must be sponsored by a participant of the Exchange which is on the approved list of sponsors maintained by the Exchange. The sponsor must ensure that the issuer received fair and impartial guidance and advice as to the application of these Listing Rules and that all necessary documents supporting an application are lodged with the Exchange and must be responsible for communicating with the Exchange during the application process. The sponsor must submit a Sponsor's Declaration to the Exchange as set out in Part C of Appendix 2 before trading in the issuer's securities can commence on the Exchange."
- b. Listing Rule 4.5(3) that states "in support of its letter of application, the applicant must lodge with the *Exchange* the same time the following documents:

. . .

(3) in the case of a *new applicant*, the audited annual report and accounts for each of the three (3) completed financial years of the issuer or *group* immediately preceding the issue of the *disclosure document* or since incorporation, if shorter."

The application for waivers was granted on 11 June 2020.

Other than as disclosed above, the Company does not currently envisage the need for any waivers of the Listing Rules. The directors believe the Company will comply with all the Listing Rules.



VENTUS AQUA LIMITED – APPLICATION FOR LISTING ON THE NATIONAL STOCK EXCHANGE OF AUSTRALIA

18 June 2020

15. DECLARATION	15. DECLARATION			
Declaration	To the best of the Company's knowledge, information, and belief:			
	a. 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;			
	b. all information required to be included in the Prospectus pursuant to Listing Rule 4.8 and the Corporations Act will be included; and			
	c. there are no other facts bearing on the Company's application for listing, which in the Company's opinion, should be disclosed to NSX.			



SUPPORTING DOCUMENTS

The following documents will be made available to NSX via a Dropbox.

No.	Name	Supplied/pending
1.	Certificate of incorporation for the Company (certified)	Supplied
2.	Constitution of the Company (certified)	Supplied
3.	Financial statements of the Company for: the financial year ended 30 June 2019 (audited) the half year ended 31 December 2019 (reviewed)	Supplied
	 Financial statements of SSG for: the financial year ended 30 June 2019, containing comparative period for the financial year ended 30 June 2018 (audited) the half year ended 31 December 2019 (reviewed) 	Supplied
4.	Extracts of the Company's board resolutions (certified): • authorising issue of securities under the Prospectus • to make of the listing application • to sign the issuer's undertaking • approving issue of the Prospectus	Supplied
5.	Issuer's undertaking by the Company	Supplied
6.	Declaration and undertaking of each director and proposed director of the Company	Supplied
7.	Declaration by nominated adviser (Blackwall Legal)	Supplied
8.	Extract of the Company's board resolution approving acquisition of SSG (certified)	Supplied
9.	Copy of the Prospectus	Supplied
10.	 The following documents referred to but not incorporated in Prospectus: IBISWorld Industry Report C2010 – Glass and Glass Product Manufacturing in Australia Share Purchase Agreement Asset Purchase Agreement Employment Agreement with Sok Kiang Teoh Employment Agreement with Seok San (Susan) Tan 	Supplied







	 Proposed Employment Agreement Shengqiang (Sunny) Chi non-executive director appointment letter with Michael Liew; Deeds of Indemnity, Access and Insurance with each director Lead manager mandate with Townshend Capital Underwriting Agreement with Townsend Capital Design and Construct Subcontract with Maxcon Supply Contract with Singyes Engineering (H.K.) Company Limited Equipment Lease together with: Variation Deed Deed of Consent to Assignment of Equipment Lease Loan Conversion Deed Debt Acknowledgement Deed with Mutual Street Pty Ltd Sublease of Smithfield facility 	
11.	Register of shareholders in the Company	Pending
12.	Declaration of all associates of the Company, its directors, and its officers	Pending
13.	Restricted securities table	Pending
14.	Restricted securities schedule	Pending
15.	Restriction agreements	Pending
16.	CHESS Deed Poll	Supplied